

BYLAWS OF THE BAY CONCERT BAND

Article I – Name

1. The name of this organization shall be: BAY CONCERT BAND.
2. This organization will be referred to in these BYLAWS as the BAND.

Article II – Purposes

1. The purposes of the Bay Concert Band are:
 - a. To promote continuing music education in an adult community band setting using a variety of means (instruction, scholarship awards, outreach);
 - b. To promote the appreciation of music;
 - c. To provide individual participation in the performance of instrumental music in the greater Bay area;
 - d. To provide performing opportunities for interested high school students at the invitation of the Music Director.

Article III – Basic Policies

1. The name of the Bay Concert Band, or the names of any members in an official capacity, shall not be used in connection with a commercial concern, or with any partisan interest or for any purpose not appropriately related to the purposes of the Band as stated in Article II.
2. The Band is a 501©(3) not-for-profit organization. Assets, if any, shall be distributed by the Board of Directors as it may determine. No part of the activities of the Band shall be the promotion of propaganda, the influencing of legislation or the intervention in any political campaign on behalf of any candidate for public office.
3. The Band shall cooperate with the schools and other institutions and organizations which support the improvement of music appreciation and performance. However, persons representing the Band in such matters shall make no commitments that bind the Band without the approval of the Board of Directors.

Article IV – Membership and Dues

1. Membership in the Bay Concert Band is open to any adult musician without regard to race, religion, creed, gender, disability, age, veteran, marital status or national origin.
2. There shall be two classes of membership:
 - a. Performing and
 - b. Sustaining

- c. Performing members will include all persons who perform in regularly scheduled public concerts and who pay the membership dues for the fiscal year. Performing members must be able to read music and have a demonstrated musical competence consistent with the Band's level of performance. The Music Director may excuse, with Board review and approval, any member who does not demonstrate these skills.
 - d. Sustaining members will include all non-performing persons who voluntarily contribute to the Band within each fiscal year.
3. Members of the organization are subject to compliance with the provisions of the Bylaws.
 4. The Board of Directors shall determine the amount of membership dues to be assessed for each fiscal year.
 5. Annual membership dues shall be waived for the following:
 - a. Members who make a donation of \$100 or more;
 - b. Members who are high school students;
 - c. Members who serve on the Board of Directors.
 6. Only members in good standing with the Band shall be eligible to participate in its concerts and business meetings or to serve in any of the Band's elective or appointed positions.

Article V – Officers and Directors

1. Qualifications of Directors – Each Director shall be at least eighteen years of age and must commit to their duties as described herein. Members of the Board should strive to promote the stated purposes of the Band and have the expertise, experience, time and willingness necessary to actively participate in its activities.
2. The Board of Directors – (individually Directors) of the Bay Concert Band shall consist of:

Officers

 - a. President
 - b. Vice President and Director of Volunteers
 - c. Secretary and Director of Printed Materials
 - d. Treasurer

Directors

 - a. Director of Public Relations
 - b. Historian
 - c. Director of Education and Scholarships
3. Election for Board positions shall take place at the Annual Meeting of the membership at one of the last four (4) regular rehearsals of the concert season and assume their official duties on the following August 1st.
4. By May 2nd the slate of officers is presented at the Annual Meeting, second half of rehearsal. The Band Member Handbook and By-Laws will be presented at this time.
5. A vacancy occurring in any office or Board position shall be filled for the unexpired term by a person appointed by the Board of Directors.

Article VI – Duties of the Directors

1. The **President** shall conduct all meetings of the Band and the Board of Directors. The President shall perform such other duties as may be prescribed in these Bylaws, or as may be assigned by the Board of Directors. The President shall coordinate the work of the Officers and the Standing Committees of the Board to assure that the purposes may be promoted successfully.
2. The **Vice President** shall act as aide to the President and shall perform the duties of the President in the event of absence or inability of that officer to act. The Vice President shall also take responsibility for other activities as assigned by the Board, and is the Board member responsible for activities that involve the recruitment and/or coordination of volunteers, unless otherwise determined by the Board.
3. The **Secretary** shall record the minutes of all meetings of the Board of Directors and any meetings of the Band membership, and supply a copy of the minutes to each Officer and Director at least one week prior to each Board meeting or review. Also, the Secretary shall perform such other duties as may be directed by the President or the Board.
4. The **Treasurer** shall keep custody of all the funds of the Band and shall keep a full and accurate account of receipts and expenditures. The Treasurer shall present a current financial summary at each regularly scheduled Board meeting, and at such other times as requested by the Board of Directors.
5. The **Director of Public Relations** shall act in the best interests of the Board to negotiate the timing, cost, placement and content of advertising through local media outlets (radio, newspapers, television) to promote Band concerts. The Director of Public Relations will also work with local businesses to promote Band concerts through distribution of schedules, tickets, the display on signs or marquees, etc. The Director of Public Relations will actively seek and recruit advertisers for the Bay Concert Band printed programs according to the fee schedule established by the Board.
6. The **Historian** shall manage and maintain archival material such as concert programs, articles, letters or narratives relating to the Band history and performances.
7. The **Director of Education and Scholarships** shall oversee the administration, communication and selection process for awarding scholarships to residents of Bay County and/or children of Band members that may live outside of Bay County. Also the Director of Education and Scholarships will develop and recommend the qualifications and rules for the application and selection process, and for the amount of the scholarship award, to be approved on an annual basis by the Board of Directors. The Director of Education will also, at the request and/or approval of the Board and the Music Director, coordinate other educational or performance opportunities with local instrumental music students.
8. The Officers and Directors comprising the **Board of Directors** shall perform the duties prescribed by Parliamentary Procedure and Authority in addition to those outlined in these Bylaws and those assigned by the Board of Directors and transact business of the Band including but not limited to:

- a. Approving the plan of work of any committees.
- b. Setting compensation for the Music Director, guest artist(s) and all committees.
- c. Approving funds for supplies, equipment, sheet music or other necessary expenditures.
- d. Board approval is required on all expenses in excess of \$100.
- e. Providing the Music Director with an annual performance review, and any periodic reviews as needed.
- f. Missing 3 meetings within a concert season, without a valid excuse, may be cause for removal as determined by the Board or asked to resign.

Article VII - Ex-officio (Non-voting) Board Members

1. The **Librarian**, to be appointed by the Board, shall manage and maintain the Band's music library, and will make arrangements, working with the Music Director, to fill and distribute folders containing all of the music needed for each concert.
2. The **Production Manager**, to be appointed by the Board, will supervise and coordinate all BCB activities with the Bay City Public Schools and the summer performance(s) at the Shell, organize Band personnel to assist with set up and break down for rehearsals and performances.
3. The **Music Director** shall be a non-voting member of the Board of Directors, shall be appointed or dismissed by the Board of Directors; and shall serve at the pleasure of the Board of Directors. Compensation, if any, shall be determined and annually reviewed by the Board of Directors.
 - a. Roles and Responsibilities of the Music Director
 1. Provides program planning and selects music for each concert.
 2. Coordinates with the Treasurer to set and comply with a budget, to be approved by the Board, for music, equipment and guest artists as part of the yearly fiscal planning.
 3. Selects and arranges for the procurement of music, working with the Librarian to ensure that the timing, cost and availability are manageable.
 4. Consults with Principal Players to assign specific parts, solos or to make special arrangements for seating or instrumentation.
 5. Participates in the publicity and promotion of concerts and the community concert band concept, as requested by the Board.
 6. Works with the Director of Printed Materials to provide program notes, biographical sketches of guest

- performers and other essential information for use in concert programs.
7. Works with the Production Manager to arrange for all equipment and associated needs for concert performances.
 8. Coordinates arrangements with individual and group guest performers and conductors.
 9. Appoints Principal Players and Production Manager.
4. An **Assistant Music Director** may be appointed by the Board of Directors, with duties to be prescribed by the Board. An Assistant Director may be appointed at the discretion of the Board.

Article VIII – Meetings

1. The Annual Meeting of the membership of the Band shall be held on one of the last four (4) regular rehearsals per Article V of the Bylaws.
2. Special Meetings of the membership of the Band may be called by the President or Board of Directors.
3. The Board of Directors shall meet on a regular (monthly) basis, and may convene special meetings at the request of the President or any two Board Members.
4. The presence of a majority of the Board of Directors shall constitute a quorum.

Article IX – Standing and Ad Hoc Committees

1. The Board of Directors may create such committees as it may deem necessary to promote the purposes and carry out the work of the Board. The term of each Chairperson shall be one (1) year or at the pleasure of the Board.
2. The Chairperson of each Committee shall present a plan of work to the Board of Directors for approval. No committee work or expenditures shall be undertaken without the approval of the Board of Directors.

Article X – Conflict of Interest Policy

1. The **Purpose** of the Conflict of Interest policy is to protect the Bay Concert Band's (Band) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Music Director of the Band or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. **Duty to Disclose** – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.
3. **Violations of the Conflicts of Interest Policy** –
 - a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the

- basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
4. **Records of Proceedings** – The minutes of the Board and all committees with Board-delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
 5. **Compensation:**
 - a. A voting member of the Board who receives compensation, directly or indirectly, from the Band for services is precluded from voting on matters pertaining to that member's compensation.
 - b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Band for services is precluded from voting on matters pertaining to that member's compensation.
 - c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Band, either individually or collectively, is prohibited from providing information to any committee regarding compensation for him/herself.
 6. **Annual Disclosure Statements** – Each Director, officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the BA+CB conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands the Band is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
 7. **Periodic Reviews** - To ensure the Band operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

- b. Whether partnerships, joint ventures and arrangements with management organizations conform to the Band's written policies are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

Article XI - Hospitality Policy

1. A get-well card is to be sent to an active BCB member who is hospitalized.
2. Flowers or a donation to a church or charity will be sent to an active BCB member who has a death in the immediate family (spouse, parent or child).
3. The Secretary shall keep a record of:
 - a. To whom the card/gift was sent and the reason it was sent
 - b. Date item was sent.
4. The Treasurer shall keep a record of all amounts spent.
5. An active member, as referred in in these guidelines, is defined as a member who has met conditions of membership as stated in the Bylaws, for the current year.

Article XII - Attendance Policy

1. Members are expected to make every reasonable effort to attend all rehearsals and concerts. For maximum rehearsal effectiveness, this entails members arriving on time and remaining for the complete rehearsal.
2. Members are to contact Music Director in advance of missing or arriving late for a rehearsal or concert. In the event of a rehearsal absence, it is the member's responsibility to ensure the presence of a shared music folder at rehearsals.
3. Section Leaders will poll their sections at the start of each concert period to determine which players will likely play in the upcoming concert. When a member finds that he or she has a change of intention, the Section Leader should be notified. A member may withdraw from any concert without jeopardizing future eligibility. Early notification of a decision not to play a concert will be beneficial to the member's good standing and permit any necessary shifts in instrumentation or music.

Article XIII - Miscellaneous

1. All documents, contracts or other obligations shall be binding upon the signature of the President, or by a Board-appointed designee.
2. CONCERT Dress policy – All members of the Band are required to have a uniform to wear at the performance so designated by the Board of Directors.

3. AMENDMENTS – These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors.
4. DISSOLUTION – In the event of the dissolution of the Band, the assets and estate of the Band, after payment and discharge of its debts, obligations and liabilities, shall be distributed to such charitable, scientific or educational purposes which are exempt within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended by the members of the Board of Directors prior to its dissolution or during its legal administration after its dissolution, shall direct.
5. ACCOUNTING – Annually, or upon request of the Board, the Treasurer shall make a written report available to the Board detailing all accounts, balances, expenditures and income for examination and approval. The Treasurer or a Board-appointed designee shall also prepare and file all required Federal and State tax forms, declarations and statements.
6. FISCAL YEAR – The fiscal year of the Bay Concert Band Corporation shall begin on the first day of August and end on the 31st day of July of each year.
7. YOUTH CONCERT ADMISSION –
 - a. Youth groups of ten (10) or more, consisting of 7th through 12th grade students may be admitted for a discounted price to any regular BCB concert. Children 6th grade and under will be admitted free of charge.
 - b. One (1) adult chaperone for each ten (10) students must also attend the concert and will be admitted free of charge.
 - c. Arrangements may be made through any Bay Concert Band Board member at least ten (10) days prior to the concert of interest. Arrangements will be made to mail tickets to the youth group leader or left for pickup by one of the chaperones at the box office on the date of the concert.
 - d. The Director of Education and Scholarships, with the assistance of the Director of Public Relations, will be responsible for communicating this policy to the public. The policy will also be published in all BCB concert programs.

