

Revised December 10, 2007

BYLAWS OF MOUNTAIN TOP MUSIC CENTER
(A New Hampshire nonprofit corporation)

Section 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 *Name and Purposes.* The name and purposes of the corporation shall be set forth in the articles of organization.

1.2 *Location.* The principal office of the corporation in the state of New Hampshire shall initially be located at the place set forth in the articles of organization of the corporation. The trustees may change the location of the principal office in the state of New Hampshire effective upon filing a certificate with the Secretary of State.

1.3 *Corporate Seal.* The trustees may adopt and alter the seal of the corporation.

1.4 *Fiscal Year.* The fiscal year of the corporation shall, unless otherwise decided by the trustees, end June 30 in each year.

Section 2. MEMBERS

The corporation shall have no members.

**Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS,
FRIENDS OF THE CORPORATION**

The trustees may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the trustees shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4. BOARD OF TRUSTEES

4.1 *Number, Election, and Tenure.* The number of trustees shall be no less than 10 and no more than 15. At any special or regular meeting the trustees then in office may increase the number of trustees and elect new trustees to complete the number so fixed; or they may decrease the number of trustees but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Trustees. Each trustee shall hold office for a fixed term of one, two, or three years as set by the other Trustees at the time of his election. If a Trustee dies, resigns, is removed, becomes disqualified, or

comes to the end of his term, his successor will be elected by a majority of Trustees then in office.

4.2 *Powers.* The affairs of the corporation shall be managed by the trustees who shall have and may exercise all the powers of the corporation.

4.3 *Committees.* The trustees may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the trustees are delegated shall consist solely of trustees. Unless the trustees otherwise designate, committees shall conduct their affairs in the same manner as is provided in these bylaws for the trustees. The members of any committee shall remain in office at the pleasure of the trustees.

4.4 *Suspension or Removal.* A trustee may be suspended or removed with cause by vote of a majority of the trustees then in office. A trustee may be removed with cause only after reasonable notice and opportunity to be heard.

4.5 *Resignation.* A trustee may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of trustees or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.6 *Vacancies.* Any vacancy in the board of trustees, except a vacancy resulting from enlargement which must be filled in accordance with section 4.1, may be filled by the trustees. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed or becomes disqualified. The trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.7 *Annual Meeting.* The annual meeting of the trustees shall be held at 7 o'clock P.M. on the third Monday in September in each year or if that date is a legal holiday in the place where the meeting is to be held, then at the same hour on the next succeeding day not a legal holiday. The annual meeting may be held at the principal office of the corporation or at such other place within the United States as the president or trustees shall determine. Notice of any change of the date fixed in these bylaws for the annual meeting shall be given to all members at least twenty days before the new date fixed for such meeting.

4.8 *Regular Meetings.* Regular meetings of the trustees may be held at such places and at such times as the trustees may determine.

4.9 *Special Meetings.* Special meetings of the trustees may be held at any time and at any place when called by the president or by two or more trustees.

4.10 *Call and Notice.*

a. *Regular Meetings.* No call or notice shall be required for regular meetings of trustees, provided that reasonable notice (i) of the first regular meeting following the

determination by the trustees of the times and places for regular meetings shall be given to absent trustees, (ii) specifying the purpose of a regular meeting shall be given to each trustee if either contracts or transactions of the corporation with interested persons or amendments to these bylaws are to be considered at the meeting and (iii) shall be given as otherwise required by law, the articles of organization or these bylaws.

b. *Special Meetings.* Reasonable notice of the time and place of special meetings of the trustees shall be given to each trustee. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these bylaws or unless there is to be considered at the meeting (I) contracts or transactions of the corporation with interested persons, (II) amendments to these bylaws, and (III) increase or decrease in the number of trustees, or (IV) removal or suspension of a trustee.

c. *Reasonable and Sufficient Notice.* Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a trustee to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to her at her usual or last known business or residence address or to give notice to her in person by telephone at least twenty-four hours before the meeting.

d. *Waiver of Notice.* Whenever notice of a meeting is required, such notice need not be given to any trustee if a written waiver of notice, executed by her (or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 *Quorum.* At any meeting of the trustees a majority of the trustees then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 *Action by Vote.* When a quorum is present at any meeting, a majority of the trustees present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization, or these bylaws.

4.13 *Proxies.* Members may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed before being voted with the clerk or other person responsible for recording the proceedings for the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

4.14 *Action by Writing.* Any action required or permitted to be taken at any meeting of the trustees may be taken without a meeting if all the trustees consent to the action in

writing and the written consents are filed with the records of the meetings of the trustees. Such consents shall be treated for all purposes as a vote of a meeting.

4.15 *Compensation.* Board Members shall be precluded from receiving compensation for their services but shall be entitled to receive such amount, if any, as the Trustees may from time to time determine, to cover expenses of attendance at meetings.

Section 5. OFFICERS AND AGENTS

5.1 *Number and Qualification.* The officers of the corporation shall be a chair, vice-chair, treasurer, secretary and such other officers, if any, as the trustees may determine. The corporation may also have such agents, if any, as the trustees may appoint. An officer may but need not be a trustee. The secretary shall be a resident of New Hampshire unless the corporation has a resident agent duly appointed for the purpose of the service of process. A person may hold more than one office at the same time. If required by the trustees, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the trustees.

5.2 *Election.* The chair, vice-chair, treasurer and secretary shall be elected annually by the trustees at their first meeting. Other officers, if any, may be elected by the trustees at any time.

5.3 *Tenure.* The chair, vice-chair, treasurer and secretary shall be elected at the annual meeting and shall hold office until their successors are chosen.

5.4 *Chair and vice-chair.* The chair shall be the chief executive officer of the corporation and, subject to the control of the trustees, shall have general charge and supervision of the affairs of the corporation. The chair shall preside at all meetings of the trustees, except as the trustees otherwise determine. The vice-chair shall, in the absence of the chair, have all of the responsibilities and authorities of the chair, and such other duties as the chair and the board may from time to time determine.

5.5 *Treasurer.* The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the trustees or the president. The treasurer shall also be in charge of its books of account and accounting records, and of its accounting procedures.

5.6 *Secretary.* The secretary shall record and maintain records of all proceedings of the trustees in a book or series of books kept for that purpose, which book or books shall be kept within the state at the principal office of the corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any person. Such book or books shall also contain records of all meetings of the incorporator and the original, or attested copies, of the articles of organization and

bylaws and names of all trustees and the address of each. If the secretary is absent from any meeting of trustees, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

5.7 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of majority of trustees then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.8 Resignation. An officer may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the trustees, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.9 Vacancies. If the office of any officer becomes vacant, the trustees may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and secretary until her successor is elected and qualified, or in each case until she sooner dies, resigns, is removed or becomes disqualified.

5.10 (a) Each Trustee, prior to taking his/her position on the Board, and all present Trustees shall submit in writing to the President a list of all businesses or organizations of which he/she is an officer, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Trustee would have conflicting interests. The President shall become familiar with the statements of all trustees in order to guide his conduct should a conflict arise

(b) At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Trustee shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked him/her, shall withdraw from the meeting for so long as the matter be brought to a vote, neither the affected Trustee nor any other Trustee with a pecuniary benefit transaction with the Corporation shall vote on it.

5.11 The Board will comply with all the requirements of New Hampshire law where conflict of interest are involved, including but not limited to the requirements of a two thirds vote where the financial benefit to the trustee or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two thirds vote and publication in the required newspaper where the financial benefits exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into an made a part of this conflict policy.

Section 6. EXECUTION OF PAPERS

Except as the trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts

and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president and the other is the treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, bylaws, resolutions or votes of the corporation.

Section 7. PERSONAL LIABILITY

The trustees and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 8. AMENDMENTS

These bylaws may be altered, amended or repealed in whole or in part by vote of a majority of the trustees then in office.

Section 9. PROVISION FOR DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 10. PROCEDURE

Robert's Rules of Order shall govern the meetings of the board of Trustees in all matters not provided for in these bylaws.

Section 11. RACIAL NONDISCRIMINATORY STATEMENT

The Mountain Top Music Center admits students of any race, religion, sex, and handicap to all the rights, privileges, programs, and activities generally accorded or made available to its students and does not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and other school administrated programs.

