

## **ARTICLE I                      Name and Purpose**

**Section 1**    The name of this corporation shall be The Columbia Community Band, Inc. which is tax exempt under section 501(c)(3) of the Internal Revenue Code.

**Section 2**    The primary purpose of the organization is to provide an amateur community band for the Columbia, Missouri area, to promote interest and participation in band music, and to provide concerts of band music.

**Section 3**    No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or Intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE II                      Membership and Musicianship**

### **Section 1    Membership**

**Part A**    Membership is open to anyone interested in the purpose of the Columbia Community Band who meets the musicianship standards of the band regardless of race, age, sex, color, creed national origin, or handicap. The Music Director shall be responsible for articulating and enforcing musicianship standards and may require an audition of any member applicant.

**Part B**    Any band member who wishes to invite a group or individual must first consult the Music Director in order to assure that the instrumental balance of the ensemble is maintained and that his/her plans are consistent with those of the Music Director and the Board of Directors.

**Part C**    Membership may be maintained so long as musical competence is maintained and the other conditions stated in the by-laws are met.

**Part D**    Each member shall be entitled to one vote, in person, at any regular, adjoined, or special meeting of the membership.

**Part E**    Any member may be expelled or suspended from the Band by a majority vote of the Board of Directors, after written charges have been presented by a member or members to the Board of Directors. However, any member so suspended shall have the right to appeal such decision at the next meeting of the Board of Directors and may be reinstated upon receiving a majority vote of the Board of Directors.

### **Section 2    Musicianship**

**Part A**    Participation at any particular concert requires that every member (1) meets the musicianship standards required by that concert's music, and (2) has attended a sufficient number of rehearsals for said concert to be familiar with the music and the director conducting the

concert. The Music Director may limit the participation in the concert or pre-concert rehearsals of anyone who fails to meet these requirements.

**Part B** The Music Director may appoint section leaders to advise him/her in establishing and maintaining the musicianship standards of the organization. The Music Director shall consult with the section leaders he/she has appointed on matters involving the musicianship of the section members; such consultation specifically to include the within-section seating of members. Section leaders shall serve until replaced.

**Part C** The Music Director shall have the final decision in interpreting these by-laws in all matters of musicianship.

## **ARTICLE III Fiscal Year and Dues**

### **Section 1 Fiscal Year**

The fiscal year shall be from October 1 through September 30.

### **Section 2 Dues**

The Board of Directors shall have the authority to impose a membership fee of not more than \$25 per year with the approval of the members of the band.

## **ARTICLE IV Board of Directors**

### **Section 1 Definition**

The governing body of this organization shall be the Board of Directors, which shall consist of the nine elected Directors and the immediate past president.

### **Section 2 Meetings**

The Board of Directors shall meet annually and at other times when called by the President. A majority of the Board of Directors shall constitute a quorum.

### **Section 3 Election**

The election of Directors shall be as follows:

#### **Part A Time**

Three Directors shall be elected each year by the membership of the Band at the annual business meeting.

#### **Part B Method**

A slate of nominees shall be presented by the Board of Directors. Each voting member of the band shall be entitled to vote for three nominees. The membership shall elect by ballot from the proposed slate of nominees, nominations from the floor, and write-in candidates, and the three receiving the highest number-of votes shall be elected.

### **Part C Term**

All directors shall be elected for a term of three years, or until successors are elected and shall be from October 1st through September 30th of the second year thereafter. In the event of failure or inability of a director to perform duties incident to the office, the Board of Directors shall have the authority to declare the position vacant.

### **Section 4 Privileges**

The Board of Directors shall have full power to transact the business for which this Band is organized in order to carry out the purpose of the organization. Only a member of the Board of Directors shall hold the power, when present, to vote and introduce motions at meetings of the Board of Directors.

### **Section 5 Vacancies**

Vacancies among the officers shall be filled as provided in ARTICLE IV. In the case of a vacancy among non-officer Directors, the Board of Directors shall elect a successor to hold office for the remainder of the term.

## **ARTICLE V Officers**

### **Section 1**

The officers of the Band shall be the President, Vice-President, Secretary and Treasurer.

### **Section 2 Election**

**Part A** Officers shall be elected by the Board of Directors from within the Board of Directors at the first meeting after the Directors are elected at the annual meeting.

**Part B** The term of office shall be one year, or until successors are elected, and shall correspond to the fiscal year. In the event of failure or inability of an officer to perform duties incident to the office, the Board of Directors shall have the authority to declare the office vacant.

### **Section 3**

In the case of a vacancy among the officers, the Board of Directors shall elect a successor to hold office for the remainder of the term.

### **Section 4 Rights and Duties of Officers**

#### **Part A President**

The President shall preside at all meetings of the Board of Directors and shall perform the following duties:

1. Appoint chair people for all committees for the various activities of the Band, unless otherwise ordered by the Board of Directors or members, or as designed in the By-laws.
2. Appoint a successor to fill the un-expired term of any officer or director, subject, however, to approval by the Board of Directors.

### **Part B Vice-President**

In the absence or at the request of the President, the Vice-President shall:

1. Officiate and perform all duties incumbent upon the President.

### **Part C Secretary**

The Secretary shall maintain all records of the Band and shall:

1. Maintain accurate minutes of all meetings of the Board of Directors.

### **Part D Treasurer**

The Treasurer shall maintain accurate records of all Band financial matters and shall:

1. Accept and maintain custody of all Band monies and property and issue checks in payment of all liabilities... except as herein provided elsewhere.
2. Collect Band mail and dispense it to the proper persons

## **ARTICLE VI Music Director**

### **Section 1**

The Music Director shall be appointed by the Board of Directors for an indefinite term. The Music Director shall have sole authority to make all decisions on matters of music and performance.

### **Section 2**

The Music Director shall arrange the provision of all music to be performed by the band and make arrangements for rehearsals.

### **Section 3**

The Music Director shall have sole authority to decide the time, place and location of performances. He may delegate this authority to a band member who shall act as a "Band Manager".

### **Section 4**

The Music Director may be removed at any time by a vote of a majority of the members of the Board of Directors.

## **ARTICLE VII Standing Committees**

### **Section 1**

Committees shall serve at the convenience of the Board, and will be chaired by member of the Board. They report directly to their Board member, who in turn reports to the President. Each committee member shall serve for one year until the next annual meeting or until the committee is dissolved. Committee members must be members of the Band. Volunteers for the committees

shall be requested at the annual meeting each year and by email if necessary. With the exception of the nominating committee, each committee shall consist of no more than 5 members: maximum 2 Board Members (including chair) and at least 3 Band members.

## **Section 2 Standing Committees**

### **Part A Public Relations Committee**

Areas of responsibility include: concert publicity/promotion, program creation/printing.

### **Part B Finance Committee**

Chaired by the Treasurer, areas of responsibility include: annual financial review of the Band financial records, development and management of giving programs.

### **Part C Operations Committee**

Areas of responsibility include: records management, website maintenance, membership communications, and maintenance of historical documents.

### **Part D Nominating Committee**

Shall consist of three Board members appointed by the President at least one month before the Annual Band Meeting. The President may not serve on the Nominating Committee. The committee shall solicit Band members to be presented to the membership for election (Article IV.3.B).

## **Section 3 Special/Ad-Hoc Committees**

### **Part A.**

The President of the Board shall appoint special/Ad-Hoc committees as deemed necessary. Any special/ad-hoc committee will follow the same guidelines as standing committees, but will only exist as long as needed and will thus, not be a standing committee.

### **Part B.**

Special /ad-hoc committees may include, but are not limited to: a Keith House Scholarship Committee, for selecting scholarship recipients; a Bylaws Committee, for review and edit of the Bylaws as needed; and an Audit Committee, to meet every three years to oversee the integrity of the Band's financial standing.

## **Section 4. Ex-Officio Committee Membership**

The President shall serve as an ex-officio member to all committees except for the Nominating Committee

# **ARTICLE VIII Band Property and Finance**

## **Section 1 Properties**

There shall be procedures required to account for and control the expenditures, receipt and custody of Band properties, which shall be:

### **Part A Monies**

Cash or equivalent.

### **Part B Fixed Assets**

Property or equipment used by the Band, which is not for resale, having a useful life of one year or more, i.e., file cabinets, music cabinets, cases, instruments, etc.

### **Part C Inventory**

Property purchased by the Band and held for resale to members, i.e., jackets, bags, Band patches, etc.

### **Part D Expendables**

Supplies or materials normally expended at the time of usage, i.e., stamps, stationery, etc.

### **Part E Payment of Funds**

All checks of other drafts authorizing the payment of funds shall be signed by such agents of the band as shall be determined by the Board of Directors.

## **Section 2 Authorization for Custody**

Band members may be directed to receive and disburse monies and custody of Band property only upon authorization by the Board of Directors.

## **Section 3 Records**

Any member of the Band accepting custody of Band property, except expendables, shall maintain records adequate to substantiate the correctness and accuracy of all receipts, disbursements, and balance on hand.

## **Section 4 Transfer, Loss, Change in Condition, Acquisition**

### **Part A Transfer**

Except for expendables, the transfer of Band property between members shall be reported to the Secretary/ Treasurer.

### **Part B Loss or Change in Condition**

The unaccounted loss or change in condition affecting the worth of Band property shall be promptly reported to the Secretary/Treasurer, who shall present the matter to the Board of Directors for disposition.

### **Part C Acquisition**

The acquisition of fixed assets shall be reported to the Secretary/Treasurer.

## **Section 5 Relief from Custodial Duties**

Any member may obtain relief from custodial duties upon notice to the Board of Directors and shall have -the right to require an audit on the occasion of this relief.

## **Section 6 Dissolution**

Upon the dissolution of the corporation. the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE IX Meetings**

### **Section 1**

The annual meeting of the membership of the Band shall be held between July 15 and October 15, the date to be determined by the Board of Directors, at a place and time to be designated by the President.

### **Section 2**

Special meetings of the membership of the Band may be called at any time by the President, provided consent is first obtained by a majority of the Board of Directors.

### **Section 3**

A quorum of the membership shall consist of -not less than thirty percent of the members. If a meeting of the members of the Band has been duly called for any purpose and there is an absence of a quorum at such meeting, the members present may by majority vote call a further meeting of the members for the same purpose. At such further meeting the members present shall constitute a quorum and by majority vote of those present may approve or authorize a proposed action and take any other action which might have been taken at the original meeting if a sufficient number of members had been present.

## **ARTICLE X Limitations**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officer, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to intake payments and distributions in furtherance of the purposes set forth in ARTICLE I hereof.

## **ARTICLE XI      Amendments**

These By-laws may be amended on the approval of two-third of the members of the Board of Directors present and voting at any meeting of the Board of Directors, provided a quorum is present and if the proposed amendment has been presented at the previous Board of Directors' meeting.

Read and approved by the Board of Directors September 16, 2004.

Revised, read and approved by the Board of Directors March 11, 2015.

**Revised, read and approved by the Board of Directors June 8, 2016.**