

Bylaws

of

Cereal City Concert Band, Inc.

Purpose

The purpose of the Cereal City Concert Band, Inc. will be to provide Battle Creek and its surrounding communities with quality band music/performances; to further the cultural growth of the community and to enhance the many ongoing activities in the Calhoun County area; to stimulate a continuing interest in instrumental music by offering post secondary school opportunities for its performing members; and to foster the adult band movement in the Battle Creek area.

Article 1

Directors

Section 1.1 *Board of Directors.* The Cereal City Concert Band (the "Corporation") will be organized upon a directorship basis. The property, business, and affairs of the Corporation will be managed by or under the direction of its Board of Directors (the "Board").

Section 1.2 *Number, qualifications, and term of office.* The Board will consist of not less than five or more than fifteen Directors (as may be determined from time to time by the Board). At the first meeting of the Board held on the first Monday of October 2008, the Board will divide the Directors into two classes, with as near as possible an equal number of Directors in each class. The Directors assigned to the first class will hold office for a term of one year, the Directors assigned to the second class will hold office for a term of two years. At each annual meeting of the Board after that meeting, the Board will elect, to serve for a term of two years, a number of Directors equal to the number of Directors whose term has expired as of such meeting. A Director may be removed at any time, with or without cause, by a vote of a majority of the other Directors then holding office.

Section 1.3 *Vacancies.* Whenever any vacancy has occurred in the Board by reason of death, resignation, removal, increase in the number of Directors, or otherwise, a majority of the Directors then in office, though less than a quorum, may fill such vacancy. The resignation of a Director will be effective

