

Deep River Junior Ancient Fife & Drum Corps, Inc.

BY-LAWS

ARTICLE I. *Name.*

The name of the Corporation shall be Deep River Junior Ancient Fife & Drum Corps, Inc. (hereinafter "Corps").

ARTICLE II. *Purpose and Objectives.*

The purpose of this Corporation shall be to foster and to perpetuate ancient martial music in accordance with the provisions of the Corporation's Certificate of Incorporation and these By-Laws, and by such other means consistent with the Corporation's Certificate of Incorporation as the Board of Directors may deem appropriate. The objectives of the Corporation shall be achieved by activities which shall include but not be limited to the following:

- A. Recruiting and teaching persons under the age of eighteen years the following:
 - 1. To play and become proficient in playing ancient martial music on the fife and rope-tensioned drums; and,
 - 2. To perform as drum major and color guard for the corps; and,
 - 3. Parade marching.
- B. To perform in parades, both public and private, musters, and other events that the Board of Directors deem appropriate to fulfill the Corporation's purpose.
- C. An understanding and appreciation of the art and history of ancient martial music.

ARTICLE II. *Membership.*

The Corps shall have four classes of Members. A Member shall be in good standing when he or she is in compliance with all the provisions of these By-Laws and has his or her voting rights and membership privileges intact in accordance with the provisions of these By-Laws. Only Regular Members in good standing, and Life Members properly endowed in accordance with these By-Laws, shall be entitled to vote. Acts of the Members shall be decided a majority of the eligible votes cast at a meeting.

A. Regular Members.

- 1. Regular Members shall be the parents and legal guardians, eighteen (18) years of age or older, of the active minority-age participants (hereinafter "Participants") in the Corps. There shall be one vote for each Participant in the Corps, regardless of the number of parents or legal guardians for such participant. The President of the

Corporation shall have the authority and responsibility to resolve any dispute regarding which parent or legal guardian of a Participant shall vote.

2. Active Participants are the minority-age persons approved by the Board of Directors for admission to the Corps and participating in the training provided by and events attended by the Corps. A Participant shall be deemed inactive when absent from training and/or events for four consecutive weeks without a leave of absence granted by the President. The Board of Directors shall have the authority, in its sole and absolute discretion, to allow a Regular Member to vote on any given occasion notwithstanding the inactive status of a Participant.
 3. Regular Members shall pay the annual dues charged per Participant. Voting privileges for a Regular Member shall be suspended when dues payments are not kept current, except as otherwise decided by the Board of Directors in its sole and absolute discretion.
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- B. Associate Members. Associate Members shall be adult individuals of good character and otherwise supportive of the Corps and/or organization. No dues are required of Associate Members. Associate Members do not have voting privileges.
- D. Alumni Members. Alumni Members shall be any former Corps members or participants of good character, 25 years of age or younger, wishing to participate from time to time in Corps events or training. No dues are required of Alumni Members. Alumni Membership do not have voting privileges.
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- E. Life Members. Life Members may be any former Member, Associate or Alumni who is recognized by the Board of Directors, due to exemplary service to The Corps, through a formal vote. Life members are not required to pay dues. The Board of Directors shall have the authority, in its sole and absolute discretion, to endow any Life Member with voting rights.
- F. Privileges of Members/Participants.
1. Participants and all classes of members whose admission to the Corps has been approved in accordance with the provisions of these By-Laws shall be entitled to participate in the activities and events of the Corps, unless otherwise specified in these By-Laws, and subject to compliance with the Rules & Regulations of the Corps.
 2. The Board of Directors shall have the authority to suspend or revoke any member's or Participant's privileges at a special meeting called for such purpose. The member or Participant whose privileges are to be considered at such meeting shall receive written notice of the meeting at least fourteen (14) days in advance, and shall have an opportunity to attend the meeting and address the Directors.

- G. No Liability for Corps's Obligations. Members shall not be liable for any debts or obligations of the Corps and shall not be subject to any assessment; but the Board of Directors at its annual meeting or at any special meeting called for the purpose, may fix reasonable annual dues, to be charged to the Participants.

ARTICLE III. *Members Meetings*

- A. Annual Meeting. The Annual Meeting of the Corps shall be held on the second Tuesday of December of each year, at 7:00 p.m., at the Deep River Elementary School, or such time and place as otherwise noticed by the Directors, for the election of Directors and Elected Officers, receiving annual reports, and transacting of any other business which shall properly come before the meeting.
- B. Special Meetings. Special meetings shall be held when called for by the President, or by any other two Directors. The Secretary shall provide at least two days written notice of a Special Meeting to each Regular Member, and the purpose of the meeting shall be stated in the notice. In addition to conventional written notice, the requirement for written notice may be met by use of facsimile transmission or electronic mail.
- C. Quorum. Acts of the Members at any Members' Meeting shall require a quorum of eight (8) Regular Members.

ARTICLE IV. *Board of Directors*

- A. Board of Directors. The property, business, and affairs of the Corps shall be managed and controlled by a Directors of no less than five (5) and no more than ten (10) Directors. The Board of Directors shall have sole and absolute discretion to determine whether or not the "good character" standard is met by Associate and Alumni Members.
- B. The Board of Directors shall include the following:
1. President,
 2. Vice President,
 3. Secretary,
 4. Treasurer,
 5. Business manager, and,
 6. Five Members-at-Large who are elected by the Regular Members for a term of one year.
- C. The Board of Directors authority and responsibilities shall include:
1. Establishing Corps policies and regulations.
 2. Ensuring that adequate equipment, uniforms and training are provide to the Corps and maintained .

3. Scheduling of events in a manner that maintains interest and encourages participation.
 4. Oversee the management of the Corps property, finances, and that expenses are consistent with the approved budget.
- D. Election. The Directors shall be elected by the Regular Members at the Annual Meeting of the Corps. Nominees for election to the Directors must be Members in good standing. A slate of nominations shall be presented by the Nominating Committee and further nominations may be made by any Regular Member from the floor at the Annual Meeting; all those so nominated shall constitute the slate of nominees. Election of the slate of nominees shall require a majority vote of the Regular Members present for the meeting.
1. In the event that the slate of nominees fails to be elected by a majority vote, then the Regular Members present shall vote for each nominee individually, and those nominees receiving a majority vote shall serve as Directors.
 2. In the event that the slate exceeds ten (10) nominees, then the Regular Members present shall vote for each nominee individually, and the ten (10) nominees receiving the highest number of votes exceeding a majority vote shall serve as Directors.
- E. Terms of Office. Directors' terms of office shall begin immediately following the election, and continue until the election of Directors at the Annual Meeting next following, or until his or her successor has been duly qualified. The term of office shall be one year, and Directors may be elected to succeeding terms. In the event of any vacancies on the Directors, the remaining Directors may appoint interim Directors until the next Annual Meeting. There shall be no limit on the number of terms a person may serve as Director.
- F. Acts. Acts of the Board of Directors shall be determined by a majority vote of the Directors present at a meeting, except as otherwise required in accordance with these By-Laws. Each Director shall be entitled to one vote.
- G. Annual Meeting. The Annual Meeting of the Directors shall be the first Directors Meeting duly called after the Annual Meeting of the Corps. The purpose of the Directors Annual Meeting shall be to ratify the President's appointment of Appointed Officers, to fix the annual dues of Participants, and to transact any other business which shall properly come before the meeting.
- H. Regular Meetings. Regular meetings of the Board of Directors will be held on the first Tuesday of each month, at 7:00 p.m., at places designated by the Directors from time to time, or as the Directors of Directors shall otherwise notice. The purpose of the regular meetings shall be to transact the business of the Corps, fill vacancies in the Board of Directors or Officers, approve and schedule events, determine and make

arrangements for the training of Participants, and attend to the raising of revenue for and expenditures of the Corps.

- I. **Special Meetings.** Special Meetings of the Board of Directors may be called by the President or upon the request of any two Directors. The Secretary shall provide at least two days written notice of a Special Meeting to each Director, and the purpose of the meeting shall be stated in the notice. In addition to conventional written notice, the requirement for written notice may be met by use of facsimile transmission or electronic mail.
- J. **Quorum.** A quorum at any Board of Directors meeting shall be five (5) Directors. For all purposes, the majority of those present shall have the power to act upon all questions coming before the meeting except as specified elsewhere in the By-Laws.
- K. **Informal Action.** Unless otherwise provided by law, any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a number of Directors equal to the majority of a quorum of Directors entitled to vote with respect to the subject matter thereof. A written memorandum of any informal action so taken shall be signed by the Directors participating and delivered to the Secretary within seven (7) days of the informal action taken.
- L. **Vacancies.** Vacancies in the Board of Directors shall exist when the number of Directors shall be less than five (5), and shall be promptly filled for the unexpired term by the concurring vote of a majority of the remaining Directors in office, though such remaining Directors are less than a quorum. The Directors may, in their discretion, fill a vacancy for the current unexpired term by the concurring vote of a majority of the remaining Directors in office when the number of Directors is less than ten (10).
- M. **Resignation.** Any Director may resign his office at any time by giving written notice of his resignation to the President or Secretary of the Corps. Such resignation shall take effect at the time specified therein or if no time is specified, at time of receipt thereof, and acceptance of such resignation shall not be necessary to make it effective.
- N. **Removal.** Removal of an Director may be undertaken by the Board of Directors on written complaint of not less than three (3) Directors. After seven (7) days notice and opportunity to be heard, such Director may be divested of office by a two-thirds (2/3) vote of the Directors other than himself or herself.
- O. **Attendance.** Any Director who misses three consecutive meetings without notification to the Directors for the reason therefor, shall be subject to expulsion from the Directors by a majority vote of the Directors and opportunity to be heard.

- P. At the time of the approval of these By-Laws, the Board of Directors are as follows:
Marilyn Malcarne, Michelle Roise, Agata Partyka, Joanie Wlochowski, Kris Carney,
Linda Steindl, Sue Watts, Cindy Schroeder, Amy Riccitelli and Christine Longo.

ARTICLE V. *Officers And Duties.*

- A. Officers. There shall be two categories of Officers, Elected and Appointed. Only Members in good standing shall be eligible to be Officers. Active Members shall be elected as Officers. All Officers shall be elected by the Members at their Annual Meeting for a term of one year. The Officers' terms of office shall begin immediately following the election, and continue until the election of Officers at the Annual Meeting next following, or until his or her successor has been duly qualified. Officers may be elected for succeeding terms without limit.
- B. Elected Officers.
1. PRESIDENT: The President shall preside over all meetings, decide questions of order according to parliamentary procedure stated herein and have a deciding vote in case of a tie. The President shall be empowered to establish committees in the corps, subject to approval of the Board of Directors, as are necessary to protect or advance the interest or meet the need of the corps. The President shall supervise the organization's affairs and activities, and enforce the by-laws, rules and regulations. The President shall also have all the same signatory authority as the Treasurer when the Treasurer is unavailable.
 2. VICE-PRESIDENT: the Vice-President shall, in the absence of the President, perform all the duties of the President. The Vice-President shall perform duties assigned by the President and/or the Board of Directors, especially duties relating to the supervision and coordination of events, committees and training. The Vice-President shall make the annual presentation of the Bonnie Desnoyer's Memorial Scholarship.
 3. SECRETARY: The Secretary shall keep the minutes at all membership and Board of Directors meetings, and shall give and serve notices required by these By-laws, and except as otherwise provided by these By-laws, shall be custodian of all records. The Secretary shall attend to all correspondence and present to the Board of Directors all communication addressed to the Secretary. The Secretary shall also keep a permanent list of membership contact and emergency contact information. He/she shall, with assistance of the field managers, notify all Corps members when an event is cancelled or changed. He/she shall keep a current file of members' status in the Corps.
 4. TREASURER: The Treasurer shall have care, custody and responsibility for all funds and the name of the organization and shall deposit all funds in such banks as the Board of Directors may designate. The Treasurer, or President in the

Treasurer's absence, shall have the authorization to sign all checks or other orders for the payment or obligation of money and all receipts and vouchers. The Treasurer shall keep correct books of all accounts of all transactions and business and shall render a statement of the organization's finances at each meeting of the Board of Directors. The Treasurer shall collect and record dues, notify members in arrears and keep an accurate record of any special fund.

5. **BUSINESS MANAGER:** The Business Manager shall handle all arrangements concerning the scheduling and contracting of events that the Directors approve. The Business Manager shall administer all contracts and bids. The Business Manager shall keep the Field Managers informed of events, assist the Transportation Officer with travel arrangements and work with the Secretary in updating the monthly schedule of events. The Business Manager shall request payments for unpaid jobs if thirty days have elapsed since the date of the event. The Business Manager shall notify the Directors of any and all concerns or issues arising from the non-payment or underpayment of event fees.
 6. **MEMBERS-AT-LARGE:** The primary duty of Members-at-Large is to assist members of the Directors as needed. Members-at-Large shall act as a liaison between the Members, Participants and the Directors. Members-at-Large shall attend all open meetings and all meetings of the Directors in order to express their views, fill vacancies and vote on matters brought before the Directors, and serve as chairman of committees if requested.
 7. Elected officer vacancies shall be promptly filled for the unexpired term by the concurring vote of a majority of the remaining Directors in office, though such remaining Directors are less than a quorum.
 8. At the time of the approval of these By-Laws, the Officers are as follows:
President - Marilyn Malcarne, Vice-President - Michelle Roise, Secretary - Agata Partyka, Treasurer - Joanie Wlochowski, and Business Manager - Kris Carney.
- C. Appointed Officers. Subject to approval of and ratification by the Board of Directors, the President shall appoint personnel to fulfill the Appointed Officer positions to serve for the President's term of office.
1. Appointed Officers shall include the following:
 - a. Four Field Managers
 - b. Two Quartermasters
 - c. Transportation Officer
 - d. Publicity Officer
 - e. Corps Historian
 - f. Four Representatives:
 1. Two for the Connecticut of Fifers and Drummers Association.

II. One Delegate and one Alternate Delegate for the Company of Fifers and Drummers, Inc.

2. A person receiving the aforementioned appointment shall hold and fulfill the duties of such position as outlined in these By-laws until such time as he/she may deem to vacate. Appointed Officers may be removed by cause, misconduct or inattention by the affirmative vote of a majority of the membership present at a special meeting called for that purpose.
3. Field Managers. Field Managers shall attend and direct the Corps at all practices, parades and functions, oversee the appearance of the entire Corps uniform, walk the parade route, and be responsible for health and well-being of the Corps Participants and Members while in the field. Field Managers shall be the liaison between the Corps and the Board of Directors. Field Managers may attend all Directors meetings unless an executive session is called.
4. Quartermasters.
 - a. There shall be a Uniform Quartermaster and an Equipment Quartermaster.
 - b. The Quartermasters shall keep written records of all Corps property. They shall be responsible for delivery, assignment and distribution of uniforms and equipment. Quartermasters are responsible for the timely maintenance and repair of uniforms and equipment as they see fit. Repairs in excess of \$50.00 a month shall require the approval of the Board of Directors.
5. Transportation Officer. The Transportation Officer shall schedule qualified drivers and vehicles for each event, if possible. The drivers and chaperones shall enforce the posted bus and regulations and the Corps Rules & Regulations. The Transportation Officer shall be responsible for repair and maintenance of the Corps bus/or rolling stock to assure its safe condition for travel at all times. The Transportation Officer is authorized to have emergency repairs done, but shall request permission from the Board of Directors for major expenditures.
6. Publicity Officer. The Publicity Officer shall promote the Corps's image and purposes to the general public through communications, press releases, flyers, and media event notifications (especially local paper and electronic media), and shall assist the President and committees when requested.
7. Corps Historian. The Corps Historian shall keep a record of the Corps's current activities and functions, as well as research the earlier activities of the corps and compile such information for inclusion in a Corps history. The Corps Historian's shall compile and preserve the Corps history in a manner that can relay such information coherently and comprehensively to future historians.

8. Company of Fifers & Drummers Delegate and Alternate. The Company of Fifers & Drummers Delegate and Alternate shall attend all meetings of the Company of Fifers & Drummers, Inc. and the meetings of the Connecticut of Fifers and Drummers Association.
- D. Any Officer may resign his office at any time by giving written notice of his resignation to the President or Secretary of the Association. Such resignation shall take effect at the time specified therein or if no time is specified, at time of receipt thereof, and acceptance of such resignation shall not be necessary to make it effective.
- E. Removal of any Officer may be undertaken by the Board of Directors on written complaint of not less than three (3) Directors. After seven (7) days notice and opportunity to be heard, such officer may be divested of office by a two-thirds (2/3) vote of the Directors other than himself or herself.

ARTICLE VI. *Other Positions And Duties*

As the need arises, the Directors may establish other positions, and assign to such positions such duties as may be required to meet the needs of the Corps. The term of any such position shall not exceed one (1) year, but may be renewed at the Director's Annual Meeting. The Directors shall elect persons to fill such positions established under this Article VI. by election at their Annual Meeting.

ARTICLE VII. *Committees*

- A. All committee chairman shall be appointed by the President.
- B. Ex officio members: The President, or in his absence or disability, the Vice-President, shall be an ex-officio member of all committees and knowledgeable of the progress of each committee.
- C. Standing Committees.
 1. Nominating Committee: At least four weeks prior to the December meeting, the President, with the approval of and ratification by the Board of Directors, shall appoint a Nominating Committee of not less than three (3) and no more than five (5) Regular Members. The Nominating Committee shall assemble a slate of persons whom they determine to be qualified and willing to be elected as Directors and Elected Officers. The slate shall be presented at the Annual Meeting of the Members.
 2. Bonnie Desnoyers Scholarship Fund. Funded by a Corps fundraiser, generally a bake sale, this scholarship is awarded to a graduating high school senior who intends to continue their education. To be eligible, and applicant must be a Corps member, in good standing, for a minimum of two years. Generally, the

Scholarship is awarded during the Corps Tattoo held on the Friday of the third full weekend of July.

3. Ken & Charlotte Traves Award. This award is given to a person(s) showing outstanding citizenship. A person(s) with the ability to teach us all a lesson using their own acts of kindness and generosity. The recipient of this Award is a person(s) who brings sunshine, even on a cloudy day. The person receiving the Award is to be chosen by the Corps Board. The Award is generally given during the Corps Tattoo held on the Friday of the third full weekend of July.
 4. Deep River Ancient Muster Soda Booth Committee. The soda booth is an annual fundraiser for the Corps. The purpose of the committee is to organize and manage the soda sales at the Corps booth during the third full weekend of July in conjunction with the Deep River Ancient Muster.
 5. Deep River Ancient Muster Tattoo Committee. Originated by the Deep River Junior Ancient Fife & Drum Corps, this program is held the evening of the Friday of the third full weekend of July in conjunction with the Deep River Ancient Muster. Invited corps perform a traditional tattoo program.
- D. Other Committees. Other Committees may be established by resolution adopted by a majority vote at a Directors Meeting, or by appointment of the President with ratification of the Board of Directors. Except as otherwise provided in such resolution, members of each Committee shall be Members of the Corps. The resolution of the Directors shall specify whether the committee established is to be standing or *ad hoc*; and such resolution may set forth such qualifications, functions, limit of duration and other specifications for the committee and/or its members as the Directors deem appropriate.

ARTICLE VIII. *Prohibition Against Salaries For Service As Director Or Officer, etc.*

No Director, Officer or Committee member shall receive any compensation whatsoever for his or her service in such position. This prohibition, however, does not prevent compensation to such individuals for rendering services or selling goods in *ex officio* capacities.

ARTICLE IX. MISCELLANEOUS

- A. Waiver of Notice. When a notice is required by these By-Laws, or by law, a written waiver thereof, signed by the person entitled to notice, either executed before or after the time stated therein, shall be deemed equivalent to due and timely notice.
- B. Rule of Order. Robert's Rules of Order shall govern the proceeding of all meetings of the Corps except as otherwise provided by these by-laws.

- C. Rules & Regulations. The Board of Directors shall have the authority to establish Rules & Regulations for the Corps and its Members and Participants. The Rules & Regulations shall be reviewed at least bi-annually by an advisory panel consisting of one Junior Corps representative, one Tory representative, a Field Managers representative, and a representative from the Regular Members. The advisory panel shall report its findings, conclusions and recommendations to the Directors regarding the need for revisions, if any.
- D. Each Regular Member shall be given a copy of these By-Laws and the Corps Rules & Regulations.
- E. The Board of Directors shall cause these By-Laws to be reviewed at least every five (5) years for a determination of the need for revisions.

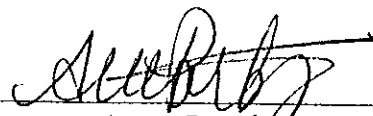
ARTICLE X. *Interpretation Of The By-Laws*

All questions of interpretation or construction of the By-Laws shall be decided by the Board of Directors, who may, at their discretion, rely on advice of counsel or other authorities outside the Corps.

ARTICLE XI. *Amendments To The By-Laws*

These By-Laws may be amended by a two-thirds (2/3) affirmative vote of Directors present at a meeting noticed for such purpose and a two-thirds (2/3) affirmative vote of the Regular Members present at the Annual Meeting or at a properly noticed Special Meeting. Notice of the current and proposed amendments shall be circulated by the Secretary to all Directors and Regular Members at least fifteen (15) days but no more than thirty (30) days in advance of the respective meeting at which votes are to be taken.

I hereby certify that the foregoing is a true copy of the By-Laws of the Deep River Junior Ancient Fife & Drum Corps, Inc., approved by the Board of Directors on March 10, 2008, and adopted by a unanimous vote of the Regular Members on March 18, 2008.



 Agata Partyka, Secretary