

BY-LAWS

MADISON COMMUNITY BAND

Update - May 8, 2008

ARTICLE I

PURPOSES

The general purposes of this corporation shall be to foster the development in the community of an appreciation of the musical arts, by promoting and producing musical productions and entertainments, and by taking part in activities having that end.

ARTICLE II

MEMBERSHIP

Section 1. Eligibility for Membership. All persons shall be eligible for membership in the Band by complying with such membership requirements as set forth in these By-Laws. The Conductor has the authority to receive new members by audition, if the Conductor so desires.

Must have a minimum of 2 years playing experience on instrument to play in MCB. Active Members shall enjoy all of the rights and privileges of the Band, including the right to vote. Active Membership shall be limited to performing musicians who attend at least three out of four consecutive rehearsals, and also 4 out of 6 rehearsals before an official engagement and perform at least 75% of the scheduled performances.

Section 2. Expulsion. When the Board of Directors shall become satisfied that any member has violated the rules and regulations of the Band or otherwise disqualified themselves for membership, the member may be expelled from the Band by a 2/3 vote of the entire Board of Directors. No member shall be expelled without being allowed to come before the Board of Directors in his own defense.

ARTICLE III

FISCAL YEAR

The fiscal year of the corporation shall be January 1 -December 31.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of the corporation for the purpose of election of Officers and Conductors of the corporation and transacting of such other business as may properly come before such meeting shall be held during the last quarter of each calendar year. Notice of the time and place of the annual meeting shall be given to each member not more than thirty or less than ten days prior thereto.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, the President, or by any two Officers. Notice of the time and place of any special meeting shall be given to all of the members not more than thirty nor less than ten days prior to such meeting and such notice shall state the purpose of such special meeting. No business other than that specified in the notice of meeting shall be transacted at such special meeting.

Section 3. Quorum. The members present in person at such meeting shall constitute a quorum for the transaction of any business to come before any annual or special meeting of the members.

Section 4. Voting. Each member, as defined in article II, shall be entitled to one vote and, except as provided in Article VIII of these By-Laws, a majority of the votes entitled to be cast on any matter to be voted upon by the members present at such meeting at which a quorum is present shall be necessary for any action taken. Any item requiring a vote needs to be included in an agenda available 3 days before the meeting. Proxies shall be allowed, but must be sent to any board member BEFORE the start of the meeting.

Section 5. Informal Meetings. Any time sensitive business can be presented to the members during regularly scheduled rehearsals..

Section 6. Order of Business. At the regular and annual meetings of the members, the following shall be the order of business:

- 1) Adoption of minutes of previous meeting.
- 2) Report of committees.
- 3) Unfinished business
- 4) New business.
- 5) Adjournment.

ARTICLE V

Board of Directors

Section 1. Members. The Board of Directors shall consist of the officers of the corporation and Conductor of the Band. The entire membership on the Board of Directors shall include the elected offices of President, Vice President, Secretary, Treasurer and Librarian. The Conductor of the band will also be a voting Board Member and will have the same rights as the other elected officers. Any future reference to the Board of Directors will include the elected members and the Conductor. Members of the Board of Directors shall, upon election, enter into the performance of their duties as specified in Article VI and shall continue in office until their successors are duly elected or removed from office as provided in Article V, Section 2.

Section 2. Removal and Vacancies. Any Board Member, including the Conductor, may be removed from office by a majority vote of the members present at any regular or special meeting of the members, provided that formal charges against Board member are mailed to each member at least ten days in advance of such meeting and that member is given the opportunity to present his or her defense, if any, at such meeting. Except as provided in Article VI, vacancies in any elective office whether caused by resignation, death, removal, or otherwise shall be filled by a special election to be held at the next regular meeting of the membership after such vacancy occurs. The Secretary shall give at least ten days prior notice to the members that a special election shall be held at such regular meeting.

Section 3. Meetings. The Board of Directors shall hold meetings at least once a quarter. Board members will be given at least one-week advance notification of meeting dates by the President. Special meetings of the Board of Directors may be called by the president or by a majority of the Board of Directors. Notice shall be given to all Board members not more than thirty nor less than ten days prior to the date of such special meeting and such notice shall state the time, place, and purpose of such meeting. No business other than that specified in the notice of meeting shall be transacted at such special meeting. Meetings are open to all Band members.

Section 4. Quorum and Voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a later date. Each Board member shall be entitled to one vote and a majority vote of the Board members at a meeting at which a quorum is present shall be necessary for any action to be taken.

Section 5. Duties. The Board of Directors shall have supervision, control and direction of the affairs of the corporation, its committees and publications, shall determine its policies or changes therein, and shall actively pursue its objectives and supervise the disbursement of its funds. Other committees may be appointed by the Board of Directors as deemed necessary.

ARTICLE VI

OFFICERS

Section 1. Number. The Officers of the corporation shall be the President, Vice-President, Secretary, Treasurer, Librarian, Conductor of the band and Student Representative. The Student Representative is not a voting member and is on the board as a voice of the students.

Section 2. Term of office. The term of office will be two years except for the Student Representative, which is one year. The Conductor is not an elected office and will serve until he relinquishes his duties or he is removed from his position by the guidelines in Article V section 2. No officer shall serve for more than two consecutive full terms in any combination of offices. A member may be re-elected to the Board after a two-year hiatus.

Section 3. President. The President shall be the chief executive officer of the corporation, preside at all meetings of the members and Conductors, shall be an ex-officio member of all committees, and perform such other duties as are appropriate to the office of President.

Section 4. Vice-President. In case of death, resignation or other disability of the President, the Vice President shall succeed and perform all duties and be vested with all authority pertaining to the office of President. In the event the Vice President should not be able to serve as President, the members will elect a successor for the balance of the current term.

Section 5. Secretary. The Secretary shall give notice of all meetings as required by the By-Laws; attend all meetings and take minutes and maintain permanent records of such meetings; maintain a list of the names and addresses of the members of the corporation; conduct all elections of Board members; conduct all correspondence; and generally devote his best efforts to forwarding the interests of the corporation. In the absence or disability of the Secretary, the President may appoint a Secretary Pro Tem.

Section 6. Treasurer. The Treasurer shall keep an account of all monies received and expended by the corporation, make periodic reports to the Board of Directors and full membership with respect to the financial condition of the corporation, be responsible for maintaining the financial records of the corporation and other receipts of the corporation, and be authorized to co-sign checks with the President for Band expenditures. All funds in his hands shall be under the supervision and control of the Board of Directors. At the expiration of his office, he shall deliver to his or her successor all funds and other property related to the office of Treasurer.

Section 7. Librarian. The Librarian shall be responsible for the logging, filing and safekeeping of all music, and all band-owned equipment.

Section 8. Conductor. The Board of Directors appoints the Conductor of the Band. The duties of the Conductor shall include:

- 1) Ensure adequate rehearsal facilities to accommodate the band.
- 2) Schedule sufficient rehearsal time to prepare for concerts and challenge the band through sight-reading.
- 3) Develop strong relationship with band to earn respect and trust from members.
- 4) Schedule concerts in sufficient numbers to keep band members active.
- 5) Schedule concert venues that support band size and ability.
- 6) Schedule Guest Conductors/Soloists that will challenge the band to reach beyond their current playing level.
- 7) Select music appropriate for each concert and for general rehearsal use.
- 8) Select music appropriate for the performance level of the band as a whole.

- 9) Responsible for placement of members within respective section.
- 10) Developing long-term relationships with clients.
- 11) Provide band with new/challenging performance opportunities.
- 12) As a member of the Board, attend all Board meetings.
- 13) As a member of the Board, work to develop future plans.
- 14) As a member of the Board, work to ensure financial stability of the band.
- 15) As a member of the Board, provide an annual budget for music and equipment.
- 16) As a member of the Board, provide a monthly Conductor's Reports.
- 17) Encourage/challenge the youth in the band to become better musicians and citizens.
- 18) Work to develop relationships within local school music programs to encourage future participation by students in MCB.

Section 9. Student Representative. A Student Representative will be selected annually by their peers to insure a good cross section of Band management inputs from the Band students. The current office holder is responsible for scheduling, arranging, organizing and executing a special election for this position that is to be held concurrently with the election of the other Board members. Only Band members in high school or college are eligible to vote in this election. The Student Representative must be a full time student at the time of nomination.

Section 10. Compensation. The officers of the corporation shall serve without remuneration. However, they shall be reimbursed for their reasonable expenses incurred in the performance of their duties.

ARTICLE VII

MCB-SPONSORED SMALL ENSEMBLES

Section 1. MCB-sponsored small ensembles are comprised of MCB members and serve as an extension to the main band. To be an official MCB-sponsored small ensemble, the group must meet the following criteria:

- Includes six or fewer performing members.
- All of the members of the small ensemble must be active MCB members.
 - Active members according to the by-laws are those that attend 2/3 of MCB rehearsals and 75% of performances.
 - An exception may be allowed if the ensemble has to include a non-MCB member to augment their ensemble. This exception will be restricted to one person. Every effort to include available MCB members must be made.

Any performances by MCB-sponsored small ensembles must be approved by the Board and will be considered an official MCB performance. Any fees, gratuities, donations, and honorariums will be placed into MCB general budget.

Funding will be made available for MCB-sponsored small ensembles for the purchase of music and other pre-approved items, as needed. All requests for funding must be presented to the voting board of MCB in writing. Any music or other paid inventory purchased by MCB for small ensembles will remain owned, maintained and stored by MCB.

ARTICLE VIII

STAFF/SERVICE ASSISTANCE

Section 1. The Board of Directors may employ or otherwise retain persons or organizations to assist in administering its activities or otherwise accomplishing the purposes of the corporation, who shall have such duties and titles as the Board of Directors may provide and who shall be accountable to and may be removed by action of the Board of Directors. Any expenditure shall be approved by the majority of the board.

ARTICLE IX

ELECTIONS

Section 1. Election. Election of the officers shall take place during the first rehearsal in November. The new Officers will not take office until January. However, the newly elected officers shall help with any business between the time of the election in November and taking of office.

The offices of President and Secretary will serve until December *of* even numbered years, and the offices of Vice President, Treasurer and Librarian will serve until December *of* odd numbered years. The Student Representative is elected annually by the student members at the first rehearsal in November.

Section 2. Vote. At the meeting of the voting members for the election of officers, the persons receiving the greatest number of votes shall be considered elected.

Section 3. Officer Eligibility. To be eligible to be an officer of MCB, an individual needs to be an active member as set forth in these By-Laws in Article II Section I for a period of 6 months prior to the election. Eligibility verification will come from the weekly attendance records.

ARTICLE X

COMMITTEES

Section 1. Executive Committee. The Board of Directors shall have the power to appoint an Executive Committee consisting of such officers as it deems appropriate and to delegate such committee any or all of its powers except for those powers reserved to the Board of Directors by law or these By-Laws.

Section 2. Other Committees. The President, with the approval of the Board of Directors, may establish such other committees or task forces as are deemed necessary. Any committee so established shall have such members and duties as the President may provide.

ARTICLE XI

NOMINATING COMMITTEE

Section 1. Duties. The first week of October, the Board of Directors will name a nominating committee of at least three Band members outside the current Board of Directors. It shall be the duty of this committee to present to the Board of Directors no later than the third week of October candidates from the active membership roll for each office to become vacant.

Section 2. Slate of Candidates. The Secretary shall include the names of each candidate nominated with the notice of the annual meeting sent to the membership. The notice must be sent out at least 1 week before the election, which will be the first meeting in November. It shall also be stated in the notice that additional nominations may be made from the floor during the first meeting in November, before the election takes place. Anyone nominated from the floor must be present to accept the nomination.

ARTICLE XII

FINANCES

Section 1. Annual Financial Report. The Treasurer shall furnish to the membership within sixty days following the end of each annual fiscal year a financial report for the year just completed.

Section 2. Annual Budget. The Treasurer shall submit to the Board of Directors each year an annual budget for the next fiscal year, which shall become effective when adopted by the Board of Directors.

Section 3. Audits. A Budget and Finance Committee or a certified public accountant who shall be appointed by the President with the approval of the Board of Directors and who shall provide a written report to the Board of Directors may audit the accounts of the corporation.

ARTICLE XIII

DISSOLUTION

The corporation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall be used or be distributed to the officers, conductors, or members of the corporation. Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall arrange for the distribution of the remaining assets as determined by the current officers.

ARTICLE XIV

NON-LIABILITY AND INDEMNIFICATION OF CONDUCTORS AND OFFICERS

Section 1. To Members. The corporation and, Board of Directors shall not be liable to any of its members for any statements, errors or omissions in any reports sent out by the corporation, whether the same shall be due to the negligence of the corporation, or of Board members; and each and every member or those that may hereafter become members shall be deemed to have expressly released the corporation, its Board members from any and all liability for such statements, errors and omissions, and obligations, acts, steps, or plans entered into or undertaken by the corporation on behalf of its members.

Section 2. To Others. Each present and future Board member, whether or not then in office, shall be indemnified by the corporation against expenses actually and necessarily incurred by or imposed upon him or her (including but not limited to judgments, costs, and counsel fees) in connection with the defense of the action, suit or proceeding in which he or she is made a party by reason of being or having been a Board member of the corporation except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty for the corporation. Such indemnification shall not be deemed exclusive of other rights to which such Board members may be entitled, under any other By-Laws, agreement, a vote of the members, or as a matter of law, or otherwise.

ARTICLE XV

AMENDMENTS

These By-Laws may be amended or repealed by (i) a majority vote of the Board of Directors, or (ii) a majority vote of the members present in person at any meeting of the members duly called and regularly held, provided notice of such meeting and proposed changes has been sent in writing to the members thirty days before such meeting.