AMENDED AND RESTATED BYLAWS OF THE CLASSIC CITY BAND OF ATHENS-CLARKE COUNTY, INC.

ARTICLE I

NAME

The name of this corporation (the "Corporation"), organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, shall be "The Classic City Band of Athens-Clarke County, Inc."

ARTICLE II

COMPLIANCE WITH 501(c)(3) PROVISIONS OF THE INTERNAL REVENUE SERVICE CODE OF 1986

1. The Classic City Band of Athens-Clarke County, Inc. is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members ("Members"), trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

DURATION

This Corporation shall have perpetual duration.

ARTICLE IV

PURPOSE

This Corporation shall help preserve the cultural heritage and music traditions of the American concert band, provide recreational and educational opportunities for its members, and provide cultural and educational experiences for the citizens of the Athens-Clarke County area.

ARTICLE V

BOARD OF DIRECTORS

1. Directors. The affairs and business of this Corporation shall be conducted by a Board of Directors (also referred to herein as the "Board" and each member thereof, a "Director") consisting of at least five (5) and no more than thirteen (13) Directors. The Directors shall include at least four (4) Directors elected by the Members (such Directors, the "Member Directors"). Member Directors must always constitute a Majority of the Board. The Musical Director of the Corporation (the "Musical Director"), who shall be appointed by the Board, and the Immediate Past President shall be ex-officio members of The Board of Directors.

2. Election. All Directors shall be elected by a majority vote of the Members at the annual meeting (Article VI, Section 2.1). The names of candidates shall be submitted by a nominating committee appointed by the President, and such candidates shall be included in the notice delivered to the Members prior to the applicable meeting.

3. Term of Office. The Directors shall serve terms of two (2) years commencing at 12:01 AM on January 1 and ending at 12:00 Midnight on December 31 of the following calendar year or continuing until such Director's successor has been elected and qualified. (Amended 6/3/2026)

4. Unexpired Term. Should any Director resign or be removed prior to the expiration of their elected term, the Board of Directors may, in a regular or a special meeting, elect an interim Director to complete such Director's term. Any interim Director replacing a Member Director shall be considered a Member Director. Election of any interim Director shall be by a majority vote of the acting Directors.

5. Regular Meetings. The Board of Directors shall meet at least quarterly during each Fiscal Year (as defined below), and each meeting shall be called by the President. Quarterly meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board of Directors. Notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board of Directors shall be mailed or e-mailed to each Director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it at each meeting.

6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any Director. The Secretary shall give notice of each special meeting of the Board of Directors, at least two (2) days prior to the meeting, but such notice may be waived by any Director as provided in these Amended and Restated Bylaws (these "Bylaws"). Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every Director shall be present, even though without notice, any business may be transacted and any Director may in writing waive notice of the time, place and objectives of any special meeting.

7. Waiver of Notice. A Director may waive any notice required by law, the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), or these Bylaws, before or after the date and time stated in the notice. Such waiver shall be in writing or by electronic transmission, signed by the Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

8. Quorum. A majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or these Bylaws.

9. Passage without Vote. At any meeting at which a quorum is present, a Director may present an item to the Board and state that such item shall be deemed to be approved by the Board in the event no one objects to such item. In the event no director so objects, such items shall be deemed approved by an act of the Board of Directors as described in Section 8 of this Article 5.

10. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a regular, annual, or special meeting may be taken without a meeting if such action is evidenced by one or more consents in writing describing the action taken, signed by no fewer than the number of Directors required to take any such action, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records reflecting the action taken.

11. Resignation and Removal. Any Director may resign at any time by giving written notice to another Director, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from office with or without cause by a majority of the Board of Directors or majority of the Directors present at any meeting at which there is a quorum. Any Director who is also an Officer (as defined below) that resigns or is removed as a Director shall also resign or be removed from their position as an Officer.

12. Authority. The Board of Directors is authorized to manage the affairs of this Corporation (including but not limited to, the making of contracts, instigation or defense of lawsuits and solicitation of funds) to the extent allowed by the laws of Georgia.

13. Non-Member Directors. The Board of Directors may appoint a number of directors that would not cause the Board to violate the rules set forth in Article V Section 1 herein regarding the composition of the Board (each such Director, a "Non-Member Director"). Non-Member Directors will be appointed by two-thirds (⅔) majority of The Board of Directors.

14. Board Appointed Position's Term. All Board appointed positions shall not be restricted in length of terms, but will be reviewed and appointed annually by the Board.

15. Officers. The officers of the Corporation (the "Officers") shall be President, Vice President, Secretary, and Treasurer. The President, Vice President, Secretary, and Treasurer shall be elected by the Members at each annual meeting and each Officer shall serve as a Member Director. Any two or more offices may be held by the same person, except the offices of President and Treasurer and the offices of President and Vice President.

    15.1. President. The President shall preside at all meetings of the Members and at all meetings of the Board of Directors. The President shall have the power of general supervision over the administrative activities of this Corporation, the power to appoint special committees, and such additional powers and duties as may be prescribed by the Directors.

15.2. Vice President. The Vice President shall, in the temporary absence of the President, perform the duties of the President. Should the President be unable to complete his or her elected term, the Vice President shall act as President until an interim President can be elected by the Board of Directors.

15.3. Treasurer. The Treasurer shall receive all income, maintain an account of such funds, pay all required disbursements, conduct monthly reconciliations without delay, provide Executive Committee and Board with regular financial reviews for review at each Executive Committee and Board meeting, maintain clear documentation for every transaction, consistently track restricted and unrestricted funds, and recommend to Board any necessary ongoing internal controls. The books and records of the Treasurer shall be reviewed by a Budget Committee appointed by the President at the close of the Fiscal Year. The books and records of the Treasurer shall be reviewed by a CPA external to the membership of the Corporation at the close of every 5th Fiscal Year. The Treasurer shall file all tax and financial information with local, state and federal agencies as required by law. (Amended 6/3/2026)

15.4. Secretary. The Secretary shall keep a roster of all Members, give notice of all meetings, keep records of all meetings and make all filings with local, state, and federal agencies required by law.

15.5. Vacancies. If the office of any officer becomes vacant, the Board may appoint or elect any eligible person to fill such vacancy, who shall hold office for the unexpired term of their predecessor and until their successor is elected or appointed and qualified.

16. Conflict of Interest. Whenever a Director has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

17. Liability. To the fullest extent permitted by law, no Director shall be liable for any debt, obligation or other liability of the Corporation.

ARTICLE VI

MEMBERSHIP

1. Qualifications and Application for Membership. Any person fourteen (14) years of age or older who is a musician proficient in playing an instrument typically played

in a concert band shall be eligible to apply to be a member in this Corporation (a "Member") and any such person may become a Member upon acceptance of their application and membership fee by the Secretary. The person appointed by the Musical Director to be the principal conductor (each, a "Principal Conductor") of the ensemble in which any such prospective Member would play in may audition persons who apply to become Members of the Corporation. The audition or admission to membership may be denied, if, in the applicable Principal Conductor's sole discretion the band does not need another player of that instrument at that time, or if, after audition, the Principal Conductor is of the opinion that the applicant does not possess the talent or the aptitude to become a Member. No person otherwise qualified shall be denied membership on the basis of race, national origin, or religious creed.

2. Meetings. The President shall preside over all meetings of the Members. The actual attendance of a simple majority (fifty percent (50%) plus one) of the Members shall constitute a quorum.

   2.1. Annual Meeting. There shall be an annual meeting of the Members on the first Tuesday in October of each year or as soon as feasible thereafter. The Secretary shall notify all Members of the time and place of this meeting, such notice to be given no fewer than ten (10) days (or if notice is mailed by other than first-class or registered mail or statutory overnight delivery, thirty (30) days) nor more than sixty (60) days before the meeting date. The notice of each annual meeting must include a description of any matter or matters that are intended to be voted on at the meeting that must be approved by Members under O.C.G.A. §§ 14-3-855, 14-3-856, 14-3-863, 14-3-1003, 14-3-1021, 14-3-1103, 14-3-1202, or 14-3-1402. A simple majority (fifty percent (50%) plus one) of the Members shall constitute a quorum and the affirmative vote of a majority of the Members shall be required for the approval of any matter by the Members.

   2.2. Special Meetings. The President or the Board of Directors may call special meetings as needed. The Secretary shall notify all Members listed on the roster of the time and place of any special meeting not less than ten (10) days (or if notice is mailed by other than first-class or registered mail or statutory overnight delivery, thirty (30) days) nor more than sixty (60) days before the meeting date. The notice of each special meeting shall include a description of the matter or matters for which the meeting is called.

3. Action Without Meeting. Any action that may be taken at a meeting of the Members may be taken without a meeting in accordance with either O.C.G.A. § 14-3-704 or O.C.G.A. § 14-3-708.

4. Resignation. Any Member may withdraw from the Corporation at any time upon giving notice to the Secretary of the Corporation.

5. Suspension and Expulsion. A Member may be suspended for a period or expelled for Cause upon a unanimous vote of the Board of Directors; provided the Corporation shall provide prior written notice of such suspension or expulsion and the reasons therefor to the applicable Member not less than fifteen (15) days prior to the proposed suspension or expulsion and such applicable Member shall be granted an opportunity to be heard, either orally or in writing, not less than five (5) days before the proposed date of the suspension or expulsion by the Board of Directors, any one of which may determine that the proposed termination or expulsion shall not take place. For the purposes of this Section, "Cause" shall mean either the violation of any of the by-laws or rules of the Corporation or conduct prejudicial to the best interests of the Corporation.

6. Membership Fee. There will be a fee for membership as set annually by the Board. Membership fees are due by September 1 of each year for continuing Members, or within three (3) months of a new Member joining. In case of hardship, a waiver of the membership fee will be decided by the band president and treasurer on a case-by-case basis. Membership fees will not be refunded in cases of resignation, suspension, expulsion, or unavailability for a performance.

7. Membership Term. August 1 of any given year until July 31 of the following year

ARTICLE VII

BY-LAWS

1. Creation. The Board of Directors shall have the authority to make and enforce any by-laws not inconsistent with the Article of Incorporation or the laws of Georgia.

2. Amendment and repeal. By-laws may be amended, repealed or adopted either by a majority of the entire Board of Directors, or by the affirmative vote of two-thirds of the total number of Members at an annual meeting of the Corporation or any special meeting of the Members.

3. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE VIII

FISCAL YEAR

The fiscal year (the "Fiscal Year") of this Corporation shall begin at 12:01 a.m. on August 1 and end at 12:00 midnight on July 31. (Amended 6/3/2026)

ARTICLE IX

CORPORATE AUTHORITY; BOOKS AND RECORDS

1. Authority. The authority of this Corporation, the Articles of Incorporation, and these Bylaws are regulated by and shall be construed consistently with the laws of the 501(c)(3) U.S. Internal Revenue of 1986 and the laws of Georgia, specifically the Georgia Nonprofit Corporation Code.

2. Books and Records. The Corporation shall maintain books and records of account and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, executed consents evidencing all actions taken by the Board of Directors without a meeting, and waivers of notice of all meetings of the Board of Directors and its committees. In addition, the Corporation shall keep copies of all records required to be kept under Georgia law.

3. Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

4. Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

ARTICLE X

Indemnification and Insurance

1. Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), reasonably incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Georgia law, whether the person claiming such indemnification has, if required, met the applicable standards of conduct set forth in the Georgia Nonprofit Corporation Code; and, to the extent it is so determined that the person claiming such indemnification has, if required, met the applicable standards of conduct set forth in the Georgia Nonprofit Corporation Code, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 1 of this Article X above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or these Bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

3. Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

Amended and Approved June 3, 2026. (Articles V.3, V.15.3, and VIII.)