

# ARTICLES OF INCORPORATION

OF

## Friends of Iowa City New Horizons Band

TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA:

I, the undersigned, acting as an Incorporator of a corporation under chapter 504 of the Iowa Code, 2013, adopt the following Articles of Incorporation for such corporation:

### ARTICLE I NAME

The name of the Corporation is Friends of Iowa City New Horizons Band.

### ARTICLE II TYPE OF ORGANIZATION

This corporation is a public benefit corporation.

### ARTICLE III DURATION

The period of its duration shall be perpetual.

### ARTICLE IV PURPOSE

The Corporation is organized exclusively for the purpose of receiving, collecting and dispersing funds received for the benefit and in support of the Iowa City New Horizons Band and spinoff groups including, but not limited to Silver Swing, Old Post Office Brass, Tempered Brass, Flutes and Friends Polka Dots and others that might be established by band members in the future.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V  
PROHIBITIONS

The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI  
REGISTERED AGENT

The address of its initial Registered Office in the State of Iowa is: 1029 Rider St., Iowa City, IA, in the County of Johnson and the name of its initial Registered Agent at such address is Eugene Spaziani.

ARTICLE VII  
INITIAL DIRECTORS

The number of directors constituting the first board of directors of the Corporation is two, and the names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
<u>Eugene Spaziani</u>	<u>1029 Rider St., Iowa City, IA 52246</u>
<u>Nancy Wombacher</u>	<u>3644 Elgin Dr., Iowa City, IA 52245</u>

ARTICLE VII  
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator is:

Eugene Spaziani  
1029 Rider St.  
Iowa City, IA 52246

ARTICLE IX  
POWERS

The Corporation shall have all of the powers given to it by the laws of the state of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X  
DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI  
AMENDMENT TO ARTICLES

These Articles may be altered, amended or repealed and new Articles adopted by the affirmative vote of two-thirds of the entire board of directors at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days

prior thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

IN WITNESS WHEREOF, the Incorporator has caused the execution of the foregoing Articles of Incorporation on this

\_\_\_\_ [14<sup>th</sup>] \_\_\_\_\_ day of [January] \_\_\_\_\_, 2014.

[EUGENE SPAZIANI] \_\_\_\_\_  
Incorporator

BYLAWS  
OF  
FRIENDS OF IOWA CITY NEW HORIZONS BAND

ARTICLE I  
NAME AND PURPOSES

Section 1.01. Name. The name of the organization is FRIENDS OF IOWA CITY NEW HORIZONS BAND, INC. (hereinafter referred to as "Corporation").

Section 1.02. Purpose. The Corporation is organized for the purpose of receiving, collecting and dispersing funds received for the benefit and in support of the Iowa City New Horizons Band and spinoff groups including, but not limited to Silver Swing, Old Post Office Brass, Tempered Brass, Flutes and Friends, Polka Dots and other groups that might be established by band members in the future.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II  
OFFICES

Section 2.01. Principal Office. The principal office of the Corporation in the state of Iowa shall be located in the city of Iowa City, in the county of Johnson. The Corporation may have other offices, either within or outside the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 2.02. Registered Office. The Corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501. The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

ARTICLE III  
BOARD OF DIRECTORS

Section 3.01. General Powers.  
The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the state of Iowa.

Section 3.02. Number, Tenure and Qualifications.  
The number of directors shall be seven to nine (7 – 9). Each director shall hold office until the next annual meeting of directors and until his or her successor is elected and has qualified. However, the term of the director may not exceed six years.

Section 3.03. Election.  
The directors are to be elected by an affirmative vote of two-thirds of the board of directors.

Section 3.04. Removal.

A director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at the meeting.

Section 3.05. Resignation.

Any director, member of a committee or officer may resign at any time by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the President or Secretary. Acceptance of a resignation is not necessary to make it effective. A resignation is effective when the notice is effective unless the notice specifies a later date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 3.06. Increase in Number.

The number of directors may be increased by amendment to these bylaws by the affirmative vote of a majority of the entire Board.

Section 3.07. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either within or without the state of Iowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 3.08. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board called by them.

Section 3.09. Notice.

Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally or sent by mail (USPS) or electronic mail to each director at his or her address as shown by the records of the Corporation, unless the meeting must be held within two days. If by USPS, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by electronic mail, it shall be deemed to be delivered when sent, unless an error message is received by the sender. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless specifically required by these bylaws.

Section 3.10. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business; but if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting without any further notice.

Section 3.11. Manner of Acting.

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 of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 3.12. Vacancies.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less

than a quorum. A director so elected shall be elected for the un-expired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, and until his or her successor is elected and has qualified. If a director ceases to be a director, the vacancy may be filled by the board in absence of a contrary provision in the articles or the bylaws. Where a vacancy occurs in any office held by an appointed director, only the person who appointed the director may fill the vacancy in the absence of an article or bylaw provision to the contrary.

Section 3.13. Compensation.

Directors as such shall not receive any stated salaries for their services, but the Board of Directors may by resolution allow a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the board. Nothing in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for that service.

Section 3.14. Informal Action by Directors.

Any action required to be taken at a meeting of directors, or any action which may be taken by directors, may be taken without a meeting and without voting if all of the directors sign a consent in writing, setting forth the action taken.

Section 3.15. Meeting by Conference Telephone.

Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 3.16. Presumption of Assent.

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

ARTICLE IV  
OFFICERS

Section 4.01. Officers.

The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. The officers may be, but need not be, members of the Board of Directors.

Section 4.02. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall 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 shall hold office until his or her successor is elected and has qualified, or until his or her death, resignation or removal.

Section 4.03. Resignation and Removal.

Any officer, agent or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by his or her removal, but removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of

an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering notice to the corporation.

Section 4.04. Delegation of Authority.

To the full extent allowed by law, the Board of Directors may delegate to any officer any powers possessed by the Board of Directors.

Section 4.05. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the non-expired portion of the term.

Section 4.06. President.

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors if present at the meeting. He or she may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and any other duties that the Board of Directors prescribes.

Section 4.07. Vice-President.

In the absence of the President or in event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to any restrictions upon the President. Any Vice-President shall perform any other duties that the President or the Board of Directors assigns to him or her.

Section 4.08. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the Board of Directors determines. He or she shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositories as are selected in accordance with the provisions of article VI of these bylaws; and in general perform all the duties incident to the office of Treasurer and any other duties that the President or the Board of Directors assign to him or her.

Section 4.9. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law but if the Secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the President, or by the directors upon whose requisition the meeting is called as provided in these bylaws; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provisions of these bylaws and in general perform all duties incident to the office of Secretary and any other duties that the President or the Board of Directors assign to him or her.

## ARTICLE V



## COMMITTEES

### Section 5.01. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its officers an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

1. amending the articles of incorporation;
2. adopting a plan of merger or consolidation;
3. recommending the sale, lease, exchange or other disposition of all or substantially all the property
4. and assets of the Corporation;
5. recommending a voluntary dissolution of the Corporation or a revocation thereof;
6. amending, altering or repealing the bylaws of the Corporation;
7. electing, appointing or removing any director or officer of the Corporation; or
8. amending, altering or repealing any resolution of the directors, unless by its terms the resolution may be amended, altered or repealed by the committee.

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

### Section 5.02. Other Committees.

Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution and the President of the Corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint the member whenever in their judgment the best interests of the Corporation would be served by removing the member. The Board of Directors may terminate any committee so designated as the Board of Directors deems appropriate.

### Section 5.03. Term of Office.

Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee member, each member of a committee shall continue as a member until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee is terminated sooner, or unless the member is removed from the committee, or unless the member ceases to qualify as a member of the committee.

### Section 5.04. Chair.

One member of each committee may be appointed chair by the person or persons authorized to appoint the members of the committee.

### Section 5.05. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

### Section 5.06. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors, the committee by majority vote of its members may determine the time and place of meetings and the notice for meetings.

### Section 5.07. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 5.08. Meetings by Conference Telephone.

Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

**Article VI**

**Contracts, Loans, Checks, Deposits and Investments**

Section 6.01. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.02. Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.03. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences 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 may be determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, the instruments shall be signed by the Treasurer of the Corporation.

Section 6.04. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 6.05. Investments.

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 6.06. Gifts.

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

Section 6.07. Loans to Directors and Officers Prohibited.

No loans shall be made by the Corporation to the directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until it is repaid.

**ARTICLE VII**

**BOOKS AND RECORDS**

Section 7.01. Books and Records Maintained.

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The following records are to be kept at the principal office: articles, bylaws, resolutions, minutes, list of names and addresses of current directors and officers, the most recent annual report delivered to secretary of state, and appropriate accounting records.

Section 7.02. Inspection of Records by Directors.

A director of a corporation is entitled to inspect and copy the books, records, and documents of the corporation to the extent reasonably related to the performance of the duties of a director as a director.

**Article VIII  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**Article IX  
Waiver of Notice**

Whenever any notice is required to be given to any director of the Corporation or to any member of a committee of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

**Article X  
Amendments to Bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

These Bylaws adopted at a meeting of the full Board on the 12<sup>th</sup> of August, 2014 by a majority vote of the Directors in office.

DATED this 12<sup>th</sup> day of August, 2014.

By [SUZANNE SMITH]  
President

By [NANCY WOMBACHER]  
Secretary