

Al Fenton Big Band
15 Benjamin Way
South Windsor, CT 06074
Bylaws

Article I. Name:

The name of the corporation shall be Al Fenton Big Band, Inc. and is referred to hereafter in these Bylaws as the Band and/or Al Fenton Big Band.

The business of the corporation may be conducted as Al Fenton Big Band, Inc. or Al Fenton Big Band.

Article II: Purpose:

Al Fenton Big Band is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code.

2.01 The purpose of the Band shall be:

1. To promote and foster interest in Big Band Music.
2. To own and acquire necessary musical equipment and music library.

3. To provide educational experiences for students, communities, and senior citizens.
4. To complete all other things and acts necessary to accomplish the foregoing purposes.
5. To raise money for nonprofit organizations and scholarships.

2.02 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

2.03 Nonprofit Status and Exempt Activities Limitation

Nonprofit Legal Status

Al Fenton Big Band is a Connecticut nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Exempt Activities Limitation

- Notwithstanding any other provision of these Bylaws, no Director, Officer, Employee, Member, or Representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.
- No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other Private Person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in the Articles of Incorporation and these Bylaws.
- Band Members will be paid for performances in the following manner: 1) 5% of the total amount received will be reserved to support the Band; 2) the remainder will be divided evenly among those participating in a particular performance. In any case, payment to

individual members will not exceed \$200.00 per person per performance. Any funds remaining after following this procedure will be disposed of in a manner consistent with the mission of the band. The manner will be decided by the Board of Directors and will be documented appropriately.

Distribution Upon Dissolution

- Upon termination or dissolution of the Band, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.
- The organization to receive the assets of the Al Fenton Big Band hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Al Fenton Big Band, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate

the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Connecticut.

- In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Band, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Connecticut to be added to the general fund.

Article III: Membership

3.01 Membership Classes

The Corporation shall have a membership class consisting of musicians who perform at 75% of the rehearsals in the fiscal year and who perform in at least one gig in the fiscal year. The membership will vote for the Board of Directors at the annual meeting in January.

3.02 Non-Voting Affiliates

The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The board, a designated committee, or any duly elected Officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events or at the Corporation's website. Affiliates have no voting rights and are not Members of the Corporation.

3.03 Dues

Any dues for members and/or affiliates shall be determined by resolutions and voted on at the Annual Meeting and these Bylaws.

Article IV. Board of Directors

4.01 Number of Directors

The Band shall have a Board of Directors consisting of eight members. The Board of Directors will be an all volunteer group. The eight Board of Directors shall consist of four Officers of the Corporation: President, Vice-President, Treasurer, Secretary, and an Advisory Board consisting of a band member from each musical “section.”

4.02 Board Officers

One person may have two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

4.03 Term of Office

Each officer shall serve a one-year term of office. Each officer’s term of office shall begin upon the adjournment of the Board Meeting at which elected and shall end upon the adjournment of the meeting during which a successor is elected.

4.03 Removal and Resignation

The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. Unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

4.04 President

The President shall be the Chief Volunteer Officer of the corporation. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. The President is also the leader of the Band and will direct rehearsals and choose music selections for performances.

The President is also an Authorized Signer for the bank account, along with the Treasurer. The President will also

reach out to local organizations to arrange for performances and may also set up financial contracts for performances. The President shall lead the election of the Board of Directors.

4.05 Vice-President

In the absence or disability of the President, the ranking Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the legal powers of and be subject to all the restrictions upon the President. The Vice-President shall normally accede to the office of President upon the completion of the President's term of office unless the President has been voted to continue in his/her position.

4.06 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and Committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

The Secretary shall cause notice to be given of all meetings of Directors and Committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the President. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

4.07 Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation.

The Treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation, and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board on a timely basis or as may be required by the Board.

The Treasurer shall perform all duties properly required by the Board or the President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or

member of the Band to assist in performance of all or part of the duties of the Treasurer.

4.08 The Advisory Board will have all voting rights and duties properly required by the Board or the President. The Advisory Board will consist of one member from each section of the band.

4.09 Powers

All corporate legal powers shall be exercised by or under the authority of the Board of Directors and the affairs of the Band shall be managed under the direction of the Board, except as otherwise provided by law.

4.10 Terms

- All Directors shall be elected to serve a one-year term, however, the term may be extended until a successor has been elected. The Officers of the Corporation will be elected annually by the membership at the regular annual meeting of the Band. If the election of Officers will not be held at such meeting, such election will be held as soon thereafter as is convenient.

- New offices may be created and filled at any meeting of the Board of Directors. Each Officer will hold office until his successor will have been duly elected and will have qualified.
- The Board of Directors are selected from the members of the Band. The Board of Directors will have voting privileges.
- Directors may serve terms in succession.
- The term of office shall be considered to begin January 1 and end December 31 of the same year in office, unless the term is extended until such time as a successor has been elected.

4.11 Qualifications and Election of Directors

In order to be eligible to serve as a Director, the individual must be at least 18 years of age and a band member. Directors may be elected at any board meeting by the majority vote. The election of Directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.12 Vacancies

The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a director or may appoint new directors to fill

a previously unfilled position, subject to the maximum number of directors under these Bylaws.

- Unexpected Vacancies

Vacancies due to resignation, death, or removal shall be filled by the Board Members for the balance of the term of the Director being replaced.

4.13 Removal of Directors

A Director may be removed by two-thirds vote of Directors then in office, if:

- The Director is absent and unexcused from two or more board meetings in a twelve month period. The President is empowered to excuse Directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse him/herself from the board meeting attendance and in that case, the Vice-President shall excuse the President. Or:
- For cause or no cause, if before any meeting of the members at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting.

4.14 Meetings

- There will be two Annual Meetings in January.
 1. Annual Membership Meeting: Discussion of goals and the Treasurer's report will be reviewed as well as the nomination and voting on the Board of Directors. The Board of Directors will be elected by the membership
 2. Annual Board of Directors Meeting: The Board of Directors shall have a minimum of 2 regular meetings each calendar year at times and places fixed by the Board. These meetings shall be held upon four (4) days notice by first-class mail, electronic, mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- Special Meetings. Special meetings may be called by the President, Vice-President, Secretary, Treasurer, or any two (2) others from the Advisory Board. A special

meeting must be preceded by at least 2 days' notice to each Director of the date, time, place and agenda.

- Waiver of Notice. Any Director may waive notice of any meeting in accordance with Connecticut law.

4.15 Manner of Acting

- Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting at which a quorum is not present.
- Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- Hung Decisions. On the occasion that Directors are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her decision.
- Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating

may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.16 Compensation for Board Members for Services

- Directors shall receive no compensation for carrying out their duties as Directors. The board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.
- Directors as such will not receive any stated salaries for their services; but nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation.

Article V. Committees

5.01 Committees

The Board of Directors may by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any

Committee, through the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of resolution, may:

- Take any final action on matters which also requires board members' approval or approval of a majority of all members;
- Fill vacancies on the Board of Directors or in any Committee which has the authority of the Board;
- Amend or repeal Bylaws or adopt new Bylaws;
- Amend or repeal any resolution which by its express terms is not so mandible or repealable;
- Apppoint any other committee or the members of these committee
- Expend corporate funds to support a nominee for director; or
- Approve any transaction;

(i) to which the corporation is a party and one or more Directors have a material financial interest;

Or

(ii) between the corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

- Meeting and Action of Committees
Meetings and action of the committees shall be governed by and held and taken in accordance with, the provision of Article IV of these Bylaws concerning

meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined with or by resolution of the Board or by resolution of the Committee. Special meetings of the committee may also be called by a resolution. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporate Records. The governing body may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

- Information Action by the Board of Directors
Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting for the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an email address on record constitutes valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum gives consent.

Article VI Contracts, Checks, Loans, Indemnification

6.01 Contracts and other Writings

Except as otherwise provided by resolution or policy of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such-documents in accordance with policies approved by the Board.

6.02 Checks, Drafts

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by a resolution.

6.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select.

6.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

6.05 Indemnification

- **Mandatory indemnification.** The corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- **Permissible Indemnification.** The corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him

or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

- **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of (i) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director, consistent with Connecticut Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

- The Corporation may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

6.06 Gifts

- The Board of Directors may accept on behalf of the Corporation any contribution, donation, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Article VII Miscellaneous

7.01 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by Committees of the organization. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

7.02 Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

7.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, Employee, Affiliate or Member of a committee with board-delegated powers.

7.04 Nondiscrimination Policy

The Officers, Committee Members, Employees, and Persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

It is the policy of Al Fenton Big Band not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Article VIII Counter-Terrorism and Due Diligence Policy

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Al Fenton Big Band shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for U.S. Based Charities" is not mandatory, Al Fenton Big Band willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Al Fenton Big Band shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

Article IX Document Retention Policy

9.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Al Fenton Big Band records.

9.02 Section 1 - General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed.

A mass of records also makes it more difficult to find pertinent records. From time to time, Al Fenton Big Band may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and

cost management. Several categories of documents that warrant special consideration are identified below.

While minimum retention periods are established the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2 - Exception for Litigation Relevant Documents

Al Fenton Big Band expects all Officers, and employee to comply fully with any published records retention or destruction policies and schedules, provided that all Officers and Employees should note the following general exception to any stated destruction schedule: If you believe, or the Al Fenton Big Band informs you that corporate records are relevant to litigation, or potential litigation, then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3 - Minimum Retention Periods for Specific Categories

Corporate Documents

Corporate records include the corporation's Article of Incorporation, By-laws and IRS Form 102 and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request as set forth in these Bylaws.

Tax Records

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

Board and Committee Materials

Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Committee materials should be kept for no less than three years by the Corporation.

Press Releases/Public Filings

The Corporation should retain permanent copies of all press releases and publicity filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

Legal Files

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

Marketing and Sales Documents

The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

Contracts

Final, execution copies of all contracts entered into by the corporation should be retained. The Corporation should

retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

Correspondence

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

Banking and Accounting

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

Insurance

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

Audit Records

External audit reports should be kept permanently, internal audit reports should be kept for three years.

Section 4 - Electronic Mail

Email that needs to be saved should be either:
Printed in hard copy and kept in the appropriate file, or
downloaded to a computer file and kept electronically or
on disk as a separate file. The retention period depends
on the subject matter of the email, as covered elsewhere
in this policy.

Article X Transparency and Accountability Disclosure of Financial Information with the General Public

10.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Al Fenton Big Band practices and encourages transparency and accountability to the general public. This policy will:

- Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

Financial and IRS Documents (The form 1023 and the form 990)

- Al Fenton Big Band shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, and financial statements to the general public for inspection free of charge.

Means and Conditions of Disclosure

- Al Fenton Big Band shall make “Widely Available” the aforementioned documents on its internet website

Donor Records

- All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- Donor records shall be made available to the Board when requested.

Article XI

Codes of Ethics and Whistle-Blower Policy

11.1 Purpose

Al Fenton Big Band requires and encourages members, Officers, and Employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of Al Fenton Big Band to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

11.02 Reporting Violations.

If any officer, staff or employee reasonably believes that some policy, practice, or activity of Al Fenton Big Band is in violation of law, a written complaint must be filed by that person with the Vice-President or President.

11.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

11.04 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

11.05 Handling of Reported Violations.

The President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its

appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees through these bylaws and they shall have the opportunity to ask questions about the policy.

Article XII Amendments of Bylaws and Articles of Incorporation

12.01 Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ($\frac{2}{3}$) of the board.

12.02 Amendments to the Bylaws

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of Directors then in office at a meeting of the Board, provided, however,

- That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code, and,

- That an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors requires ratification by a two-thirds vote of a quorum.
- That all amendments be consistent with the Articles of Incorporation.

Article XIII Waiver of Notice

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Connecticut Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

I do hereby certify that the above stated Bylaws of Al Fenton Big Band were approved by the Al Fenton Big Band Board of Directors on 1/12/2023 and constitute a complete copy of the Bylaws of the Corporation.

Authentisign

Eugene Hickey

Eugene Hickey, Secretary

Date: 01/13/23