

BYLAWS OF THE BAY CONCERT BAND
(approved August 21, 2014)

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.
 - (b) To promote the appreciation of music.
 - (c) To provide individual participation in the performance of instrumental music in the greater Bay County Area.
2. The purposes of the Band are to be promoted through educational enterprises, including instruction, scholarship awards, rehearsal and performance of instrumental programs, and outreach to the greater Bay County area and other nearby communities.
3. The Band shall provide performing opportunities for interested adult musicians and high school students who are invited by the Music Director. Students playing with the Band shall be advised that their participation is not intended as a substitute for musical participation in their school, but as a facet of continuing musical education. Students will be expected to abide by the provisions of these bylaws, but do not have voting privileges and are not required to pay dues. Scholarship recipients may participate in the final concert of the season in which the scholarship was awarded.
4. The Band is not formed for financial gain. 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.

Article III – Basic Policies

1. This organization shall be non-commercial, non-sectarian and non-partisan.
2. 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.
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. Any individual who subscribes to the purposes of basic policies of the Bay Concert Band may become a member of the organization, subject to compliance with the provisions of the Bylaws. Membership shall be available without regard to race, religion, creed, gender or national origin.
2. Members shall include all persons who perform in regularly scheduled rehearsals and public concerts, and pay the membership dues for the fiscal year. Members in good standing shall have all voting privileges. 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, a member who does not demonstrate these skills.
3. The Board of Directors shall determine the amount of membership dues to be assessed for each fiscal year.
4. Annual membership dues shall be waived for the following:
 - a. Members who make a donation of \$100 or more
 - b. Members who serve on the Board of Directors
5. 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, a member of Bay Concert Band 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 (currently vacant)
 - (b) Librarian
 - (c) Historian
 - (d) Director of Education and Scholarships
3. At the beginning of each concert season, the current members of the Board of Directors will introduce themselves to the band membership, and briefly explain their roles and responsibilities. This activity will be repeated after the Holiday break, and at that time, current board members may announce if they do not intend to seek re-election.
4. Election - On or about mid-March, the President will announce upcoming elections, and notify the Band membership about upcoming vacancies of any board position.

- (a) Any Band member can nominate any other member in good standing to be considered for election to the board. Self-nomination is also permitted. Nomination can be done publicly, or by contacting any board member at least 30 days before the elections in May.
 - (b) Officers and Directors shall be elected at the Annual Meeting of the membership at one of the last four (4) regular rehearsals of the membership and assume their official duties on the following August 1st.
 - (c) A simple majority of those Band members voting shall be sufficient for election.
- 5. Vacancy – 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.
 - 6. On all matters of Band business requiring a Board decision, each Board Member in good standing shall have one (1) vote.

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 for 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 Band 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 **Librarian** shall manage and maintain the Band 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.
- 7. The **Historian** shall manage and maintain archival material such as concert programs, articles, letters or narratives relating to the Band history and performances.
- 8. The **Director of Education and Scholarships** shall oversee the administration, communication and selection process for awarding scholarships to deserving Bay County ~~high~~-school students. 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.

9. The **Music Director** shall be a non-voting member of the Board of Directors; shall be appointed or dismissed by the Board of Directors; 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:

- i. Provides program planning and selects music for each concert
- ii. 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
- iii. Selects and arranges for the procurement of music, working with the Librarian to ensure that the timing, cost and availability are manageable
- iv. Works with Section Leaders to assign specific parts, solos or to make special arrangements for seating or instrumentation
- v. Participates in the publicity and promotion of concerts and the community concert band concept, as requested by the Board
- vi. 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
- vii. Works with the Stage Manager to arrange for all equipment and associated needs for concert performances
- viii. Coordinates arrangements with individual and group guest performers and conductors
- ix. Appoints Section Leaders and Stage Manager

(b) Roles and Responsibilities of Section Leaders:

- i. Determines the parts to be played by section members for each concert to balance the overall musicality of the section.
- ii. Contacts section members regarding unexpected changes in rehearsal schedule or location.
- iii. Coaches section members and arranges for sectional rehearsals as needed.
- iv. Maintains appropriate section discipline and conduct during rehearsals

10. An **Associate Music Director** may be appointed by the Board of Directors, with duties to be prescribed by the Board.

11. 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 plans 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) Providing the Music Director with an annual performance review, and any periodic reviews as needed.

Article VII – Meetings

1. The Annual Meeting of the membership of the Band shall be held on one of the four (4) last 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 five (5) or more elected Members of the Board of Directors shall constitute a quorum.

Article VIII – 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 IX – 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 performances 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. *(added 05NOV2014 – dbs)*

IMPORTANT NUMBERS – Michigan State Corporate Number: 773181
Federal Employer I.D. Number: 38-2190802

APPENDIX A-1

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 Section Leader, Music Director or other member 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.

APPENDIX A-2

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 to in these guidelines, is defined as a member who has met conditions of membership as stated in the Bylaws, for the current year.

Appendix A-3

YOUTH ADMISSION POLICY

1. 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.
2. One (1) adult chaperone for each ten (10) students must also attend the concert and will be admitted free of charge.
3. 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.

4. 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.

Appendix A-4
CONFLICT OF INTEREST POLICY
(Adopted May 21, 2014)

Article I
Purpose

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 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.

Article II
Definitions

1. Interested Person

Any director, officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Band has a transaction or arrangement,
- b. A compensation arrangement with the Band or with any entity or individual with which the Band has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Band is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. 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.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee shall determine whether the Band can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Band's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. 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.

Article IV 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.

Article V 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 himself or herself.

Article VI Annual 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 conflicts 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.

Article VII 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 VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Band may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews.