

BYLAWS OF SEQUIM CITY BAND

Revised October 24th 2011

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be THE SEQUIM CITY BAND.

Section 2: The SEQUIM CITY BAND is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or other such provisions of state or federal law as may from time to time be applicable), more specifically to expand local awareness of and participate in the performing musical arts.

ARTICLE II - MEMBERSHIP

Section 1: Membership is extended to all qualified musicians with the approval of the Music Director and Section leader, without regard to race, creed, color, gender or sexual orientation.

Section 2: Powers. Regular Members may be asked to approve changes to the bylaws.

Section 3: Responsibilities. Members are encouraged to:

- a. attend all rehearsals and performances or
- b. notify Music Director and section leader when unable to attend any rehearsal or performance.

Section 4. Dues. The Sequim City Band does not require dues from individual band Members, though contributions are welcome.

Section 5: Regular Members. A volunteer will be deemed to be a Regular Member after performing or volunteering time with the band for three (3) performances. After one (1) year of absence from the group, they will not be considered as Regular Members for voting and elections.

ARTICLE III - MEETINGS

Section 1: **Annual Meeting.** The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: **Special Meetings.** Special meetings may be called by the President or the Executive Committee.

Section 3: **Notice.** Notice of each meeting shall be given to each voting member, by mail, or email, not less than ten days before the meeting.

Section 4. **Regular Rehearsals.** Regular rehearsals of the Band will be held on a time and day of the week selected by the Board and Music Director. Place of rehearsal shall be designated by the Music Director and the Board. Additional rehearsals or suspension of regularly scheduled rehearsals shall be at the discretion of the Music Director and the Board. No notice shall be required of any rehearsal, provided the time and place have been announced at a previous rehearsal, by mail, email or phone.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: **Governing Body.** The Governing Body shall be the Board of Directors.

Section 2: **Board Role, Size, Compensation.** The Board is responsible for overall policy and delegates the responsibility of day-to-day operations to the Directors and committees. The Board shall have no fewer than five (5) members. The board receives no compensation other than reasonable expenses.

Section 3: **Meetings.** The Board shall meet a minimum of five (5) times per year, at an agreed upon time and place.

Section 4. **Nominations for The Board Of Directors.** The Board, meeting at least thirty days prior to the annual meeting of the Band, shall appoint a nominating committee consisting of three (3) to five (5) Regular Members. It shall be the duty of this committee to nominate candidates [RG1]for the offices to be filled at the annual meeting. The nominating committee shall report at the annual meeting of the Band. Before the election at the annual meeting, additional nominations from the floor shall be permitted provided the individual to be nominated meets the qualifications and has agreed to serve if elected.

Section 5. **Board Member Election and Term Of Office.** The Board Members shall be elected, by voice vote, written ballot or other satisfactory method at the annual meeting. To serve for one (1) year or until their successors are elected. Their term of office shall begin on the first day of the month following the annual meeting at which they are elected. a Board Member may succeed him or herself.

Section 6: **Recall** At any time, regular members can call a special vote to replace the Board of Directors. A simple greater than 50% majority vote of the regular members will result in a board recall. At such a time, a nominating committee will be formed to operate as the board with the powers of the board until a new board is elected. A recall election shall be held within 90 days of the recall of the sitting board

Section 7: **Terms.** All Board members shall serve one (1)year terms, but are eligible for re-election.

Section 8: **Quorum.** A quorum must be attended by at least 50 percent of the Board members before business can be transacted or motions made or passed.

Section 9: **Notice.** An official Board meeting requires that each Board member have notice two (2) weeks in advance. Notice can be provided by writing, phone or email.

Section 10. **Officers and Duties.** There shall be at least five (5) officers of the Board consisting of an executive committee comprised of the President, Vice-President, Treasurer, Secretary, and one more. . The Officers will be selected and appointed by the board at the first board meeting after the annual meeting of the band. Their duties are as follows:

The PRESIDENT shall:

- a. be the chair of the executive committee
- b. convene regularly scheduled Board meetings,
- c. preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice President, Treasurer and Secretary.
- d. represent the Band or appoint a representative to appear before city organizations, parks administrations, etc.
- e. appoint committees for accomplishment of Band functions.
- f. vote in the case of a tie.
- g. Upon leaving office, the President shall transmit all property of the corporation to his/her successor and shall provide advice and counsel, if and as needed throughout the subsequent term, to his/her successor.

The VICE-PRESIDENT shall:

- a. be a member of the executive committee
- b. conduct the affairs of the Band in the absence of the President,
- c. chair committees on special subjects as designated by the board and make a report at each Board meeting.
- d. Upon leaving office, the Vice-President shall transmit all property of the corporation to his/her successor and shall provide advice and counsel, if and as needed throughout the subsequent term, to his/successor.

The TREASURER shall:

- a. be a member of the executive committee

- b. chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, make disbursements with the approval of the President or Administrative Board, and make financial information available to Board members and the public.
- c. file appropriate tax forms and governmental reports as necessary to preserve the tax-exempt status of the corporation.
- d. Keep books of accounts and records including bank statements, receipts, budgets, invoices, paid receipts and canceled checks for five (5) years (some documents, such as the IRS 990 and audit reports, are kept permanently).
- e. Upon leaving office, the Treasurer shall transmit all property of the corporation to his/her successor and shall provide advice and counsel, if and as needed throughout the subsequent term, to his/successor.

The SECRETARY shall:

- a. be a member of the executive committee
- b. be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings
- c. send out meeting announcements
- d. distribute copies of minutes and the agenda to each Board members
- f. assure that corporate records are maintained Upon leaving office, the Secretary shall transmit all property of the Band to his/her successor and shall provide advice and counsel, if and as needed throughout the subsequent term, to his/her successor.
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Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two (2) weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if she/he has three (3) unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths ($\frac{3}{4}$) vote of the remaining directors.

Section 12: **Special Meetings.** Special meetings of the Board shall be called upon the request of the President or one-third ($\frac{1}{3}$) of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two (2) weeks in advance.

Section 13: **Powers.** As the governing body of the corporation, the Board shall have full powers in all matters affecting the affairs of the corporation, including regulation of the admittance, suspension and expulsion of members, execution of contracts, and in every instance the action of the Board shall be final.

Section 14. **Contracts.** The Board of Directors may authorize officer or officers, agents or agents of corporations, in addition to officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and in behalf of the Band, and such authority may be general or confined to specific instances.

ARTICLE V – BAND STAFF

Band Music Director

Section 1: **Contract.** A Band Director shall be hired by Contract executed between the Board and the Band Director. Compensation and terms shall be defined in the Contract.

Section 2: **Band Director Responsibilities.** The responsibilities of the Band Director shall be as listed in the contract, including

- a. conducting rehearsals of the band each week,
- b. conducting band concerts,
- c. selecting band music to be rehearsed and programmed with suggestions from the band, public, and library committee.
- d. In conjunction with the Board of Directors, scheduling performances.

Business Manager

Section 1: At its discretion, the board of directors may appoint, or hire by contract Band Manager to manage the day to day operations of the band. If this position is not filled, the day to day operation of the band will be managed by the executive committee, and any subcommittees as determined by the executive committee.

Section 2: Responsibilities. The responsibilities of the Executive Director will be defined at the time the position is created. They will be reviewed annually thereafter by the board. This position can be terminated at any time by the board.

ARTICLE VI - COMMITTEES

Section 1: The Board may create committees as needed. The Board President appoints all committee chairs. A committee must have a minimum of three (3) members to have an approved budget. Committees of fewer than three (3) must have all expenditures approved by the board of directors in advance.

There are two (2) committees defined by the bylaws. The Executive and Finance committees, which are charged with maintaining the operation of the band, have their roles defined below.

Section 2The Executive Committee. The Executive Committee consists of the five (5) officers of the board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three (3) other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VII - BUDGET

Section 1: **Fiscal Year.** The fiscal year shall run from January 1 through December 31 of the following year.

Section 2: **Budget Preparation.** The Finance Committee, will prepare a budget for the upcoming fiscal year. The budget should be sent to general membership at least fourteen (14) calendar days prior to the general meeting where the budget will be voted on. The Board of Directors shall be available for assistance with budget preparation.

Section 3: **Budget Approval.** The budget will be voted on at the yearly Annual Meeting.

Section 4: **Annual Budget Audit.** Annually, the budget shall be audited to ensure that it still supports the financial goals of the organization. Within the first six(6) months of the budget year, an audit committee of the Treasurer and two (2) volunteer general members who are not members of the Board of Directors will be formed. The Audit Committee shall submit its report within three(3) months and provide written copy to the Board of Directors.

ARTICLE VIII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds ($\frac{2}{3}$) majority of the Board of Directors, or simple majority of Regular Members. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the Sequim City Band on ~~November 17, 2010~~.

ARTICLE VIII – DISTRIBUTION OF ASSETS UPON DISSOLUTION.

Upon dissolution of the Sequim City Band, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

ARTICLE X - PARLIAMENTARY AUTHORITY.

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