



**HONOLULU WIND ENSEMBLE  
MEMBER HANDBOOK  
2019 - 2020**

## INTRODUCTION

The Honolulu Wind Ensemble (formerly known as the Honolulu Community Concert Band) is a state & federally recognized tax-exempt 501(c)(3) non-profit organization, comprised of volunteer members who enjoy playing instrumental music and performing for the community. All walks of life are represented within HWE, including teachers, lawyers, engineers, scientists, military personnel, doctors, students, and retirees.

Since 1973, HWE has performed a wide variety of entertaining and challenging band literature, from marches & light pop to classical works and symphonic transcriptions. HWE has performed at historic Hawaii Theatre, the Honolulu Academy of Arts, Kawaiaha'o Church, the State Capitol, and Honolulu Hale (City Hall). Regular performances are scheduled throughout the year at Ala Moana Centerstage, M.M. Scott Auditorium, and at various schools, shopping centers, and festivals on the island of Oahu.

HWE has entertained thousands of people in Hawaii and throughout the world via its live performances, television broadcasts, internet website and webcasts. HWE has performed at the request of the Mayor of Honolulu, the Governor of Hawaii, the Honolulu Symphony Orchestra, the Hawaii Music Awards, and was featured at the Aloha Tower Marketplace's annual 4th-of-July Fireworks Spectacular.

Guest performers at previous HWE concerts include former Hawaii Governor Linda Lingle, local entertainer Amy Hanaialii Gilliom, the late Loyal Garner, Honolulu Symphony principal trombonist James Decker, Australian Ballet & Opera Orchestra principal trumpet Brian Evans, and South Jutland (Denmark) Symphony principal trombonist Don Immel. The 2004 Fall Concert helped to raise over \$80,000 to reunite Iraq-bound soldiers of the Hawaii National Guard's 29th Brigade with their families at Christmas. In 2006, the band traveled to New Zealand and Australia, performing at the world-famous Sydney Opera House. In 2008, HWE collaborated in several performances with ensembles from Azusa Pacific University, Hawaii Pacific University, and the Honolulu Symphony Chorus. HWE has a sister organization in Japan, the Omiya Wind Symphony, and have conducted two joint performances in Hawaii and Japan in 2012 and 2014. 2018 was the first joint performance with the HWE and the 111th Army National Guard Band.

The Band has 3 main purposes, which are (1) providing for the musical education of its members; (2) supporting music education in Oahu Public & Private Schools; and (3) encouraging the appreciation of band music within the community by providing public concerts.

## THE ORGANIZATION

### Conductors

Principal Conductor: Keith Higaki  
Associate Conductor: Zachary Morita

### Executive Board of Directors

President: Ben Gascon  
Vice President: Gary Carlson  
Treasurer: Mika Shamoto Hill  
Secretary: Steven Mukai

### Board Members

Warren Imada Mark Minasian  
Cheryl Sora Gina Sunada  
Kevin Sykes David Tholen

### Ombudsman

Marla Himeda  
Glenn Shigeta

### Section Leaders

Section leaders are responsible for communicating with their sections regarding absences and ensuring that there is appropriate part coverage. Section leaders may assign parts based upon, but not limited to the needs of section, ability, interest, attendance, and seniority. The conductor works with the section leaders regarding balance of parts within the section, and may provide other artistic input. Section leaders also assist in ensuring personnel are assigned to load/unload the truck at SHA and the concert venues.

Flutes/Double Reeds	Mika Shamoto Hill, Steven Mukai
Clarinets	Marla Himeda, Gina Sunada
Saxophones	Randall Takaesu, Cheryl Chun, Gordon Tokishi
French Horns	Ben Gascon, Scott Himeda
Trumpets	Mark Minasian
Trombones/ Low Brass	Reid Nhomi, Drew Arine, Gary Carlson, Roger Pinell
Percussion	Sheryl Diamand-Yamashita

### Committees

Committee chairs provide monthly updates to the Vice President of the Executive Board of Directors by the first of the calendar month.

Membership - Maintains the current roster of HWE members and their contact information for mass communication systems. Takes attendance at rehearsals.

Chair: Mika Shamoto Hill

Social - Plans and coordinates socializing events for the general membership. The goal is to provide a place for the members to socialize with other members where they may not have that opportunity during rehearsals or concerts. .

Chair: Mika Shamoto Hill

Trip Committee - Plans and organizes trips for HWE. Works closely with travel agency to put everything together. Work with other community bands to plan joint concerts/ socials during trip.

Chair: Cheryl Sora

50th Anniversary - Plans the upcoming 50th Anniversary of the Wind Ensemble in 2023

Chair: David Tholen

Concert/Logistics/Transportation - Arranges concert dates and venues, and coordinates the logistics for the rental truck and load crews for the different concerts. Designs and publishes the flyer for the upcoming concert season, and programs for formal concert events. Maintains the availability list for limited seating venues.

Chair: Kevin Sykes

Library - Maintains the HWE music library; copies and distributes music for each concert season.

Chair: Teresa Iwashita

Website/Social Media - Maintains the HWE public-facing and social media websites.

Chair: Gina Sunada

Fundraising - Researches different types of fund raising available to non-profit organizations and determines which would be feasible for different fund raising goals for the HWE. Committee can ask for feedback from general membership to help select the fund raisers.

Chair: Mika Shamoto Hill

1. Individual fund raising - Used mainly for band trips. This type of fund raising is based on band member's individual effort to help alleviate trip/event cost. Committee will have sign-up sheet to track individual band members that are involved in the fund raising. The Treasurer will calculate and track all fund raising monies for the individual band member until it is time to use those funds for the trip/event.
2. Whole group fund raising - all monies go to the HWE as an organization. This type of fund raising is based on group effort. Each fund raising activity can specify where the monies will go, with the approval of the board of directors.

Music Advisory - Selects the musical programming for each concert season.

Co-chairs: Keith Higaki, Zachary Morita

PR/Social Media Presence (Community Relations) (vacant)

Audio-Visual - Records the concerts for historical archiving purposes.

Chair: David Tholen

Historian - Preserves the history of the HWE through recording and video archives, saving concert programs and program notes.

Chair: David Tholen

## **MEMBERSHIP**

### Member Requirements

All members agree to follow the rules and guidelines set in the bylaws and this handbook, and any policies set by the board. Members agree to pay the dues as set by the board. Members must complete a Membership Information Form at the beginning of each fiscal year (July) in order to maintain an updated membership database.

### Admission

Anyone who plays a concert band instrument is eligible for membership. High school students are invited to perform with the HWE during the summer, when school is not in session, and by invitation, the rest of the academic year. Although an audition is not required to become a member, members are expected to be capable of playing the level of music normally performed by the ensemble. The HWE is not for beginners.

### Dues

Each member is asked to contribute \$2 per rehearsal to help defray the cost of renting the band room. However, no one will be denied membership if they cannot afford to pay. Our goal is to make music, not money!

### Attendance

Regular attendance is extremely important to prepare adequately for and perform well at our concerts. It is expected that all members be present at all rehearsals. However, allowances are made due to the nature of our organization. All efforts are made to accommodate the various time commitments of our members, and no one is penalized for non-attendance, as long as a reasonable effort is made to be there. Section leaders may ask a member missing three or more rehearsals (regardless of notification) leading up to a concert to sit out for that concert

### Personal Information

The membership coordinator maintains the band roster and member information. If you have changes to your information including address, email, or phone number, please let the membership coordinator know. The email address that you provide will be used as your primary contact for receiving full band announcements. With the exception of your name in the context of our roster, we will never share your personal information with anyone outside the band.

## **REHEARSALS & CONCERTS**

### Annual Calendar

Our regular season runs from year round. We are based in Sacred Hearts Academy, which is the location for our weekly rehearsals. We have four different concert seasons (Spring, Summer, Fall, and Winter) with a variety of performing venues, ranging from malls/shopping centers to local high school auditoriums.

### Rehearsals

We rehearse at Sacred Hearts Academy, 3253 Waialae Avenue, Honolulu, HI, from 7:00 to 9:00pm on Tuesday evenings throughout the year. There are no rehearsals during the Christmas and New Years holidays. Please consider the following guidelines to make the most effective use of rehearsal time and to respect those around you, and the music director.

- **ATTENDANCE** - Participation in rehearsals is essential for successful performances. Section leaders and the music director have the final say if your participation in upcoming concerts becomes questionable due to you missing too many rehearsals.
- **PLAY YOUR ASSIGNED PART** - Do not switch parts unless requested by your section leader or the music director. New players, please report to your section leader for part assignments and further instructions.
- **MARK YOUR MUSIC** when instructed by the music director.
- **PRACTICE** - Performances are the end product of our rehearsals and our commitment to knowing the music. Let's make sure we are doing our best.
- **MUSIC FOLDERS** - Music folders are everyone's responsibility. If borrowed, they must be returned for the next rehearsal. If you borrow a music folder, please make arrangements to return it by the next rehearsal.
- **LIMIT YOUR TALKING & TEXTING** - Talking and texting can disrupt rehearsal or distract yourself and those around you. Please consider this if the need to talk/text arises.

- **NO EATING OR CHEWING GUM** - Please keep eating, drinking and chewing gum outside of the rehearsal space. Planned social events are the exception.

### Communications

Members will be put on a member list service for receiving important band announcements. Please send a note to the webmaster if you do not receive an invitation to the list within a week of paying your dues. Members may also subscribe to receive the "Director's Notes" also found on the website in the Member Information area of the website by navigating to the site and requesting it be emailed.

### Formal Concerts

The formal auditorium concerts are held in the Spring and Fall seasons. Dress for indoor concerts is dark suit (preferably black), white shirt, tie, black socks and black shoes, black dress/pant suit. Please keep your cases, coats, bags, etc. in the outside sections of the audience area. If you are able, please find street parking during concerts to leave parking lot spaces open for our fans.

### Preview/ Summer/ Winter Concerts

Patriotic/Americana concerts are performed in July, and Holiday themed concerts are performed in December. Dress for the Summer, Holiday, and Preview concerts is an Aloha shirt with dark pants/shorts/skirt and dark/black shoes. You are responsible for bringing your own stand to most of our preview concerts.

## **BAND BUSINESS**

### Annual Meeting

The annual meeting is held at the end of the indoor season before the summer season starts. The purpose of the meeting is to give the board a chance to discuss the state of the band, its finances, and to conduct the elections for the Board of Directors.

### Board Elections

The Board of Directors is elected at the annual meeting. All terms are for two years and anyone may run for any board position at every annual meeting. Information about the responsibilities of each Board position will be provided before the election.

### Website and Social Media

Website: <https://sites.google.com/site/honoluluwindensemble/>

Facebook: <https://www.facebook.com/honoluluwindensemble>

## Support the HWE & Community Music in Hawaii

As a 501(c)(3) non-profit organization, the HWE relies heavily on the kindness of the public to sustain its operations. All donations are tax-deductible, and go directly to offset equipment, facility and office expenses, as well as new music purchases to expand our repertoire.

Checks should be made out to "Honolulu Wind Ensemble."

Donations may be mailed to:

Honolulu Wind Ensemble

P.O. Box 4236

Honolulu, HI 96812

We also participate in the **AmazonSmile** program. Details appear on our [Fund Raiser](#) page.

Mahalo for your support!



## HONOLULU WIND ENSEMBLE BY-LAWS

BYLAWS OF THE HONOLULU COMMUNITY CONCERT BAND, INC.  
(Revised 9/17/16)

### ARTICLE I PURPOSES AND NONPROFIT CHARACTER

SECTION 1.1 Purposes. The purposes of the corporation shall be as specifically set forth in ARTICLE III of the Charter of Incorporation.

SECTION 1.2 Nonprofit Character. The corporation shall be a nonprofit corporation, and any net income or earnings which may be derived from its operations, in pursuance of the purposes of the corporation, shall not be distributed to any member, director, or officer of the corporation, but shall be used to promote the purposes of the corporation. The Board of Directors shall serve without compensation.

SECTION 1.3 Non-Discrimination. There shall be no discrimination on the basis of race, color, religion, sex, national origin, marital status, age or handicap with regard to hiring, assignment, promotion, or other conditions of staff employment, use of volunteers, or delivery of other services. This policy shall apply to membership on the organization's governing body and its duly organized committees.

### ARTICLE II PRINCIPAL OFFICE

SECTION 2.1 Principal Office. The principal office of the corporation shall be maintained at such place within the State of Hawaii as the Board of Directors shall determine.

SECTION 2.2 Place of Meetings. All meetings of the members and of the Board of Directors shall be held at the principal office of the corporation, unless some other place is stated in the call. Any meeting, regular or special, of either the Board of Directors or of the members, may be held by conference telephone or similar communication equipment, so long as all directors or all members participating in the meeting can hear one another, and all such directors or members shall be deemed to be present in person at the meeting. Alternately, decisions by the Board of Directors may be made by polling each director necessary to establish a quorum by the chairman.

SECTION 2.3 Seal. The Board of Directors may adopt and use a common seal.

## ARTICLE III MEMBER MEETINGS

SECTION 3.1 Annual Meeting. The annual meeting of the members<sup>1</sup> (as defined by the Board of Directors) of the corporation shall be held on such day within ninety (90) days following the close of each fiscal year (as established by Article IX), as the Board of Directors shall designate.

SECTION 3.2 Regular Meetings. The members may establish regular meetings to be held in such places and at such times as the members may from time to time by vote determine.

SECTION 3.3 Special Meetings. Special meetings of the members may be held at any time upon the call of the Board of Directors, or upon the call of one-fourth (25%) of all of members of the corporation.

SECTION 3.4 Notice of Meetings. Subject to SECTION 3.2 of ARTICLE III, notice setting forth the time and place of the annual and any special meetings and the general nature of the business to be considered shall be given by the secretary or by the person or one of the persons calling the meeting, at a normally scheduled rehearsal.

SECTION 3.5 Quorum. At any meeting of members, of which proper notice has been given, a majority of members present in person or by proxy (provided that not more than three-fourths (75%) of the votes present are by proxy), shall constitute a quorum, and the concurring vote of a majority of the members constituting a quorum shall be valid and binding upon the corporation, except as otherwise provided by law, by these Bylaws, or by the Charter of Incorporation of the corporation.

SECTION 3.6 Voting. Each member is entitled to one (1) vote, either in person or by proxy, at all meetings of the members of the corporation. The authority given by a member to any person to represent such member at meetings of the members shall be in writing, signed by such member, and shall be filed with the Secretary-Treasurer, and unless limited by its terms such authority shall be deemed good until revoked in writing.

SECTION 3.7 Adjournment. Any meeting of the members, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority of the members present.

SECTION 3.8 Consent of Members in Lieu of Meeting. Whenever the vote of members at a meeting thereof is required or permitted to be taken in connection with any

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<sup>1</sup> Use of "members" in this document refers only to "Active Members."

"Active Member" – Personnel form on file, participating in current concert season

"Inactive Member" – Personnel form on file, not participating in current concert season

"Non-Member" – No personnel form on file

corporate action permitted by the statutes of the State of Hawaii governing corporations generally, the meeting and vote of members may be dispensed with if all of the members who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken.

#### ARTICLE IV BOARD OF DIRECTORS

SECTION 4.1 Election. There shall be a Board of Directors of the corporation, to consist of not less than three (3) nor more than twelve (12) elected members of the band. There shall always be a President, a Vice-President, a Secretary and a Treasurer; however the offices of secretary and treasurer may be held by one person. Additional directors may include the following: Membership Director, Publicity Coordinator, Librarian, Property Manager, Fund Raising Coordinator, and Members-at-large, and appointed members including: the conductor, the assistant conductor, and the business manager. The number of directors for the ensuing year shall be fixed by the members at each annual meeting and the number so designated shall then be elected by ballot by the members, to hold office until the next annual meeting and thereafter until their successors shall be duly elected, and, within the foregoing limitation as to the minimum number, the number of directors may be decreased or increased by the members at any meeting and, in case the number is increased, the additional directors shall be elected by ballot as if elected at an annual meeting Notwithstanding the foregoing, the members may vote if a majority of them determine that the directors shall serve on a staggered basis, with one-half (1/2) of the directors to be elected for a one-year term, one-half (1/2) for a two-year term and with one-half (1/2) of the Board elected annually thereafter for a two-year term.

SECTION 4.2 Election of Officers. A meeting of the Board of Directors shall be held before the annual meeting of the members. At such meeting, the Board of Directors shall elect the officers of the corporation for the ensuing year.

SECTION 4.3 Chairman. The Board may appoint from among its members a Chairman who shall preside at all meetings, and serve during the pleasure of the Board, and perform such other duties as may be assigned to him/her by the Charter of Incorporation, these Bylaws, or by the Board.

SECTION 4.4 Regular Meetings. The Board of Directors may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, and no further notice thereof shall be required.

SECTION 4.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the corporation or by any two (2) directors.

SECTION 4.6 Notice of Meetings. Except as otherwise expressly provided, reasonable notice of any meeting of the Board of Directors shall be given to each director (other than the person or persons calling the meeting and other than the person giving notice

of the meeting) by the secretary or by the person or one of the persons calling the meeting, by advising the director of the meeting by word of mouth or electronic media or by telephone or by leaving written notice or any other normally accepted means of communication thereof with him/her or at his/her residence or usual place of business.

SECTION 4.7 Notice Unnecessary. The presence at any meeting by any director shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting to such director. No notice of a meeting of the Board of Directors need be given to any director who at the time is absent from the Island of Oahu.

SECTION 4.8 Quorum. At a meeting a majority of the total number of directors at which the Board of Directors has been fixed by the members shall constitute a quorum to transact business, and, in order to be valid, any act or business must receive the approval of a majority of such quorum. A vacancy or vacancies in the membership of the Board of Directors shall not affect the validity of any action of the Board of Directors, provided there is present at the meeting a quorum of all the directors at which the Board of Directors has been fixed.

SECTION 4.9 Adjournment. In the absence of a quorum at a meeting duly called, the President or a majority of the directors present may adjourn the meeting from time to time without further notice, and may convene or reconvene the meeting when a quorum shall be present.

SECTION 4.10 Action by Consent. Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the meetings of the Board of Directors. Such consent shall be treated as a vote of the Board of Directors for all purposes.

SECTION 4.11 Permanent Vacancies. If any permanent vacancy shall occur in the Board of Directors through death, resignation, or other cause, the remaining directors, by the affirmative vote of a majority of all remaining members of the Board, may elect a successor director to hold office for the unexpired portion of the term of the director whose place shall be vacant. The Board of Directors may elect a successor for any officer whose office becomes vacant for any of the foregoing reasons.

SECTION 4.12 Temporary Vacancies. Substitute Directors - If any temporary vacancy shall occur in the Board of Directors through the absence of any director from the Island of Oahu or the sickness or disability of any director, the remaining directors, whether constituting a majority or a minority of the whole Board, may by the affirmative vote of a majority of such remaining directors appoint some person as a substitute director, who shall be a director during such absence, sickness, or disability and until such director shall returns to duty or the office of such director shall becomes permanently vacant.

SECTION 4.13 Proxies. Voting by proxy shall be permitted at any meeting of the Board of Directors and of any committees, boards, or bodies created by the Board.

SECTION 4.14 Powers. The Board of Directors shall manage the property and business of the corporation and shall have and may exercise all of the powers of the corporation except such as are reserved to or may be conferred from time to time by law or by the Charter of Incorporation and any amendments thereto or by the Bylaws upon the members of the corporation.

SECTION 4.15 Committees. The Board of Directors may create and appoint such general or special committees of any kind as the business of the corporation may require and define the authority and duties of such committees, except that such committees shall not have the power to fill vacancies in the Board of Directors, or any such other powers as may be reserved to the Board of Directors by statute or otherwise.

SECTION 4.16 Gifts and Contributions. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

SECTION 4.17 Procedure. The Board of Directors shall fix its own rules of procedure, which shall not be inconsistent with these Bylaws.

## ARTICLE V OFFICERS AND MANAGEMENT

SECTION 5.1 Appointment Term. The officers of the corporation shall be the President, the Vice President(s), the Secretary-Treasurer, and in addition thereto, at the discretion of the Board of Directors, such other officers, with such duties, as the Board of Directors shall from time to time determine. The officers shall be elected annually by the Board of Directors as outlined in Section 4.2. Each officer must be a director or member of the Corporation, unless otherwise specified by the Board. Any person may hold more than one office provided that there be at least three (3) persons as officers of the Corporation. The Board of Directors may, at its discretion, from time to time limit or enlarge the duties and powers of any officer appointed by it.

SECTION 5.2 The President. The President shall be the chief executive officer of the corporation. S/He shall preside at all meeting of the members and in the absence of the Chairman of the Board of Directors, or if no Chairman of the Board of Directors shall have been appointed, the President shall preside at all meetings of the Board of Directors S/He may call special meetings of members at his/her discretion and shall call annual meetings of members, as provided by these Bylaws Subject to the directions and controls of the Board of Directors, the President shall have the general management, supervision, and control of all of the property, business, and affairs of the corporation, and exercise such other powers as the Board may from time to time confer upon him/her.

SECTION 5.3 The Vice President(s). The Vice President(s) shall, in such order as the Board of Directors shall determine, perform all of the duties and exercise all of the powers of the President provided by these Bylaws or otherwise, during the absence or

disability of the President or whenever the office of President shall be vacant, and shall perform all other duties assigned to him/her or them by the Board of Directors or the President. The Board of Directors may designate one of the Vice President(s) as Executive Vice President(s) and the Vice President(s) so designated shall be first in order to perform the duties and exercise the power of the President in the absence of that officer.

SECTION 5.4 The Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors, and shall record the proceedings thereof in the minute book or books of the corporation. S/He shall give notice, in conformity with these Bylaws, of meetings of members and, where required, of meetings of the Board of Directors.

SECTION 5.5 The Treasurer. The Treasurer shall have custody of all of the funds, notes, bonds, and other evidences of property of the corporation. S/He shall deposit or cause to be deposited in the name of the corporation all monies or other valuable effects in such banks, trust companies, or other depositories as shall from time to time be designated by the Board of Directors. S/He shall make such disbursements as the regular course of the business of the corporation may require or the Board of Directors may order. S/He shall perform all other duties incident to his/her office or which may be assigned to him/her by the President or the Board of Directors.

SECTION 5.6 Absence of Officers. In the absence or disability of the President and Vice President, or Vice Presidents if more than one, the duties of the President (other than the calling of meetings of the members and the Board of Directors) shall be performed by such persons as may be designated for such purpose by the Board of Directors. In the absence or disability of the Secretary/ Treasurer the duties of the Secretary/ Treasurer shall be performed by such person or persons as may be designated for such purpose by the Board of Directors.

SECTION 5.7 Conflict of Interest. Any issue relative to a conflict of interest or perception of a conflict of interest shall be determined by the Board of Directors. Directors shall have no financial interest in or be engaged in an official capacity in any business undertaken with the organization by which she or he may stand to benefit directly.

SECTION 5.8 Nepotism. Any persons employed under contract by this organization or serving on the Board of Directors shall be chosen on the basis of merit and not on that of family relationship to a member or members of the Board of Directors.

## ARTICLE VI REMOVALS, VACANCIES, AND ABSENCES

SECTION 6.1 Removals. The members of the corporation may at any time depose or remove from office for or without cause, any director, officer, subordinate officer, agent, or employee. The Board of Directors may at any time remove from office or discharge

from employment any officer, subordinate officer, agent, member, or employee appointed by it or by any person under authority delegated by it.

## ARTICLE VII AUDIT OF BOOKS OF THE CORPORATION

The Board of Directors may, from time to time, cause a complete audit to be made of the books of the corporation and shall thereafter make appropriate reports to all members of the Board of Directors and of the corporation. The Board of Directors may appoint some person, firm, or corporation engaged in the business of auditing to act as the auditor of the corporation.

## ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 8.1 Contracts. The Board of Directors may by general or special resolution authorize the President and/or any other officer or officers of the corporation to enter into any contract or to execute and deliver any document, instrument, or writing of any nature in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, member, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

SECTION 8.2 Checks, etc. All checks, letters of credit, drafts, or orders for the payment of money, notes, or other evidences of indebtedness shall be signed or endorsed by such authorized person or persons or in such manner as shall from time to time be determined by the Board of Directors.

SECTION 8.3 Facsimile Signatures. The Board may provide for the execution of any corporate instrument or document, including, but not limited to checks, letters of credit, drafts, and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures.

SECTION 8.4 Funds. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## ARTICLE IX INSPECTION OF CORPORATE RECORDS AND BYLAWS

SECTION 9.1 Inspection of Corporate Records. The books of account and the minutes of proceedings of the membership and directors shall be open to inspection upon written request of any member, at any reasonable time, and for a purpose reasonably related to his/her interests as a member. Request for inspection other than at a meeting

shall be made in writing to the President, the Secretary- Treasurer, or any other officer designated by the Board of Directors.

SECTION 9.2 Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business a copy of the Bylaws of the corporation as amended or otherwise altered to date, which shall be open to inspection by the members at all reasonable times during office hours.

## ARTICLE X LIABILITY AND INDEMNIFICATION

SECTION 10.1 Liability. No director, officer, employee, member, or agent of the corporation and no heir, executor, or administrator of any such person shall be liable to this corporation for any loss or damage suffered by it on account of any action or omission by him/her as such director, officer, employee, member, or agent if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of this corporation, unless with respect to an action or suit by or in the right of the corporation to procure a judgment in its favor such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his/her duty to this corporation.

SECTION 10.2 Indemnification.

(a) The corporation shall indemnify and hold harmless each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) because s/he is or was a director, officer, employee, member, or agent of the corporation or any division of the corporation, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if s/he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of this corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

(b) The corporation shall indemnify and hold harmless each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because s/he is or was a director, officer, employee, member, or agent of the corporation or any division of the corporation, against expenses (including reasonable



attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his/her duty to this corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer employee, member, or agent of the corporation or any division of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (a) and (b) of this SECTION, or in defense of any claim, issue, or matter therein, s/he shall be indemnified and held harmless against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this SECTION (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, member, or agent is proper in the circumstances because s/he has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination may be made (1) by the Board by a majority vote of a quorum consisting of members of the Board who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested members of the Board so directs, by independent legal counsel in a written opinion to the corporation.

(e) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in a particular case upon receipt of an undertaking by or on behalf of the director, officer, employee, member, or agent to repay such amount unless it shall ultimately be determined that s/he is entitled to be indemnified and held harmless by the corporation as authorized in this ARTICLE.

(f) The indemnification and hold harmless provisions of this ARTICLE shall not be deemed exclusive of any other rights to which those indemnified and held harmless may be entitled, shall continue as to a person who has ceased to be a director, officer, employee, member, or agent, and shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such person.

(g) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, member, or agent of the corporation or any division of the corporation against liability asserted against or incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify and hold him/her harmless against such

liability under the provisions of this ARTICLE. Any such insurance may be procured from any insurance company designated by the Board.

#### ARTICLE XI FISCAL YEAR

The fiscal year of the corporation shall be such as may from time to time be established by the Board of Directors.

#### ARTICLE XII AMENDMENT TO BYLAWS

The Bylaws, and every part thereof may from time to time and at any time, be amended, and new or additional bylaws may be by an affirmative vote of not less than a majority of all the members of the corporation at any meeting of the members of the corporation if notice of the proposed amendment shall have been given in the notice for such meeting, or by written consent of not less than a three-fourths (3/4) majority of all members of the corporation.

## BEHAVIOR POLICY

The personnel, participants and/or volunteers in the Honolulu Wind Ensemble (HWE) should be aware that it is the policy of HWE to strive to provide a safe environment that is free from sexual harassment, sexual misconduct and other offensive behavior. Such behaviors are unacceptable and will not be tolerated by HWE. Any volunteer, participant, or personnel found to have acted in violation of HWE's policy shall be subject to appropriate disciplinary action at the discretion of HWE up to and including reporting allegations to appropriate civil authorities, if necessary. Personnel, participant(s) and/or HWE volunteer(s) may also be subject to personal legal liability for engaging in acts of sexual harassment, sexual misconduct and/or other offensive behavior.

1. **SEXUAL HARASSMENT** includes unwelcome sexual advances, requests for sexual favors and other verbal and physical conduct of a sexual nature when submission to or rejection of such conduct is used as the basis for decisions within an organization, or such conduct has the purpose or effect of unreasonably interfering with one's work/volunteer/participant performance or creating an intimidating, hostile or offensive environment. Sexual harassment does not refer to behavior or compliments of a socially acceptable nature. It refers to behavior that to a reasonable person, is unwelcome, that is personally offensive, lowers morale, and consequently interferes with work or participation effectiveness.

2. **SEXUAL MISCONDUCT:** A comprehensive list of specific acts constituting sexual misconduct would be impossible. Common sense must be followed. Sexual misconduct can include any unwelcome sexual advance, request for sexual favors, or other verbal or physical conduct of a sexual nature by or between any personnel, participants, or volunteers involved in any HWE event/activity. It also includes any sexual conduct that arises from or during the work of HWE involving any HWE personnel, volunteer and/or participant that is unlawful, morally inappropriate, or otherwise within the definition of sexual harassment.

3. **INAPPROPRIATE BEHAVIOR:** It is the policy of HWE to maintain an environment free from intimidation, threats or violence. This includes, but is not limited to, intimidating or threatening behaviors, physical, written (including through electronic transmission), or verbal mistreatment, vandalism, sabotage, use of weapons, carrying weapons, or any other act which in opinion of HWE's Board of Directors is inappropriate.

4. **REPORTING:** Sexual Harassment, Sexual Misconduct, or Other Offensive Behavior.  
a. **INTERNAL REPORTING** is reporting to HWE's Board of Directors or Ombudsman. HWE cannot respond to concerns about sexual harassment, sexual misconduct, or other offensive behavior if HWE is not informed that such conduct is taking place. Therefore, if anyone believes that he/she has been a victim of or has witnessed someone else be the victim of sexual harassment, sexual misconduct, and/or some other offensive behavior, they should report the incident immediately to a member of HWE's Board of Directors or Ombudsman.

HWE requests the support and cooperation of all personnel, volunteers, and participants in this effort. Complaints will receive prompt attention and the situation will be investigated by HWE and the police. All investigations will be kept as confidential as possible, though HWE cannot guarantee absolute confidentiality. Based on the results of the investigation, disciplinary action or other corrective actions that HWE, in its discretion, feels is appropriate, will be taken. Personnel, volunteers, and/or participants should directly contact proper law enforcement authorities (by dialing 911 or otherwise) if they believe there is an immediate threat to their own health and safety, the health and safety of others, or property. HWE will not tolerate any retaliation for making any complaints under this policy or participating in any investigation

b. EXTERNAL REPORTING is reporting to local law enforcement and/or local departments of social services. Any instance of sexual harassment, sexual misconduct, or other offensive behavior may be reported externally as you see fit. In addition to the foregoing, it is HWE's intent to comply with all federal, state and local laws regarding discrimination, harassment, and other offensive behavior, and this policy expresses such intent for your guidance. However, this section and the policy referenced are not intended to and does not create any contractual rights.