

Adopted May 1, 2017

### Article I: Name, Purpose, and Philosophy

- Section 1.** The name of this organization is the **Nevada County Concert Band (NCCB, Band)**.
- Section 2.** The Band is a non-profit organization.
- Section 3.** The purpose of the Band is to provide musical services to the public and by doing so, provide enjoyment to its members.
- Section 4.** The philosophy of the Band is to create enjoyable experiences for the general public, and the Band members, by performing musical concerts at various venues. The Band will provide a means of fellowship, communications and understanding among the members; will foster and promote continuing active interest and participation in the performance of quality musical programs for the benefit of the community and the members, and will promote and provide for the general welfare and interest of the members.

### Article II: Membership

- Section 1.** Band membership is open to all musicians.
- Section 2.** Band members with the intent to attend all rehearsals and concerts are considered **active members** and are afforded all of the rights and responsibilities thereto.
- Section 3.** Active members shall be entitled to vote in elections and to participate in other decision-making processes defined in this document.
- Section 4.** Active members shall be eligible to hold office.
- Section 5.** Band members with the intent to attend rehearsals and concerts on a temporary basis are considered **associate members** and are not extended voting rights.
- Section 6.** Former active members who are recognized as having consistently demonstrated outstanding support of and participation in furtherance of the Band's purpose and philosophy shall be awarded the title of "**Honorary Member**" by the **Band Executive Committee (EC)**.
- Section 7.** Any membership fees and/or charges levied against the members will be determined by the EC.

### Article III: Organization

- Section 1.** The Band shall be managed by the officers of the Band. The Band officers shall be elected from the membership and will consist of a President, a Vice-President, a Secretary, and a Treasurer. The elected officers make up the EC.
- Section 2.** The EC shall make policy decisions needed for day-to-day operation of the Band. The EC shall meet as necessary to conduct the business of the Band, no less than once per quarter.

**Section 3.** Voting by the EC on any issues may only be conducted when a quorum of the EC is present. A quorum is represented by a majority of the members of the EC. A motion is considered passed by a simple majority of the votes cast.

**Section 4.** The EC shall authorize all money expenditures by vote of the EC. No one, including the EC, is authorized to indebt the Band. All financial transactions of the Band are public record and will be made available upon request.

**Section 5.** A. Each officer of the executive committee and the artistic director/conductor may purchase or authorize purchases or other expenditures of \$200.00 or less without executive committee prior approval. Evidence of purchases or authorizations made under this section must be submitted within 10 days of the transaction with invoices and/or receipts for either reimbursement (if advanced by an officer or the artistic director./conductor) or payment. Any and all purchases or expenditures exceeding \$200.00 must be approved by a simple majority vote of the executive committee.

B. The president will receive the sealed monthly bank statements for all accounts and will reconcile them against the account register(s) for the time period in question on a monthly basis. The treasurer will provide the president with documentation and sufficient reports to perform the reconciliation. The president will then notify the executive committee of the results of the reconciliation on a monthly basis.

C. The signatories on the bank accounts will be the vice president and the secretary, either of which may sign checks or other bank transaction forms individually. The treasurer will furnish appropriate documentation such as a statement, invoice, request for reimbursement, etc. for each check or other transaction for the signing officer to review before affixing his or her signature.

D. The treasurer will at all times maintain possession of the checkbooks, deposit slips, withdrawal forms and reconciled bank statements on all accounts. The treasurer will prepare all payments, remittances, etc., and the necessary means to transmit the payments and forward same to the vice president or secretary for their signature.

**Section 6.** Cash receipts from concerts and events will be counted and verified by either the vice president or the secretary and by an active member of the band who is not then a current member of the executive committee. The verification will take place immediately after the concert or other event. The treasurer will also witness the verification process. The validating officer will complete an appropriate form attesting to the particulars of the receipts, the name of the witnessing active member, etc. and will provide the completed form to the treasurer. The treasurer will then provide the validating officer with a completed deposit form and the validating officer will make the deposit at the bank as soon as possible. The teller receipt from the bank for the deposit will be either mailed or hand delivered or otherwise transmitted to the treasurer within 3 business days of the concert or event.

**Section 7.** The EC shall be responsible for generating the funds necessary to perpetuate the Band.

**Section 8.** The EC shall select and approve the non-member position(s) of Conductor(s).

**Section 9.** The EC shall report its activities as necessary to the active membership, no less than quarterly.

**Section 10.** Initial and continuing musicianship requirements shall be determined by the EC.

#### **Article IV: Duties of Officers and the Executive Committee**

- Section 1.** The **President** shall preside at all meetings of the Band and the EC, shall perform other duties as prescribed by these By-Laws or as assigned by the EC, and shall coordinate the work of the officers and committees in order that the purposes of the Band may be promoted. The President is an ex officio member of all committees.
- Section 2.** The **Vice-President** shall assume the duties of the President in his/her absence and have such other duties as prescribed by these By-laws or as assigned by the EC.
- Section 3.** The **Secretary** shall be responsible for recording and publishing the minutes of all meetings of the Band and the EC, shall maintain the membership roll, publish the membership roll annually, and shall perform other duties as assigned by the EC.
- Section 4.** The **Treasurer** shall have custody of all the funds of the Band, shall keep full and accurate accounting of receipts and expenditures and shall make disbursements as authorized by the Band or the EC. The Treasurer shall provide quarterly Income Statements and forecasts as to the future cash flows of the Band to the EC and the Band members upon request. The Treasurer shall be responsible for filing all papers on behalf of the Band necessary to maintain a non-profit status (e.g. Tax returns, state filings, etc.).
- Section 5.** No officer of the Band will be remunerated for services.
- Section 6.** Any disbursement to any Band member requires approval of the EC, prior to the service rendered and/or prior to the purchase of a service(s) or item(s). Funds will be encumbered for the expense based on an authorized estimate approved by the EC.
- Section 7.** All officers shall deliver all official materials to their successors promptly following the election of their successors.
- Section 8.** The EC shall be the agent for the Band and shall conduct all the Band's business.
- Section 9.** Any officer may be removed from office by majority vote of the membership present at a special meeting.
- Section 10.** The EC is responsible for selecting and maintaining the Band's liability insurance.
- Section 11.** At the conclusion of the President's two year term, this outgoing President shall serve a one year term as Immediate Past President. The Immediate Past President shall serve only as an advisor to the EC and shall have no voting privileges.

#### **Article V: Election of Executive Committee**

- Section 1.** The four EC officers shall be elected for a two-year term at the last rehearsal in October of each even numbered year. The election of a member to office will be made by a simple majority vote of the active members present.

- Section 2.** The election process shall be established by the EC and approved by the Membership. Voting by proxy is not permitted.
- Section 3.** The newly elected EC will take office on January First of each odd numbered year.
- Section 4.** Vacancies on the EC created by any circumstances shall be filled for the remaining term of office by a simple majority vote of the active members present at a special meeting of the Band.

#### **Article VI: Meetings**

- Section 1.** Brief meetings, requiring attendance of the Band membership, may be held at any regular scheduled rehearsal.
- Section 2.** Special meetings may be scheduled as required by the President or EC. The purpose of the meeting shall be specified two weeks in advance.

#### **Article VII: Committees**

- Section 1.** All Committees are subordinate to the EC and the formulation of a committee shall be authorized by the EC before work is undertaken.
- Section 2.** Committees can have any number of members and need not be made up of only active members. The chairman shall be appointed by the EC or elected by the committee.
- Section 3.** Committees may be formed and disbanded by the EC as needed.

#### **Article VIII: Amendments**

- Section 1.** These By-laws may be amended, repealed, or altered in whole or in part by a simple majority vote of the active band membership at a special meeting.

#### **Article IX: Conflict of Interest Policy**

The Nevada County Concert Band recognizes that effective governance of the Band depends on deliberate, thoughtful and disinterested decision-making by its EC member, conductor and members.

The Conflict of Interest Policy is intended to avoid conflicts of interest and the appearance of impropriety by NCCB EC members, its conductor and its members.

##### ***Definition: Conflict of Interest***

A situation in which an NCCB EC member, conductor or member (or anyone with whom an NCCB EC member, conductor or member has a close personal or business relationship) has a personal or financial interest in a matter that is the subject of official action by the NCCB. An NCCB EC member, conductor or member shall be deemed to have a conflict of interest if he or she (or anyone with whom an NCCB EC

member, conductor or member has a close personal or business relationship) would be adversely affected or benefited from the action of the NCCB in a manner substantially different from the general public.

***Statement of Policy***

This policy shall apply to all NCCB EC members, conductors and members.

No NCCB EC member, conductor or member shall use his or her position, or the knowledge gained there from, in such a manner as to give rise to a conflict between the interest of the NCCB and his or her personal or financial interests.

NCCB EC members, conductors or members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the NCCB. No loans shall be made by the NCCB to NCCB EC members, conductors and members.

If the NCCB EC member, conductor or member, have a good faith belief that he or she has an interest in a proposed transaction or action by the NCCB, he or she must make a full disclosure of the material facts of such interest at the earliest possible time to the EC or the committee considering the matter.

**Article X: Other**

**Section 1.** Any issues not directly addressed by the By-laws shall be decided by the EC.

Adopted: May 1, 2017

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James Joannesson Kopf, President

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Mark Meeker, Vice-President

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Maggi Shelbourn

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Carla Nordstrom

Maggi Shelbourn, Treasurer

Carla Nordstrom, Secretary