

MUSIC CITY YOUTH IN THE ARTS, INC.

BY-LAWS

(Revision date: October 13, 2018)

Article I

Organization

- Section 1. The name of this Corporation shall be Music City Youth in the Arts, Inc. (“Organization” or “MCYA”).
- Section 2. The mission and purpose of MCYA shall be to provide experiential education in music and visual performance arts to young people through an immersive program emphasizing camaraderie, fitness, and leadership development.
- Section 3. The principle offices of MCYA shall be located in or in close proximity to the City of Nashville, Tennessee.
- Section 4. MYCA is organized exclusively for educational purposes and all other legal powers permitted a not-for-profit corporation. This Corporation is a Public Benefit Corporation.
- Section 5. MYCA will operate exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and by the State of Tennessee regulations for non-profit corporations.
- Section 6. The flagship performing ensemble sponsored by MCYA will be a drum and bugle corps whose primary performance opportunities will be made available through its association with Drum Corps International.

Article II

Board of Directors

- Section 1. The governance of the Organization shall be vested in the Board of Directors. Those serving on the Board of Directors are expected to participate in fundraising, all other Board matters and committee assignments.
- Section 2. The Board members shall serve without compensation for fulfilling their board responsibilities, except for reimbursement of reasonable costs and expenses of activities directly related to their position as Board members. Such reimbursement shall be approved by the Board President.
- Section 3. The Board shall consist of a minimum of nine (9) voting members. Ex-officio members may be appointed (e.g. Executive Director of drum corps) or invited to the Board at its discretion in a non-voting capacity.
- Section 4. Each year, at least three (3) Board members will be nominated & elected to a three-year term by a simple majority vote of the voting members of the Board. Thus at least nine (9) members serve staggered three-year terms. Board members who are elected to an officer role with less than two years remaining in their current three-year term will automatically have their term extended in support of their elected officer term (see Article III, Section 2). Board members ending a three-year term can be nominated & elected to a renewed term. There is not a limit to Board members serving renewed terms.
- Section 5. Each elected Board member's term shall expire at the end of MCYA's fiscal year in which they reach the three (3) year term. Vacancies will be filled by the Board until the next regularly scheduled Board of Directors meeting.
- Section 6. It will be understood that the Board of Directors will be made up of individuals with very diverse backgrounds and areas of expertise.
- Section 7. Candidates for Board positions will be identified by current MCYA Board members and brought forward during a Board of Directors meeting. Further vetting of the candidate (e.g. interviews) should be required before a nomination motion is brought forward. Board candidates are elected by a two-thirds (2/3) affirmative vote of the MCYA voting Board of Directors. No individual shall be elected to any Board membership position without their acceptance of the nomination.
- Section 8. There shall be a minimum of four (4) regular meetings of the Board each year. Additional Board meetings may be held at the call of the Board President. All Board members will be notified by personal phone call or

written notice by the President or his representative of the scheduled meetings. Any Board member with two (2) consecutive unexcused absences or three (3) unexcused absences within a single fiscal year will be subject to removal from the Board at the discretion of the Board President.

Section 9. A quorum at any meeting shall consist of a simple majority of current Board members. Unless otherwise specifically provided for herein under specific circumstances set forth, the simple majority of a quorum shall be authorized, and is competent to act and take official action on behalf of the Organization.

Section 10. Mail and/or proxy votes are not allowed at Board meetings. Members participating in any meeting by telephone shall be allowed to vote.

Article III

Officers

- Section 1. The elected officers of MCYA shall be a Board President, Treasurer, Vice-President, and Secretary, and they shall be elected in that order. No person shall concurrently serve in more than one elected office. Elections shall take place at the final Board meeting of each Fiscal Year, but no later than October 31. All elected officers' terms begin on November 1.
- Section 2. Nominations for Officers shall be taken from the Board as a whole, and shall proceed to election following an appropriate second. A simple majority vote of the total Board Membership shall elect a candidate. A candidate for a Board office may vote on his or her own election. Voting at elections will be by secret ballot.
- Section 3. Officers will serve a two-year term. No person shall serve more than two consecutive terms in the same office.
- Section 4. The President shall be the principal officer and shall act as Board Chairperson during meetings and shall be responsible for the execution of Board policy and for the management of the affairs of the Organization through Board officers, any hired professionals (managerial, instructional, or support staff), any committee chairperson, or any designee of the Board. The President conducts and arranges for all meetings of the Board.
- Section 5. The Vice-President shall act as Board Vice-Chairperson, will assist the President in the performance of duties, and shall preside over Board meetings in the absence of the President. The Vice-President shall act as the Compliance Officer with respect to Organization's "Whistleblower Protection Policy."
- Section 6. The Treasurer shall be responsible for oversight of the corporate financial books of account. These duties shall include that the corporate financial books are properly maintained and that expenditures of the Organization are in agreement with the budget approved by the Board. The Treasurer shall also preside over Board meetings in the absence of the President and Vice-President.
- Section 7. The Secretary shall be responsible for the minutes of meetings of the Board and shall be custodian of the Organization's records. Secretary shall act as the Administrator with respect to Organization's "Document Retention and Destruction Policy". Further, the Secretary shall have such duties as described by law and shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Other officers may be appointed by the Board as may be deemed necessary. The duties of these officers of the Board shall be set forth in writing at the time of appointment.

Section 9. No individual shall be elected to any office without their acceptance of the nomination.

Article IV

Standing Committees

The Board relies on Standing Committees to help divide the work of the Corporation, to expedite work by removing routine tasks from entire Board consideration, and as a means to utilize the specific talents and knowledge of Board members. Each Board member shall serve on at least one Standing Committee.

- Section 1. The Executive Committee shall consist of the President, Treasurer and the chairpersons of the Internal Affairs, External Affairs, and Governance Committees. The Executive Committee is empowered to exercise the powers of the full Board with respect to any matter that, in the opinion of the President, should not be postponed until the next scheduled meeting of the Board. The Committee may not: (1) authorize distributions; (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; (3) elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or (4) adopt, amend or repeal the charter or bylaws. Executive Committee meetings can be called upon reasonable notice to all Committee members by the President as deemed necessary. The Committee's actions are subject to approval or modification by the full Board at its next regular meeting.
- Section 2. The Governance Committee shall consist of at least three (3) Board members. The chairperson of the Committee shall be appointed by the President and approved by the Board. The Governance Committee oversees the identification, recruitment, orientation, training and retention of board members and evaluates the performance of the board. Additionally, the Committee is responsible for reviewing applications and selecting recipient(s) of any scholarships or monetary awards offered by the Corporation.
- Section 3. The Internal Affairs Committee shall consist of the Treasurer and at least three (3) additional Board Members. The chairperson of the Committee shall be appointed by the President and approved by the Board. The Treasurer may not serve as the Committee chairperson. The Internal Affairs Committee handles issues related to finance, investments, capital acquisitions, risk management, human resources and facilities. Prior to each Board meeting the Committee shall be provided and review a reasonably current written report from the Treasurer of revenue and expenses in comparison to the approved annual budget.
- Section 4. The External Affairs Committee shall consist of the Executive Director and at least three (3) additional Board members. The chairperson of the Committee shall be appointed by the President and approved by the Board. The Executive Director may not serve as the Committee chairperson. The External Affairs Committee handles issues related to fundraising, public relations, communications, and marketing.

Article V

Professional Staff

- Section 1. The Board of Directors of the Association may directly or through the Executive Committee research and obtain such professional expertise as the Board may determine is necessary and appropriate to facilitating the activities and needs of MCYA. Terms and conditions of each selection and agreement are subject to at least annual Board review and approval.
- Section 2. The Executive Director position for each MCYA performing unit shall be selected by the Board to serve a specific term of employment under a written contract. The Executive Director is responsible to the Board for the successful management of the operating activities of the assigned performing unit and will have complete responsibility and authority to manage the group within the constraints of MCYA's by-laws, the policies adopted by the Board, and the current budget approved by the Board for that performing unit. The Executive Director will be responsible for preparing a proposed annual budget for submission to the Finance Committee for its review at least a month prior to the final meeting of the Board in the preceding fiscal year, and for submitting timely financial reports to the MCYA Treasurer. The Executive Director shall be responsible for the appointment of all administrative and artistic staff of the performing unit, consistent with such policies as are adopted by the Board.

Article V

Administrative

- Section 1. Amendments to, repeal or adoption of all or a portion of the By-laws must be adopted by the Board of Directors. An affirmative two-thirds vote of the entire Board is required to amend, repeal or adopt all or a portion of the By-Laws.
- Section 2. As highly visible leaders of MCYA, all Board members are expected to display and ensure responsible and appropriate behavior. Board members and officers may be removed by a three-quarters vote of the Board for behavior unbecoming a member or officer.
- Section 3. MCYA expressly prohibits any and all discrimination at any level of the Organization based on race, creed, color, religion, national origin, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status or political service or affiliation.
- Section 4. The Organization shall use all of its efforts and funds to accomplish the objectives and purposes specified in these By-Laws.
- Section 5. The fiscal year shall be November 1st through October 31st.