

By-Laws of the Upper Valley Community Band
Amended: September 30, 2014

Article I. Name

The organization shall be named The Upper Valley Community Band, hereinafter known as the Band.

Article II. Purpose

The purpose of the Band shall be to meet regularly to rehearse and perform band music.

Article III. Membership

- A. Membership in the Band shall be open to all area musicians who wish to participate. Anyone who agrees to abide by the By-Laws of the Band and participates in at least five (5) band events within the twelve (12) months prior to any meeting as defined by **Article IV** shall be deemed a voting Member of the Band. A band event, for the purpose of defining a Member of the Band, shall be defined as an organized performance or rehearsal of the Band. Exceptions to the five (5) event participation requirement may be made by the executive board in special circumstances.
- B. There shall be no dues for Membership.

Article IV. Meetings

- A. There shall be an Annual Meeting of the Members to hear the reports of the officers, to elect officers for the coming year, and to transact such other business as may come before the Members. The meeting shall occur on a Monday evening in October at the designated rehearsal hall. The exact date shall be set by the President each year and members shall be notified as outlined in **Article IV Section C** of these By-Laws. A quorum shall be required for business to be conducted at the meeting.
- B. A Special Meeting of the Members may be called at any time at the request of two (2) officers, or five (5) members of the Band. Such Special Meetings shall be called by the President of the Band, within two weeks of the request, and shall be advertised as

outlined in **Article IV Section C** of these By-Laws. A quorum shall be required for business to be conducted at the meeting.

- C. All meetings of the general membership shall consist of one-third (1/3) of the membership of the band, as defined in **Article III**.

Article V. Elected Officers

The Officers of the Band shall consist of a President, Vice President, Secretary, Treasurer, and Member-at-Large. All Officers shall be voting members of the Band, elected at the Annual Meeting, with terms of office beginning immediately upon election.

- A. President. The President shall preside at Annual and Special Meetings of the Band. He or she shall be a Voting Member of and shall preside at meetings of the Executive Committee. He or she shall appoint and be responsible for the activity of all other committees in the active pursuit of Band policy and plans, as determined by the Executive Committee. The President shall serve as the chairperson of the Board of Directors of the Corporation, as defined by the By-Laws of the Upper Valley Community Band, Incorporated.
- B. Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He or she shall perform such other duties as from time to time may be assigned to him or her by the President or the Executive Committee and shall be a Voting Member of the Executive Committee.
- C. Secretary. The Secretary shall keep a record of the Members' names and addresses, and of all votes, and minutes of the proceedings of all Band and Executive Committee Meetings. He or she shall give notice, as required by these By-Laws, of all Meetings for the Members, and of the Executive Committee. The Secretary shall have the responsibility of maintaining attendance records of Band event participation by Members of the Band. He or she shall be a Voting Member of the Executive Committee, and a member of the Board of Directors of the Corporation as defined by the By-Laws of the Upper Valley Community Band, Incorporated.
- D. Treasurer. The Treasurer shall keep accounts of all monies received and disbursed, and shall deposit all monies in the name and credit of the Band in such banks or depositories as the Executive Committee shall designate. He or she shall be a Voting Member of the Executive Committee, and shall render accounts of all receipts and disbursements at each quarterly meeting of the Executive Committee and at the Annual Meeting of the Band. The Treasurer shall also be a member of the Board of Directors of the Corporation as defined by the By-Laws of the Upper Valley Community Band, Incorporated.

- E. Member-at-Large. The Member-at-Large shall act as the liaison between band members and the Executive Committee. The Member-at-Large shall be a Voting Member of the Executive Committee.

Article VI. Other Officers

- A. Director. The Director shall lead and be responsible for all rehearsals and performances of the Band, with the assistance of the Associate Director. He or she shall have the final authority on program selection. The Director shall be a Non-voting Member of the Executive Committee.

The Director shall be selected annually by the Executive Committee and may receive a salary or stipend as the Committee determines. The term of the Director's contract shall be from September 1 to August 31 of the following year. The appointment of the Director shall not exclude other Band Members from having the opportunity to conduct the Band from time to time.

- B. Associate Director. The Associate Director shall be given the opportunity to direct rehearsals and performances at the discretion of the Director, so that he or she will be able to perform the duties of the Director if necessary. The Associate Director shall be a Non-voting Member of the Executive Committee.

The Associate Director shall be selected annually by the Executive Committee and may receive a salary or stipend as the Committee determines. The term of the Associate Director's contract shall be from September 1 to August 31 of the following year. The appointment of the Associate Director shall not exclude other Band Members from having the opportunity to conduct the Band from time to time.

- C. Director Emeritus. The Director Emeritus is a position that may be filled at the discretion of the Executive Committee. The Director Emeritus shall be given the opportunity to direct rehearsals and performances at the discretion of the Director. The Director Emeritus shall be a Non-voting Member of the Executive Committee. The Director Emeritus may receive a salary or stipend as the Committee determines.

- D. Business Manager. The Business Manager shall be responsible for all business aspects of the Band including, but not limited to, being a contact point for and finalizing terms of bookings; advertising performances; acquiring, storing, maintaining, and transporting and Band equipment; and performing any other duties determined by the Executive Committee. Any of these duties may be delegated to another individual or individuals with the approval of the Executive Committee.

The Business Manager shall be a Non-voting Member of the Executive Committee. The Business Manager shall be selected annually by the Executive Committee and

may receive a salary or stipend as the Committee determines. The term of the Business Manager's contract shall be from September 1 to August 31 of the following year.

- E. Music Librarian. The Music Librarian shall be responsible for acquiring, sorting, and maintaining the library of music the Band owns, and shall see that the appropriate music is made available for all rehearsals and performances. He or she shall be a Non-voting Member of the Executive Committee.

The Music Librarian shall be selected annually by the Executive Committee and may receive a salary or stipend as the Committee determines. The term of the Music Librarian's contract shall be from September 1 to August 31 of the following year.

- F. Equipment Manager. The Equipment Manager shall be responsible for transportation and set-up of music and equipment.

The Equipment Manager shall be selected annually by the Executive Committee and may receive a salary or stipend as the Committee determines. The term of the Equipment Manager's contract shall be from September 1 to August 31 of the following year.

Article VII. Elections

Election of the officers shall take place at the annual meeting of the members. The Nominating Committee shall present the slate of nominees for the elected offices one (1) week prior to the annual meeting. The floor will be open to additional nominations at the time the slate is presented.

Elections shall be done by paper ballot, with the nominating committee responsible for printing, distributing, and counting of the ballots. At the time of the election, write-in candidates on the ballots will also be accepted.

Election for the officers shall be by plurality. Should no candidate receive a plurality of the votes cast for that office, there shall be a run-off election by written ballot among the candidates receiving the most votes.

Article VIII. Committees

- A. Executive Committee. The Executive Committee shall formulate policy and shall have fiscal responsibility for the Band.

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Member-at-Large, Director, Associate Director, Director Emeritus, Business Manager, and Music Librarian.

The President, Vice President, Secretary, Treasurer and Member-at-Large shall have voting privileges on all issues coming before the Executive Committee. The remaining Members shall be Non-voting Members, without voting privileges, but with the opportunity and responsibility to provide advice and information to the Executive Committee.

The Voting members of the Executive Committee may go into executive session only to discuss personnel matters, at the request of any member.

General quarterly meetings of the Executive Committee shall be at mutually agreeable times and places as needed.

A quorum shall consist of three (3) Voting Members present. The minutes of each Executive Committee meeting shall be made available to the Band Membership as soon as practical after the meeting.

- B. Nominating Committee. The Nominating Committee shall consist of up to three (3) Members selected by the President and approved by the Executive Committee by the second rehearsal in September.

The Nominating Committee shall be responsible for the presentation prior to the Annual Meeting of the Membership of a slate of nominees for the elective offices, namely President, Vice President, Secretary, Treasurer, and Member-at-Large for the Executive Committee.

The Nominating Committee shall also be responsible for tallying the votes during the Annual Meeting.

- C. Other Committees. The President may appoint other committees as he or she sees fit, such as Publicity, Hospitality, and/or Historian.

Article IX. Electronic Communication

Electronic communications shall conform to the policies and procedures as defined in the By-Laws of the Upper Valley Community Band. All official business shall be recorded by the secretary either electronically or in print.

Article X. Vacancies

Vacancies shall be filled by appointment by the Executive Committee of an interim office holder to the vacant office.

Article XI. Debts

The Members and Officers shall not be personally responsible for the debts of the Band.

Article XII. Parliamentary Procedure

Annual, Special, and all Committee Meetings of the Band shall be governed by those rules of procedure contained in the most recent edition of Robert's Rules of Order, in all cases to which they are applicable and not inconsistent with these By-Laws.

Article XIII. Amendments

Any of these By-Laws may be amended or repealed by a two-thirds (2/3) majority vote of the Members present at the Annual Meeting, or at any Special Meeting called for the purpose. At least seven (7) days prior to such a vote, the proposed amendment shall be presented to an Executive Committee meeting for discussion; and, in printed form, to the Members.

Article XIV. Severability

If any of these By-Laws shall be found to be invalid, the applicability of the remaining sections shall not be affected.

Article XV. Compliance with Federal Tax Regulations

“Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on:

- (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or

- (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).”

Article XVI. Dissolution of Organization

In the event of the dissolution of the Upper Valley Community Band, and after all debts have been paid, the remaining assets shall be distributed to a 501(c)(3) organization as determined by the Executive Board.