

# **Bylaws of the Nevada County Concert Band**

Adopted October 2002

Revised February 26, 2021

## **Article I: Name and Purpose**

- Section 1.** The name of this organization is the Nevada County Concert Band (NCCB or Band).
- Section 2.** The Band is an unincorporated non-profit association under section 501(c)(3) of the Internal Revenue Code. As a tax-exempt association, NCCB is committed to transparency in its activities.
- Section 3.** The purpose of the Band is to provide civic, charitable, and community services to the public by providing a place for its members to play, providing performances for the public, and supporting concert band music education.

## **Article II: Membership**

- Section 1.** Band membership is at the discretion of the Board of Directors (BOD) and Conductor.
- 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 shall be awarded the title of "Honorary Member" by the Band's BOD.
- Section 7.** The BOD will determine any membership fees and/or charges levied against Band members.

## **Article III: Organization**

- Section 1.** The Board of Directors (BOD) shall manage the Band. The BOD shall be elected from the active membership and will consist of a President, a Vice President, a Secretary, a Treasurer, and a Director at Large, all of whom will have voting privileges.
- Section 2.** The BOD shall meet as necessary to conduct business of the Band, no less than quarterly.
- Section 3.** Voting on any issues may only be conducted with a quorum present. A quorum is represented by a majority of the members. A motion is considered passed by a simple majority of the votes cast.

- Section 4.** The BOD shall adhere to the Procedures Manual. The BOD will review the Procedures Manual yearly. Any changes will be approved by a simple majority of the BOD with notice of changes sent out to Band members. If a Band member objects to changes, s/he may request a discussion and review by the entire Band.
- Section 5.** The BOD shall report its activities as necessary to the active membership, no less than quarterly.
- Section 6.** The BOD shall determine initial and continuing musicianship requirements.
- Section 7.** The BOD shall select and approve the non-member position of Conductor, who is an Independent Contractor hired by and reporting to the BOD. The Conductor identifies the programmatic themes, selects specific repertoire, and prepares and leads the Band in presenting concerts to the public.
- Section 8.** Financial Procedures
- A. The BOD shall be responsible for creating the funds necessary to sustain the Band's operations.
  - B. At least two members of the BOD must always have access to bank accounts and signer privileges on bank accounts.
  - C. Cash donations must adhere to special handling procedures as specified in the Procedures Manual.
  - D. The BOD shall authorize all money expenditures by vote of the BOD. No one, including the BOD, is authorized to indebt the Band.
  - E. Any disbursement and/or reimbursement to any Band Member, Band Hand, or Conductor requires approval of the BOD prior to the purchase of a service(s) or item(s), as outlined in the Procedures Manual.
  - F. All financial transactions of the Band shall be carried out in accordance with the Procedures Manual and are public record, made available upon request.

#### **Article IV: Duties of the Board of Directors**

- Section 1.** The President shall preside at all meetings of the Band and the BOD, shall coordinate the work of the officers and committees in order that the purpose of the Band may be promoted, and shall perform other duties as prescribed by these Bylaws, the Procedures Manual, or as assigned by the BOD. 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 shall perform other duties as prescribed by these Bylaws, the Procedures Manual, or as assigned by the BOD.
- Section 3.** The Secretary shall be responsible for recording and publishing the minutes of all meetings of the Band and the BOD, shall oversee the membership roll, and shall perform other duties as prescribed by these Bylaws, the Procedures Manual, or as assigned by the BOD.

- Section 4.** The Treasurer shall be responsible for accurate and timely transacting and accounting of all NCCB funds under the direction and regular oversight of the BOD, and as outlined in the Procedures Manual. The Treasurer shall be responsible for maintaining financial records accessible to the BOD and NCCB members, regularly reporting the financial status of NCCB to the BOD, and creating a yearly budget for BOD review, discussion, and approval. The Treasurer shall be responsible for filing all paperwork on behalf of the Band necessary to maintain a non-profit status (e.g., tax returns, state filings, etc.), and shall perform other duties as prescribed by these Bylaws, the Procedures Manual, or as assigned by the BOD.
- Section 5.** The Director at Large shall perform duties as prescribed by these Bylaws, the Procedures Manual, or as assigned by the BOD.
- Section 6.** No officer of the Band will be remunerated for services.
- Section 7.** All Directors shall deliver access to all official materials to their successors.
- Section 8.** The BOD 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 Band membership present at a special meeting.
- Section 10.** The BOD is responsible for selecting and maintaining the Band’s insurance.

#### **Article V: Election of the Board of Directors**

- Section 1.** The President and Secretary shall be elected for a two-year term at the end of each even-numbered year. The Vice President and Treasurer shall be elected for a two-year term at the end of each odd-numbered year. The Director at Large will be elected every year. The election of a member to office will be made by simple majority vote of the active members via online election, or by simple majority vote of active members present at a special meeting called for the purpose of electing officers.
- Section 2.** The election process shall be established by the BOD and approved by the Band Membership. Voting by proxy is not permitted.
- Section 3.** The newly elected President and Secretary will take office on January 1 of each odd-numbered year. The newly elected Vice President and Treasurer will take office on January 1 of each even-numbered year. The Director at Large will take office every year on January 1.
- Section 4.** Vacancies on the BOD created by any circumstances shall be filled for the remaining term of office by a simple majority vote of the BOD.

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

- Section 1.** Brief meetings requiring attendance of the Band membership may be held at any regularly scheduled rehearsal.

**Section 2.** Special meetings requiring attendance of the Band membership may be scheduled as required by the President or BOD. The purpose of the meeting shall be specified two weeks in advance.

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

**Section 1.** All Committees are subordinate to the BOD, and the BOD shall authorize formulation of a committee 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 BOD or elected by the committee.

**Section 3.** Committees may be formed and disbanded by the BOD as needed.

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

These Bylaws may be amended, in whole or in part, by a simple majority vote of the active band membership at a special meeting, or by a simple majority of respondents to an online ballot. Proposed amendments will be provided to active band membership two weeks prior to vote.

#### **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 Directors, Conductor, and members.

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

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

A situation in which a Director, Conductor, or member (or anyone with whom a Director, 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.

A Director, Conductor, or member shall be deemed to have a conflict of interest if s/he (or anyone with whom a Director, Conductor, or member has a close personal or business relationship) would benefit or be adversely affected by the action of the NCCB in a manner substantially different from the general public.

##### ***Statement of Policy***

This policy shall apply to the Directors, the Conductor, and members.

No Director, Conductor, or member shall use his or her position, or the knowledge gained therefrom, in such a manner as to give rise to a conflict between the interest of the NCCB and his/her personal or financial interests.

No Director, Conductor, or member may 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 Directors, Conductors, or members.

***Statement of Procedure***

If a Director, Conductor, or member, has a good faith belief that s/he has a Conflict of Interest in a proposed transaction or action by the NCCB, s/he must make a full disclosure of the material facts of such conflict at the earliest possible time.

If determined there is a Conflict of Interest, the person(s) with the conflict shall not be present during the Board's discussion or vote on the matter, shall not be counted in determining the presence of a quorum, and shall not vote.

The person with a conflict may make a presentation at the meeting regarding the official action, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the action.

The person's disclosures and inability to participate or vote shall be reflected in the minutes.

**Article X: Other**

**Section 1.** The BOD shall decide any issues not directly addressed by the Bylaws.

Revised February 10, 2021

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Joelle Lake, President

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Michelle Daniels, Vice President

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Mary Rose Preston, Secretary

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Kirsti Powell, Treasurer