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**Article I**

*Membership*

Section 1. QUALIFICATIONS

Applicants for membership in the Columbia Bands (Corporation) and participation in the affiliated ensembles will have attained the age of 18 years and agree to fulfill all the responsibilities of membership set forth in the Constitution, By-Laws, and Operating Procedures. Membership and participation in each affiliated ensemble is a privilege and requires approval of the ensemble’s Musical Director. Applicants for membership who are under the age of 18 will be admitted with special permission of the Board of Directors and the applicable Musical Director. Official membership status will be attained after 8 weeks of regular attendance and payment of dues. Annual applicable dues payment is required to maintain membership.

Section 2. RESPONSIBILITIES OF MEMBERS

Members of the Corporation will be required to maintain satisfactory attendance at rehearsals and performances as identified in the Operating Procedures; conduct themselves with collegial and respectful demeanor towards the bands, their members, conductors and guests; pay applicable dues; and abide by the requirements and regulations stated in the Constitution, By-Laws and Operating Procedures issued by the Board of Directors. By a majority vote of the Board of Directors, an individual may be placed on probation or have his or her membership terminated for failure to meet the above responsibilities. Members are responsible to abide by the Member Code of Conduct (detailed in the Operating Procedures) which includes:

1. Promote a positive musical environment
2. Demonstrate honesty and integrity
3. Act competently and ethically
4. Maintain the security of confidential official information
5. Maintain appropriate relationships with members

Section 3. RIGHTS OF MEMBERS

Each current member will have the right to vote. Members have the right to a positive musical experience. Members have the right to appeal decisions by the Musical Directors to the Board of Directors.

Section 4. MEMBERSHIP DUES

The Board of Directors may establish or change dues per the Operating Procedures. Members will be responsible for paying the dues within 8 weeks of the start of the fiscal year. Members may request a waiver/adjustment of dues with the treasurer based on current financial hardship. Failure to pay dues or make other arrangements with Treasurer

will result in removal from the ensemble.

## **Article II**

### *Rehearsals, Performances and Other Activities*

#### Section 1. REHEARSALS

Rehearsals will be held on an approved schedule. The Board of Directors, at the request of the ensemble Musical Directors, may schedule additional rehearsals, or cancel rehearsals, as needed.

#### Section 2. PERFORMANCES AND OTHER ACTIVITIES

The Board of Directors, after consultation with the Musical Directors, will be empowered to commit the bands to performances, recording sessions, and other activities. The Board of Directors will periodically issue to the membership a calendar of upcoming rehearsals, performances and other activities. Activities or tours involving extensive travel arrangements or overnight accommodations will also require a majority vote of the traveling group's members for approval.

#### Section 3. CONCERT DRESS

The Board of Directors, after consultation with the Musical Director and Ensemble Manager, will establish uniform concert dress codes for the various performances for each ensemble, details of which will be specified in the Operating Procedures.

## **Article III**

### *Meetings of Members*

#### Section 1. ANNUAL MEETING

The annual meeting of the members of the Corporation will be held during the month of May in each year, for the purpose of electing the Board of Directors and for transacting such other business as may properly come before the meeting.

#### Section 2. SPECIAL MEETINGS

At any time in the interval between annual meetings, special meetings of the members of the Corporation may be called by the President or by a majority of the members of the Board of Directors. A special meeting may also be called by not less than one third of the members of the Corporation, and notification must be announced by the Secretary in accordance with the written request of those members, stating the purpose, time and place of the meeting.

#### Section 3. PLACE OF MEETINGS

Each meeting will be held at a place designated in the notice of the meeting. The Board of Directors may specify multiple instances of a meeting (coincident/adjoining scheduled rehearsals) to facilitate participation of all ensembles. When feasible, technology can be used to encourage and facilitate participation.

#### Section 4. NOTICE OF MEETINGS

Notice of meetings will be given as follows:

1. By written notice not more than twenty nor fewer than ten days before the date of

the meeting; or

2. For any meeting called by or at the direction of the Board of Directors, in such manner as the Board of Directors determines, and is reasonable and appropriate.

The notice of every meeting will state the time and place of the meeting and, in the case of a special meeting, the purpose or purposes of the meeting. At a special meeting, no business not stated in the notice will be transacted.

#### Section 5. VOTING

A simple majority of the members of the Corporation present in person or by proxy will be a quorum at any meeting of members. In the case of multiple meeting instances, determination of a quorum and vote results will be determined after all instances are held. In the absence of a quorum, no formal action will be taken except to reschedule the meeting to a subsequent date.

### **Article IV**

#### *Board of Directors*

##### Section 1. MEMBERSHIP

The Board of Directors of the Columbia Bands will consist of no fewer than three and no more than 11 elected directors, plus ex-officio members (Musical Directors and Ensemble Managers). Ex-officio members cannot also be elected directors. Outside (non-member) directors may comprise up to just less than half of the elected directors. The term of membership will be three years, and no director may serve more than two consecutive complete terms. If the board and general membership approves the hiring of paid management staff, the senior most member of the staff would serve as an ex-officio member of the board.

##### Section 2. VOTING

Each elected Board member will have one vote (for, against or abstain). Ex-officio Board members are non-voting. When possible, proposals and supporting material for a vote will be distributed to Board members for consideration prior to a Board meeting and the vote will occur at the meeting. During Board meetings:

1. A majority of elected Board members constitutes a quorum. In the absence of a quorum, no formal action will be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority of the votes cast for or against. Abstentions do not count for or against.
3. Vote counts (for and against, as well as any abstentions) will be recorded for each vote and included in the Board meeting minutes.

Occasionally issues will arise between Board meetings with action/decisions needed before the next scheduled meeting. In this case the president or vice president may call for a vote via email. For an email vote:

1. An email will be sent to all Board members (elected and ex-officio).
2. All Board members are “present” by the distribution of the email which establishes a quorum. Response votes (responding to all members) are due in 72 hours.
3. Passage of a motion requires a simple majority of the votes cast for or against.

Abstentions do not count for or against.

4. Vote counts (for and against, as well as any abstentions) will be recorded for each vote and included in the subsequent Board meeting minutes.

For routine items (such as approving concert dates, etc.) the president or vice president may call for approval by unanimous consent either in a meeting or online/email with at least 24 hours to respond.

### Section 3. EXECUTIVE OFFICERS

The executive officers of the Corporation will be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Directors. The line of succession will be President, Vice President, Secretary, and then Treasurer. The duties of the executive officers are as follows:

1. President. The President will preside at all meetings of members and of the Board of Directors. (S)he will have and exercise general charge of the supervision of the affairs of the Corporation and will do and perform such other duties as may be assigned to him/her by the Board of Directors.
2. Vice President. The Vice President will have the powers and perform all the duties of the President in his/her absence or during his/her inability to act and will perform such other duties as the Board of Directors may from time to time direct.
3. Secretary. The Secretary will keep the minutes of all meetings of the Board of Directors and of the members in books provided for that purpose. (S)he will attend to the giving and serving of all notices of the Corporation; will have charge of the minute books and such other books and papers as the Board of Directors may direct; will execute such documents as require his/her signature; and will perform such other duties as may from time to time be directed by Board of Directors.
4. Treasurer. The Treasurer will have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors or required by law. The Treasurer will be responsible for collecting and keeping records of collection of any dues assessed by the Board of Directors. (S)he will, in general, perform all duties incident to the office of Treasurer, including the general supervision and control of the accounts of the Corporation, subject to the control of the Board of Directors.

### Section 4. NOMINATING COMMITTEE

The nominating committee for the Board of Directors will be made up of Board members and, as far as is possible, non-Board members who are not running for election. The task of this committee is to:

1. Gauge interest of the membership in running for the Board of Directors;
2. Encourage prospective nominees;
3. Answer questions about being on the Board of Directors and educate regarding Board of Directors policies and procedures;
4. Ensure all nominees have read and agreed to the Board of Directors Code of Ethics (see Attachment A);
5. Send out a general solicitation of membership interest at least one month before

- the election; and
6. Solicit interest of possible outside directors in running for the Board of Directors.

The nominating committee will assemble a slate of nominees (up to the number of available seats) for acceptance by the board. Any additional individuals who have expressed interest (who are not included on the slate of nominees) will be included on the ballot. In addition, the nominating committee will collect short biographies of persons wishing to run for the Board of Directors for dissemination to the membership at least one week prior to the election.

#### Section 5. ELECTION

Election for membership on the Board of Directors will be held at the annual spring meeting (typically held on the first Monday in May). The intention is for approximately one third of the membership of the Board of Directors to stand for election each year. To be elected, a nominee must receive at least 25 percent of the vote. At least one week prior to the election, the nominee biographies collected by the nominating committee will be disseminated to the membership. Further nominations may be permitted from the floor at the time of the election, as long as the persons nominated provide a short speech equating to the biographies collected by the nominating committee at that time. If there are more nominees than open Board of Directors seats, then the election will be held by secret ballot with the option for the members to vote for the slate of nominees, or to vote for nominees (including write-ins) individually. In the event of a tie, a run-off election will be held immediately. The new Board of Directors will take office effective the start of the next fiscal year (per the Operating Procedures). To provide for a smooth transition, the newly elected Board members will be designated "Board members (elect)" and will be expected to audit Board activities and participate (in a non-voting capacity) in Board discussions and meetings until taking office. All Board members will be required to sign the Board of Directors Code of Ethics (see Attachment A) before joining the Board of Directors. The act of a Board member (elect) refusing to sign the Board of Directors Code of Ethics will constitute a tender of resignation from the Board of Directors. If a Board seat become vacant between the Board of Directors election and the start of the fiscal year and a non-elected nominee received at least 25% of the vote, the non-elected nominee with the greatest vote count is elected to fill the vacancy for the full term.

#### Section 6. ELECTION OF OFFICERS

As soon after the annual election as practicable, the next year's Board members, both continuing Board members and Board members (elect), will meet and elect the executive officers for the new Board of Directors from among the next year's Board members. This may be accomplished over e-mail as well. The officers will be elected by a majority vote of the entire new Board of Directors. The same person cannot serve as President and Vice President, or President and Treasurer. All officers will be elected for one-year terms and will take office with the new Board of Directors at the start of the next fiscal year with an initial Board meeting as soon as practicable thereafter.

#### Section 7. REMOVAL OF BOARD MEMBERS

A director may be removed from the Board of Directors for cause by a three-fourths vote

of the elected Board members.

#### Section 8. VACANCIES

A vacancy on the Board of Directors occurring between elections is not required to be filled. However, should the Board of Directors choose to fill a vacancy, that vacancy will be filled by appointment by the President with approval of the Board of Directors. Such new directors will serve in that role until the next Board election, when their seat will again be up for election (even if the replaced director had time left on his/her tenure).

#### Section 9. ATTENDANCE STANDARDS

The Board of Directors may adopt attendance standards for directors, which may provide that failure of any director to attend meetings in accordance with the standards will constitute a tender of resignation, subject to acceptance by the Board of Directors.

#### Section 10. REGULAR MEETINGS

In addition to its initial meeting, the Board of Directors will hold at least one meeting every two months. Meetings may be held in accordance with a schedule adopted by the Board of Directors or may be called from time to time by the President with every effort to select dates/times that facilitate participation and maximize attendance. No Board meetings will be held during Board approved activities. Any two members of the Board of Directors may also call a meeting if they have submitted a written request to the President, in person or by first class mail or e-mail, specifying the purpose, time and place of the meeting, and the President has not acted to call a meeting in accordance with the request within ten days of the time the request was sent. All regular meetings will be open to the membership of the bands and the membership will be notified of the date, time, location and agenda of meetings to allow for participation.

#### Section 11. CLOSED MEETINGS

In the case of personnel issues, complaints, grievances or other matters requiring confidentiality, the Board of Directors will hold closed meetings (limited attendance and not open to the full membership) to investigate and determine what if any action is required. The Board of Directors will review and, if necessary, address alleged breaches of the Code of Conduct and member appeals on Music Director decisions (via the Grievance Procedure detailed in the Operating Procedures) in a timely, fair and reasonable manner. The agenda of closed meetings will be restricted to the items requiring confidentiality. Information related to closed meetings will be communicated to the membership by the Board of Directors in a manner consistent with the confidentiality of those involved.

#### Section 12. AUTHORIZATIONS

The Board of Directors may grant commitment authorizations (as detailed below and in the Operating Procedures) as necessary to support the operational needs of the organization.

1. The Board of Directors grants authority to the each Musical Director and Ensemble Manager to sign performance contracts for their ensembles' Board approved events.

2. The Board of Directors grants authority to the Grant Writer to sign grants and act as Grant Manager for Board approved grants.

#### Section 13. BOOKS AND RECORDS

The Board of Directors (specifically, the Secretary) will maintain complete, accurate and timely minutes of the business transacted at its meetings, including matrices for tracking both active and resolved proposals, and records of the financial condition of the bands. All such information, with the exception of any personnel matters discussed, will be distributed each month to the members and directors in a timely fashion by the Secretary.

#### Section 14. LIMITATION OF LIABILITY; INDEMNIFICATION

The authority and responsibility for the management of the bands is vested in the Board of Directors, but it is expressly understood that neither the Board of Directors, nor any member thereof, nor any officer, director, or member of the bands will be required to accept personal financial responsibilities for the duly authorized bills or obligations, or for the litigation, that may arise from authorized activities of the bands carried on in good faith and pursuant of the objectives, purposes and activities prescribed or authorized by the Constitution, By-Laws, and Operating Procedures of the bands.

To the fullest extent permitted by law, the bands will indemnify the Board of Directors, members thereof, officers, and directors, and each of their heirs, executors, and administrators, from and against all actions, costs, charges, losses, damages, and expenses which they will or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties and in their official capacities with the bands, except for such acts done, concurred in or omitted by or through their dishonesty, willful misconduct or gross and reckless negligence.

### **Article V**

#### *Committees*

##### Section 1. EXECUTIVE COMMITTEE

The Board of Directors may appoint from their number an Executive Committee of not less than two members, one of whom will be the President, and will designate one of such members the Chairman. The Board of Directors may also designate one or more of its members to serve as alternates to serve on the Executive Committee in the absence of a regular member or members. Unless otherwise provided by the Board of Directors, the members of the Executive Committee may prescribe rules for the call and conduct of meetings and other matters relating to the Executive Committee's procedure. The Executive Committee will have only the powers prescribed by the Board of Directors during the intervals between meetings of the Board of Directors. In no event may the Executive Committee change the size of the Board of Directors or designate members of the Board of Directors, elect officers of the Corporation, amend the By-Laws or adopt an annual budget for the Corporation.

##### Section 2. OTHER COMMITTEES

With the approval of the Board of Directors, the President may appoint other committees, designate their chairmen, and assign to them duties. Members of committees need not be

members of the Board of Directors but the President will be an ex-officio member of all committees and the Treasurer will be an ex-officio member of any committee concerned with preparation or supervision of the Corporation budget. With the exception of ex-officio members, the committee chairman will select and manage committee membership (including the removal of committee members if they deem necessary). No committee may exercise any power prohibited to the Executive Committee under section 1 of this Article. A list of appointed committees and committee roles and responsibilities will be maintained and available.

### Section 3. RECORDS OF PROCEEDINGS

The Executive Committee and any other committee when so directed by the President or the Board of Directors will keep regular minutes of its proceedings. Proceedings of any Executive Committee meeting will be reported at the next succeeding meeting of the Board of Directors, and any other committee will report its proceedings when so required by the President or the Board.

## **Article VI**

### *Administration*

#### Section 1. MUSICAL DIRECTORS

The Musical Directors of the Columbia Bands' ensembles will serve as independent contractors appointed by the Board of Directors which will review these appointments and their contracts annually. The Musical Directors will have complete musical autonomy and will have authority over membership in the ensemble. He/she will make all decisions regarding instrumentation and seating within sections; select all repertoire; have final approval on the choice of guest artists; and assist with setting the performance schedule. The Board of Directors will be the final arbiters of any disputes via the grievance process detailed in the Operating Procedures.

In each ensemble, the Musical Director will work with the Assistant Conductor(s) and the Ensemble Manager to insure timely communication with the Board of Directors and will coordinate repertoire selection with the band's publicity, audience development, and grant writing activities.

The selection of new music directors, when necessary, will follow procedures outlined by the Board of Directors.

#### Section 2. ASSISTANT CONDUCTORS

Each Musical Director will have one or more Assistant Conductors who agree to substitute for the Musical Director (during rehearsals and performances) as required. The Musical Director will coordinate with the Assistant Conductor and the Board of Directors to ensure continuity for the ensembles.

#### Section 3. ENSEMBLE MANAGERS

Each performing ensemble will have an Ensemble Manager (selected by the Musical Director and approved by the ensemble, if desired) to ensure smooth functioning of the ensemble and efficient operation of the Board of Directors. For ensembles without

section leaders, the Ensemble Manager may fulfill the responsibilities of section leaders. The combination of the Musical Director and the Ensemble Manager will fulfill (and/or coordinate with other ensemble volunteers to fulfill) all ensemble responsibilities including at a minimum: music library; uniforms; equipment; rehearsal and performance logistics; board inputs (budget proposals/priorities, concert attendance, monthly ensemble reports, dues, donations, performance fee collections, etc.); etc.

#### Section 4. SECTION LEADERS

The Musical Directors may select a member from each section to serve as Section Leader and/or Ensemble Manager (Section Leader) and submit their recommendations to the Board of Directors for approval. The Section Leaders' duties will be defined in the Operating Procedures.

### **Article VII**

#### *Corporate Assets and Earnings*

##### Section 1. INVESTMENTS

The Corporation will have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, except that no action will be taken on or in behalf of the Corporation which would result in denial or loss of tax exemption section 501(c)(3) of the Internal Revenue Code or any successor section of the Code having the same purpose, or any provision of the regulations implementing or applying those sections.

##### Section 2. EARNINGS

No members, director, officer, committee member or employee of the Corporation, or any other person connected in any way with the Corporation, will at any time receive any of the net earnings or pecuniary profit from the operations of the Corporation, except that this will not prevent the payment to any such person of such reasonable compensation as will be fixed by or with the approval of the Board of Directors for services rendered to or for the Corporation; and no such person or persons will be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation will be deemed to have consented that upon dissolution or winding up of the affairs of the Corporation, the remaining assets will be distributed as may be authorized by the Board or required by law exclusively to organizations which qualify under section 501(c)(3) of the Internal Revenue Code or successor sections of the Code having the same purpose.

##### Section 3. EXEMPT ACTIVITIES

Notwithstanding any other provision of these by-laws, no member, director, officer, employee or representative of this Corporation will take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by a Corporation exempt under section 501(c)(3) of the Internal Revenue Code, or by an organization contributions to which are deductible under section 170(c)(2) of the Code, or under any sections which may be successors to those sections having the same purpose.

**Article VIII**

*Miscellaneous*

Section 1. FISCAL YEAR

The fiscal year of the Corporation will be as determined by the Board of Directors and specified in the Operating Procedures.

Section 2. RECORDS AND REPORT

The Corporation will keep correct and complete books and records of account of its transactions and minutes of proceedings as required in these By-Laws. The President or the Secretary of the Corporation will prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation including working with the Treasurer on a balance sheet and a financial statement of operations for the preceding fiscal year.

Section 3. ANNUAL BUDGET

The Corporation will adopt a budget for each fiscal year. The Treasurer will be responsible for working with the Treasurer (elect) and the ensembles to develop a budget draft and seeing to it that a proposed budget is presented to the incoming Board of Directors for its action at the beginning of each fiscal year.

**Article IX**

*Amendments to By-Laws*

Section 1. AMENDMENTS

These By-Laws may be amended by a majority of the members of the Corporation if written notice of the amendment or subject matter has been given to the members of the Corporation in accordance with the notice provisions of these By-Laws.