

BYLAWS
OF
GOIN' BAND ASSOCIATION, INC.

ARTICLE I

Section 1. Name and Place of Business. The name of the organization shall be Goin' Band Association, Inc.

Section 2. Principal Office. The principal office and place of business of the Goin' Band Association shall be Texas Tech, School of Music, 18th and Boston, Lubbock, TX 79409.

ARTICLE II

Section 1. Objects and Purposes. This organization, hereinafter called the Association, is organized and shall be operated exclusively for charitable, benevolent, educational, social, and scientific purposes and no dividends nor pecuniary profits shall be paid to the members thereof. No stock shall be issued, and no part of the net income shall inure to the benefit of any member, director or officer. The purpose of the Goin' Band Association is to provide support and resources to improve the quality and success of the Texas Tech University Band. The Goin' Band Association will support the growth and quality of the Texas Tech University (Tech) Band by: developing and utilizing alumni resources, and pursuing resources from private individuals and institutions to provide financial and material support to the Tech Band Program in an endeavor to promote and sustain the Tech Band as one of the premier band programs in the United States.

ARTICLE III

Section 1. Membership. Classes of membership in the Association shall be as determined and established by the Board of Directors of the Association.

Section 2. Dues. The Dues required for membership in the Association shall be as determined and established by the Board of Directors of the Association.

Section 3. Membership Year. The membership year shall begin on September 1 of the calendar year and end on August 31 of the next calendar year.

Section 4. Place of Meeting. All meetings, whether of the Board of Directors or of the Association, shall be held at a place designated by the Board of Directors.

Section 5. Annual Meetings. Annual meetings of the members of the Association shall be held each year on a date to be fixed by the Board of Directors. At such meetings, directors shall be elected, reports of affairs of the Association shall be considered, and any other business may be transacted which is within the power of the members to transact.

Section 6. Special Meetings. Special meetings of the members of the Association may be called at any time by ten (10) members authorized to vote. The purpose of the special meeting shall be stated in the call of the meetings. Upon request for a special meeting being made by written notice to the President, the Secretary of the Association shall give notice to the members that such meeting has been called for the purpose stated in the call and is to be held at a specified time and place. The time for the special meeting shall not be less than ten (10) days nor more than fifty (50) days from the date of the call.

Section 7. Notice of Meeting. Written notice of each meeting of the members of the Association, whether annual or special, stating the time and place, and in the case of a special meeting, the purpose of the meeting, shall be given to each member entitled to vote personally or by mail or other means of written communication, addressed to each member at the address appearing on the books of the Association. All such notices shall be sent not less than ten (10) days or more than fifty (50) days before such meeting, exclusive of the day of the meeting.

Section 8. Adjourned Meetings and Notice Thereof. If any meeting be adjourned to another time or place, no notice need be given other than by announcement at the meeting at which such adjournment is taken; provided, that in the event such meeting be adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

Section 9. Waiver of Notice. Notice of time, place, and purpose of any membership meeting, whether required by law, Articles of Incorporation, or by these Bylaws, may be waived in writing by any member or by his attendance at such meeting. Such waiver may be given before or after the meeting and shall be filed with the Secretary or entered upon the records of the meeting. Any transaction of the members at any meeting thereof, regardless of how or whether the call of the meeting was made or notice thereof given, shall be valid as those transacted at a meeting duly held after a regular call and notice if a quorum be present, either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote and not present in person or by proxy signed a written waiver of notice or a consent to the holdings of such meeting or on approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the Secretary or made a part of the records of the meeting.

Section 10. Quorum. Five percent (5%) of the members entitled to vote present at any meeting, in person or by proxy, shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than the number required to originally constitute a quorum.

Section 11. Members Entitled to Vote. Those members entitled to vote shall be determined and established by the Board of Directors. Each member entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of members.

ARTICLE IV

Section 1. Board of Directors; Powers. Subject to the laws of the state of Texas and to the limitations of the Articles of Incorporation and of these Bylaws, the Association's powers shall be exercised by or under the authority of, and the business affairs of the Association shall be managed and conducted by the Board of Directors; without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

- A. To appoint and remove all agents and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, fix their compensation or expenses and require security for faithful service.
- B. To conduct, manage and control the affairs of the Association, and to make such rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws.
- C. To designate any place within or without the State of Texas for the holding of any meetings, and to adopt and use a corporate seal.
- D. To borrow money and incur indebtedness on behalf of the Association, and to cause to be executed and delivered therefor in the corporate name, promissory notes, bonds, mortgages, or other evidence of debt and securities therefor.

Section 2. Number and Qualification of Directors The authorized number of Directors shall be no less than three (3) and not more than fifteen (15). Directors will also meet the following requirements:

- Be a paid member of the Association each year serving as a Director
- Serve a three (3) year term
- Attend at least four (4) of the six (6) annual board meetings
- Serve on a least one (1) Association committee each year serving as a Director
- Accept a term limit of three (3) consecutive terms as defined in Article IV, Section 3

New Director positions shall be elected by a majority of the initial Board of Directors.

Section 3. Election of Directors. The members of the Board of Directors shall be nominated and elected by the members of the Association, and shall themselves be members of the Association. The Directors shall be elected by the members at the annual members' meeting and such Directors shall hold office for a term of three (3) years; provided that at the organizational meeting of the Directors, not less than four (4) Directors shall be elected for terms of three (3) years; not less than four (4) Directors shall be elected for terms of two (2) years; and not less than three (3) Directors shall be elected for a term of one (1) year. Thereafter, all elections of directors shall be for a term of three (3) years. Directors may serve no more than three (3) consecutive three (3) year terms. Members may be nominated and re-elected as Directors one (1) year following the expiration of their third consecutive three (3) year term. If Directors are not elected at an annual meeting of the members of the Association, or if such annual meeting is not held, Directors may be elected at any special meeting of the members held for that purpose. All Directors shall hold office until their successors are duly elected and qualified.

Section 4. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, through less than a quorum, or by a sole remaining Director, and each Director so selected shall hold office until he is removed therefrom as provided in these Bylaws or until his or her successor is elected, at an annual or special membership meeting.

Section 5. Removal. A Director may be removed from office with or without cause by a majority of the members entitled to vote at any annual or special meeting. In case any one or more directors be so removed, new Directors may be elected at the same meeting.

Section 6. Place of Meeting. Meetings of the Board of Directors shall be held at such time and at such place within the State of Texas, or elsewhere, as a majority of the Directors may from time to time decide.

Section 7. Call and Notice of Meeting. All meetings of the Board of Directors shall be called by the President; or if he be absent, or unable to act, or refuses to act, by the Vice President; or if the Vice President be absent, or unable to act, or refuses to act, by the Secretary or by any three (3) Directors. Written notice of the time, place, and purpose of the meeting shall be given to each of the Directors, either by delivering the same personally or by sending the same by mail or other means of written communication at the address shown upon the records of the Association. The notice of the meeting shall be given not less than five (5) days nor more than thirty (30) days before the date of the meeting. Such delivery, whether in person or by mail or by some other form of written communication shall be due and legal notice to each Director.

Section 8. Waiver of Notice. Notice of time, place and purpose of any meeting of the Board of Directors, may be waived in writing by any Director or by his attendance at such meeting. Such waiver may be given before or after the meeting and shall be filed with the Secretary or entered upon the record of the meeting. Any action which may be taken at the meetings of the Board of Directors may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all of the members of the Board of Directors.

Section 9. Quorum. Sixty percent (60%) of the elected Directors present at a meeting in person or by proxy shall constitute a quorum for the transaction of business, but a majority of those present at any meeting shall have the power to adjourn the meeting to a future time. Notice of time and place for holding an adjourned meeting need not be given to absent directors if the time and place of a future meeting be fixed at the meeting adjourned.

Section 10. Fees and Compensation. Directors shall not receive compensation for their services, but by resolution of the Board, reimbursement may be allowed for travel or other expenses incurred in the performance of Association business. Nothing herein contained shall preclude a director from serving the Association in any other capacity as an officer, agent, employee, or otherwise receiving compensation therefor.

Section 11. Advisory Directors. The Board of Directors may appoint a number of Advisory Directors to the Board of Directors. The Advisory Director(s) shall not have the right to vote in meetings of the Board of Directors, but shall be entitled to notice of said meetings.

Section 12. Additional Boards And Committees. The Board of Directors may appoint additional committees or boards to assist the Association in efforts deemed necessary by the Board of Directors. Additional appointed committees or boards shall not have the right to vote in meetings of the Board of Directors; however, such appointed groups will be accountable to the Board of Directors.

ARTICLE V

Section 1. Officers. The officers of the Association shall be the President, Executive Vice President, Secretary, Treasurer, and such other officers and assistant officers as the Board of Directors may deem necessary for the transaction of the business of the Association.

Section 2. Election. All officers shall be nominated by the Board of Directors and be elected by the Members of the Association at the annual meeting. All officers shall be a member of the Board of Directors and also a member of the Association. The term for all officers shall be for a period of one year and shall hold office until their successors have been elected and qualified.

Section 3. President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision and control of the affairs of the Association. He or she shall preside over meetings of the members and the directors and shall call meetings of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board of Directors

Section 4. Executive Vice President. In the absence or due to the disability of the President, the Executive Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Executive Vice President shall have such other powers and perform such other duties as from time to time may be given to him by the Board of Directors.

Section 5. Secretary. The Secretary shall: attest to and keep at the principal office of the Association the original or a copy of these Bylaws as amended or otherwise altered to date; keep the original or a copy of the Articles of Incorporation, certified by the Secretary of State of the State of Texas, with all amendments thereof to date in the minute book; be custodian of the records, minutes, and seal of the Association, and see that said seal is affixed to all documents, the execution of which on behalf of the Association under its seal if duly authorized in accordance with the provisions of these Bylaws; keep at the principal office of the Association or such other place as the Board of Directors may order, a book of minutes of all meetings of its Directors, members, executive committee, and other committees, said minutes showing the time and place of the meeting, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, and the proceedings thereof; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and in case of the absence or disability of the Secretary, notice may be given and served by an Assistant Secretary or by the President or Executive Vice President; sign or attest any documents as required by law or the business of the Association and affix the corporate seal to instruments when necessary or proper; and in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 6. Treasurer. The Treasurer shall have custody of the money and securities of the Association; shall keep regular books of account and shall submit them; together with all vouchers, receipts, records and other papers to the Board of Directors for their examination and approval as often as they may require; and shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors.

Section 7. Newsletter Editor. The Newsletter Editor shall prepare and disseminate to the membership of the Association a newsletter containing news and information concerning the activities of the Association and its members. He shall have such other and further duties as may be assigned to him by the Board of Directors.

Section 8. Association Director. The Board of Directors of the Association shall be authorized to employ an Association Director who shall have the general powers and duties of daily management of the Association and such other powers and duties as may be prescribed from time to time by the Board of Directors. Said Association Director shall have no vote in the Board of Directors but shall have the right to attend all of its meetings; provided, however, that the Board of Directors may, at its discretion, appoint the Association Director from among its own membership, retaining his or her vote in the Board of Directors.

ARTICLE VI

Section 1. Representation of Shares of Other Corporations. The President or Executive Vice President and the Secretary of the Association are authorized to vote, represent or exercise on behalf of this Association the rights incidental to any other corporation standing in the name of the Association. The authority herein granted may be exercised by such officers in person or by proxy or by power of attorney duly executed by said officers.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 3. Contract; How Executed. The Board of Directors, except as otherwise provided, may authorize any officer or agent, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer or agent shall have any power or authority to bind the Association by contract or pledge its credit or render it liable for any purpose or to any amount.

Section 4. Funds; How Allocated. At the annual meeting of the membership, a proposed budget shall be presented, allocating funds to the programs approved by the Board of Directors. Distribution of the unrestricted receipts of the Association will be made by the Treasurer to the approved programs budgeted by the Board of Directors. Allocations of unrestricted funds above the budgeted amount may be disbursed in accordance with the Board of Directors' instructions.

ARTICLE VII

Section 1. Amendments. Amendments to these Bylaws may be made by a majority vote of the Directors at any annual or special meeting duly convened, setting out the purpose of such meeting.

DATED this _____ day of _____, 2003.

Secretary