

**CODE OF BY-LAWS
OF THE
SOUTH SHORE PERFORMING ARTS CO.
Adopted by Vote of the Board of Directors
March 14, 2005**

GENERAL MISSION STATEMENT

The mission of the South Shore Performing Arts Co. shall include organizing, promoting, and maintaining a professional British style brass band located in northwest Indiana under the name South Shore Brass Band, and also to engage in any other permitted activity set forth in the Articles of Incorporation.

ARTICLE 1

IDENTIFICATION, RECORDS, SEAL, AND FISCAL YEAR

Section 1.01: Name.

The name of the Company is South Shore Performing Arts Co. (the "Company").

Section 1.02: Place of Keeping Company Books and Records.

The Company shall keep at its principal office a copy of:

- (a) its Articles of Incorporation and all amendments thereto currently in effect (the "Articles");
- (b) its Code of By-Laws and all amendments thereto currently in effect (the "By-Laws");
- (c) resolutions adopted by the Board of Directors (the "Board");
- (d) a list of the names and business or home addresses of the current Directors of the Corporation (the "Directors") and the current Officers of the Corporation (the "Officers"); and,
- (e) the most recent Annual Report of the Corporation as filed with the Secretary of State of Indiana.

The Company shall also keep and maintain at its principal office, or at such other place or places with or without the State of Indiana as may be provided, from time to time, in these By-Laws:

- (a) minutes of all meetings of the Board and of each committee and records of all actions taken by the Board and by each committee without a meeting; and
- (b) appropriate accounting records of the Corporation.

All of the records of the Corporation described in this Section shall be maintained in written form or in another form readily capable of conversion into written form within a reasonable time.

Section 1.03: Company Seal.

The Board may designate the design and cause the Company to obtain and use a company seal, but the failure of the Board to designate a company seal or the absence of the impression of the company seal from any document does not affect in any way the validity or effect of such document. The company seal may be used to presumptively authenticate official records of the Company.

Section 1.04: Fiscal Year.

The fiscal year of the Company shall end at midnight, December 31 of each year.

**ARTICLE 2
MEMBERSHIP**

Section 2.01: Membership.

There shall be no members until such time as the Board amends the Articles of Incorporation otherwise.

**ARTICLE 3
FORMATION OF BOARD OF DIRECTORS**

Section 3.01: Authority of the Board

(a) The Board of Directors shall have complete authority and responsibility to oversee all business deemed necessary or expedient to achieve the stated purposes of the Company not otherwise prohibited by law, the Articles of Incorporation, or these By-Laws.

(b) The Board may delegate individual duties to achieve these purposes as deemed needed or expedient by the Board to Officers of the Company.

(c) No individual Director shall have authority to act for the Company without the express approval of the Board as a whole.

Section 3.02: Composition of the Board

The Board shall have nine Board Positions comprising a minimum of three Directors and a maximum of nine Directors.

Section 3.03: Election of Directors

(a) The Board shall have the authority to elect Directors to fill vacant Board Positions at any time.

(b) The Board shall hold an Annual Election for Directors once a year, at which time the Board shall elect Directors for Board Positions that are currently vacant and for Board Positions of Directors whose terms expire at that Annual Election.

(c) The Board may appoint a nominating committee to nominate candidates for election to the Board comprising both current Directors and other persons.

Section 3.04: Term of Directorships

(a) The term of a Director shall be two years, defined as the period between two Annual Elections, from the date of the Annual Election at which the Director was elected.

(b) The term of a Director elected at a time other than at an Annual Election shall extend only until the next Annual Election.

(c) There is no limit on the number of terms a Director may serve on the Board.

Section 3.05: Staggered Terms of Directors

Every attempt will be made by the Board to stagger the election of Directors so that approximately one half of the Directors are elected during each Annual Election. The term of approximately one half of the Directors holding Board Positions at the end of the first year of the Company shall be ended as agreed to among the Directors in order to begin the staggered terms of Directors.

Section 3.06: Resignation and Removal of Directors

(a) A Director may resign from the Board upon tendering a written notice of resignation to the Board.

(b) A Director may be removed from the Board for failure to attend three or more consecutive Regular Meetings of the Board by a vote of the remaining Directors.

(c) A Director accused of malfeasance with regard to the Company may be removed from the Board by a vote of the remaining Directors upon providing the accused Director with reasonable notice and an opportunity to present reasons to the Board why such removal should not be made.

Section 3.07: Compensation to Directors

The Directors shall not be compensated for their oversight and management services as Directors, but may be compensated for any other services or goods provided to the Company in other capacities.

ARTICLE 4

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.01: Annual Meeting of the Board

(a) The Board shall have an Annual Meeting for the Annual Election of Directors, the election of Officers, review of the business of the Company for the previous year, and the consideration of any new or other business to come before the Company.

(b) A Director must be present in person at the Annual Meeting of the Board in order to participate in any official actions taken by the Board during the Annual Meeting.

Section 4.02: Regular Meetings of the Board

(a) The Board shall have at least one Regular Meeting every three months to review all prior business and address all new business to come before the Company.

(b) The Annual Meeting may also serve as one of the Regular Meetings.

(c) a Director may attend and participate in official actions taken at a Regular Meeting of the Board, other than the Annual Meeting, in person or by other means, such as by conference call, in which the Director may hear and be heard during the meeting.

Section 4.03: Special Meetings of the Board

(a) A Special Meeting of the Board may be called by a majority of the Directors upon forty eight hours notice to all of the Directors. Notice may be made in writing addressed to a physical address or e-mail address reasonably calculated to provide such notice to each Director.

(b) A Director may attend and participate in official actions taken at a Special Meeting of the Board in person or by other means, such as by conference call, in which the Director may hear and be heard during the meeting.

(c) Any action taken by the Board during a Special Meeting at which less than a quorum as defined herein below attend must be ratified by the Board at the next Regular Meeting.

(d) Participation by a Director in a Special Meeting shall waive any objections by that Director for lack of receiving sufficient notice.

Section 4.04: Quorum

(a) A minimum of half of the Directors must be present at a meeting of the Board in order for the Board to take any official action.

(b) In the event that a quorum can not be established at a Regular Meeting:

(i) A vote upon a question may be held open until such time as all of the Directors are notified in writing, either physical or electronic, of the question being voted upon and a majority of votes either for or against the question are received and physically recorded; and

(ii) the President is authorized to act for the Board, subject to ratification by the Board at the next meeting at which a quorum exists.

Section 4.05: Actions Taken Without a Meeting

(a) The Board may take official actions, other than amending the Articles of Incorporation or the By-Laws, without physically meeting by Written Resolution in which all the Directors are presented with a proposed Resolution and a majority of Directors either vote for or against the Resolution.

(b) A Written Resolution may be initiated either by the Chairman of the Board along with one other Director, or by more than one third of the Directors acting without the Chairman of the Board.

(c) A Written Resolution must be identified as such, fully explain the nature of the business being voted upon, and be delivered to each Director in a manner reasonably calculated to be received by the Director.

(d) A Written Resolution may be delivered and voted upon by any means of written communication, including letter, electronic mail, facsimile, or other reasonable means of written communication.

(e) A Written Resolution shall be deemed either passed or not passed when a majority of Directors indicate either a favorable or unfavorable response to the Resolution respond in writing and are recorded by the Secretary in the records of the Company.

(f) A record of any Written Resolution and the response of each of the Directors shall be maintained in the records of the Company.

ARTICLE 5 OFFICERS

Section 5.01: Officers of the Company.

(a) The Board may appoint Officers of the Company with authority to conduct regular business operations in the name of the Company. A person may hold more than one Officer position at the will and discretion of the Board.

(b) Any person elected as an Officer may be removed from such office at the will of the Board and for any reason.

(c) Officers shall perform their duties to the Company upon the advice of the Directors and at the direction of the Board.

(d) The Officers of the Company include:

- (1) President;
- (2) Vice President of Personnel;
- (3) Vice President of Operations;
- (4) Vice President of Marketing;
- (5) Conductor
- (6) Librarian;
- (7) Secretary; and
- (8) Treasurer.

Section 5.02: Responsibilities of the Officers.

(a) President:

(1) The President shall have full authority to coordinate, manage, oversee, and make all reasonable and necessary executive decisions for the Company regarding all administrative matters for the Company.

(2) The President shall serve as Chairman of the Board, if such a chairman is not appointed by the Board, including setting agendas for and presiding over meetings of the Board.

(3) The President shall provide a report to the Board at each Regular Meeting regarding the state of affairs of the Company.

(4) The President shall have sole authority to execute all contracts for the Company, unless authority to execute contracts is also specifically granted to another Officer or Director in these By-Laws or by resolution or other official action of the Board.

(5) The President shall have authority to manage and execute all affairs for the Company, including the functions of any Officer in the event that such Officer is unable to act, and including, in the event that the minimum number of Directors does not exist or the Board is otherwise incapable of acting, appointing additional Directors to provide up to the minimum number of Board Positions or the administration of dissolution of the Company.

(b) Vice President of Personnel:

(1) The Vice President of Personnel shall have full authority to identify, solicit, and coordinate with performers and other personnel for the Company.

(2) The Vice President of Personnel shall coordinate auditions for performers.

(c) Vice President of Operations:

The Vice President of Operations shall have full authority to plan, coordinate, and conduct all negotiations necessary for presenting individual performances, including coordinating equipment, travel, technical, and other operational arrangements for performances and rehearsals.

(d) Vice President of Marketing:

The Vice President of Marketing shall have full authority to plan, coordinate, and conduct all negotiations necessary relating to public relations activities, including identifying and

exploiting marketing channels to develop brand name recognition and goodwill for the organization as a whole and marketing individual performances.

(e) Conductor:

(1) The Conductor shall have sole authority to lead the general artistic direction of the Company, including conducting rehearsals and performances, choosing repertoire, appointing an assistant conductor or conductors, subject to approval by the Board, determining individual chair assignments of the performers, and planning and finalizing performance programs.

(2) The Conductor shall have ultimate decision making authority regarding auditions and selection of performers, upon the advice of an audition committee, if such audition committee is appointed by the Board.

(f) Librarian:

(1) The Librarian shall have full authority to plan, coordinate, and conduct all negotiations necessary to obtain music and other repertoire selected by the Conductor.

(2) The Librarian shall also have full authority to plan, coordinate, and conduct all negotiations necessary to maintain and organize music and other artistic documents owned or otherwise controlled by the Company, and shall distribute and collect music for performances and rehearsals.

(g) Secretary:

The Secretary shall keep the official minutes of all meetings of the Board, including a record of all votes and official actions taken or approved by the Board.

(h) Treasurer:

(1) The Treasurer shall have full authority to maintain all financial records and accounts for the Company.

(2) The Treasurer shall be responsible for receiving and disbursing all funds for the Company at the direction of the President or official action of the Board.

Section 5.03: Compensation to Officers.

The Board may, at its discretion, pay a reasonable compensation to the Officers for services rendered in that capacity, but only if, in the best judgment of the Board, the Company will be able to meet all of its other reasonably foreseeable financial obligations.

ARTICLE 6

FINANCIAL DEALINGS BETWEEN COMPANY AND OFFICERS AND DIRECTORS

Section 6.01: Loans to Officers and Directors Prohibited.

Under no circumstances may the Company provide loans of money or equipment to the Officers or Directors of the Company.

Section 6.02: Loans from Officers and Directors Not Prohibited.

The Company may accept a loan of money or property from any person or organization, not otherwise prohibited by law, the Articles of Incorporation, or these By-Laws, so long as the terms of the loan are reasonable.

Section 6.03: Rentals Not Prohibited.

The Company may rent for a reasonable price equipment and other goods and services to any person or organization not otherwise prohibited by law or the Articles of Incorporation.

ARTICLE 7

FINANCIAL AFFAIRS

Section 7.01: Two Signatories Necessary.

(a) Two authorized signatories shall be required for all disbursements of funds by the Company.

(b) Authorized signatories for the disbursement of funds shall include all of the Officers of the Company.

Section 7.02: Records of Donors.

Records shall be maintained of all contributions of money or real or personal property by to the Company including the name and address of the donor, and the amount or fair value of the contribution.

Section 7.03: Compensation to Performers.

(a) The Company shall make a good faith effort to pay a reasonable salary for services rendered by performers, which salary shall be set at the discretion of the Board.

(b) The Company shall hire performers only as independent contractors.

ARTICLE 8
CORPORATE INDEMNIFICATION

The Company shall indemnify the Directors and Officers for all actions reasonably taken thereby within the scope of their positions with the Company and in furtherance of the purposes of the Company as stated in these By-Laws and the Articles of Incorporation.

The Company shall not indemnify the Directors or Officers for any actions taken thereby that are not taken within the scope of their positions with the Company or are not reasonably in furtherance of the purposes of the Company as stated in these By-Laws, the Articles of Incorporation, or that are otherwise prohibited by law.

ARTICLE 9
PROHIBITED ACTIVITIES

Section 9.01: Activities Affecting Non-Profit or Tax Exempt Status Prohibited

(a) No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, the Directors or Officers thereof or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered by or goods received from any person and to make payments and distributions in furtherance of the purposes set forth in section 2.02 of the Articles of Incorporation and in these By-Laws.

(b) No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these By-Laws, the Company shall not carry on any other activities not permitted to be carried on by either (a) a corporation exempt from federal income tax under section 501(c)(3) of the Code or by (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 10
AMENDMENTS

Section 10.01: Method of Making Amendments to the By-Laws.

(a) These By-Laws may be amended by the Board upon receiving proper notice, discussion, and approval by the Board.

(b) Proper notice for amending the By-Laws shall require that a copy of the proposed amendment showing the current text and the proposed revisions be transmitted to each Director at least one month prior to a vote upon the proposed amendment.

(c) Discussion of any proposed amendment must be maintained and recorded in the minutes of any meeting of the Board prior to the meeting at which the proposed amendment is voted upon.

(d) A proposed amendment must be approved by a minimum of two thirds of the Directors.

Section 10.02: Method of Making Amendments to the Articles of Incorporation.

(a) Amendments to the Articles of Incorporation shall be made in a similar manner as amendments to the By-Laws, except that such an amendment must be approved by a minimum of three quarters of the Directors.

Section 10.03: Amendment by Written Resolution.

(a) Any amendment to the Articles of Incorporation or to the By-Laws may alternatively be made without a Meeting of the Board by consent of all of the Directors to a Written Resolution signed by each of the Directors.

Certification by Secretary:

I certify that this is a true and accurate copy of the By-Laws of the South Shore Performing Arts Co., as reviewed and voted upon by the Board of Directors on March 14, 2005.

Brian S. Grenier, Secretary
South Shore Performing Arts Co.