

**ALAMEDA COMMUNITY BAND
BYLAWS**

**A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION**

ALAMEDA COMMUNITY BAND

Alameda, California

Bylaws

ARTICLE I – NAME

The name of this corporation is Alameda Community Band.

ARTICLE II – PURPOSE

The purposes of this corporation shall be:

1. To provide continuing musical education to adults through band rehearsals and performances.
2. To provide a musical outlet for talented members of the community.
3. To promote music appreciation, cultural enrichment, and entertainment through free public concerts in the community.
4. To provide a community service to the city of Alameda.
5. To perform the finest available literature for concert band.

ARTICLE III – ACTIVITIES

Section 1: Alameda Community Band shall operate as a charitable nonprofit organization exempt from Federal and California State Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or later amended and shall accept grants, donations and contributions from individuals, other organizations and businesses to fulfill the above purposes and enhance community unity.

Section 2: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3: Directors of the corporation must recuse themselves from discussion and/or voting on any matter in which they may have a substantial financial interest.

Section 4: No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 5: Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV – MEMBERSHIP

Section 1: Statutory Members. The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code.

Section 2: Determination and Rights of Members. All active Band Members shall be granted the privilege to vote in Corporation matters.

Section 3: Member Qualifications and Responsibilities. Any area resident who exhibits satisfactory playing ability or potential, agrees to adhere to the band's policies, gives regular attendance to rehearsals and concerts, and is current in dues / fees is eligible for active membership. Members are individually responsible for proper care of music and equipment. Every active band member is encouraged to participate in one of the band's committees.

Section 4: Number of Members. There is no limit on the number of members the Corporation may admit.

Section 5: Membership Roster. A roster shall be kept by the Secretary containing the names, mailing addresses, email addresses, and phone numbers of members. The roster shall include membership status, musical instrumentation, and an indication of the member's willingness or ability to participate in various activities such as day time performance on both week day and weekends and participation in band fund raising events. This roster shall not be sold, distributed or used in any form other than that for which it is intended. The Secretary and the Conductor will have the only copies. If the member has not attended a rehearsal or participated in a performance for at least six (6) months the membership status will be changed to inactive.

Section 6: Non-liability of Members. A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 7: Termination of Membership. The membership of a band member shall terminate:

1. Upon his or her written **or oral** notice of such termination.
2. Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests and purposes of the Corporation.
3. If their ability to perform has deteriorated below acceptable standards as determined by the Conductor.
4. If the member has been inactive for **one (1)** consecutive years.
5. Upon the death of a member.

ARTICLE V. MEETINGS OF THE CORPORATION

Section 1: Annual Meetings. Members shall meet annually, in May of each year, at a specific time and date, to be selected by the Board of Directors, for the purpose of electing new Directors and transacting other business as may be appropriate. Additions to the proposed slate of officers and topics to be voted upon may be made prior to the election. Each active Band Member of the corporation may cast one vote, with voting by show of hands and/or written ballot and/or email

ballot as determined by the Board of Directors. A simple majority, consistent with a quorum, is needed to elect officers or pass proposals.

Section 2: Special Meetings of Members. Special meetings of members, with one (1) week advance notice, may be called by the Board of Directors or by five (5) percent or more of the active Band Members to consider proposals which the Board either deems suitable for band approval or, if brought forth by Band members, to consider items previously vetoed by the Board or not reviewed by the Board.

Section 3: Rules for Approving Certain Proposals. After a Board of Directors review and approval, the following proposed actions must be approved by two-thirds (2/3) of those active Band Members present:

1. Amending the Articles of Incorporation or Bylaws
2. Voting to voluntarily dissolve the corporation.

Section 4: Conduct of Meetings. Meetings shall be presided over by the President or, in his or her absence, by the Vice President, or in the absence of both of these persons, by a Board member chosen by a majority of the members present. The Secretary shall act as Secretary of all meetings, unless in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by “Robert’s Rules of Order”.

Section 5: Notice of Meetings. Notification of meetings shall be given to all members at least two (2) weeks before the date of the meeting. Notice may be given by regular mail, email or by announcing such notice at any band rehearsal.

Section 6: Quorum for Meetings. No business may be conducted without the presence of a quorum of the active Band Members. A quorum shall consist of a majority of the active Band Members of the corporation. If a quorum is lost during the meeting, business may continue, provided that a majority of the active Band Members present give their approval. If a meeting is adjourned due to lack of a quorum, a new meeting date within forty-five (45) days shall be set and notice of the scheduled meeting given to all members.

ARTICLE VI. DIRECTORS

Section 1: Number. A Board of Directors numbering at least **six (6)** individuals shall be elected by the Active Band Members at an annual meeting to sit on the Board. The term of office of each Director shall be two (2) years, subject to renewal.

The Board of Directors positions to be filled are as follows:

1. President
2. Vice President
3. Treasurer
4. Secretary
5. ~~Fund Raising~~ _____
6. Member-at-large

7. Conductor (ex-officio)

The following functions may be filled by either an elected Director or by a committee chair.

1. Fundraising coordinator
2. Logistics/concert coordinator
3. Communications coordinator
4. Web Master
5. Librarian
6. Historian

Section 2: Qualifications. Any active Band Member or active supporter of the Band elected by the members of the corporation may serve as a Director, subject to the limitation in Article VII.1 concerning the President's qualifications.

Section 3: Statutory Requirements. The statutory directors of the corporation shall be the President, Treasurer, and Secretary.

Section 4: Compensation. Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties, with approval of the Board.

Section 5: Board Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at a time and place agreed upon by the Board. These meetings are open to band members and will be announced to both Directors and band members one (1) week in advance. If the Board needs to discuss personnel matters or other highly sensitive topics, the chair will move the meeting into executive session, excluding non-board members. Special meetings of the Board may be called by the President, Vice-President or Secretary. A quorum of more than half the Directors in office, including at least one of the statutory directors defined in Section 3, must be present in order to conduct business.

Section 6: Conduct of Board Meetings. Meetings of the Board of Directors shall be presided over by the President, or in his or her absence, by the Vice-president, or in their absence, by a member chosen by a majority of the Directors present at the meeting. The Secretary shall act as Secretary at all meetings of the Board or in his or her absence, the presiding officer shall appoint another Board member to act as Secretary of the meeting. A majority vote of the quorum is required for passage of measures brought up for decision. Directors may attend in person or by conference call. A written vote *in absentia* shall be included in the vote count. "Robert's Rules of Order" shall govern Board meetings.

Section 7: Voting. Members of the Board have one vote each. Only Directors, elected or appointed, may vote in Board meetings. The presiding officer of the meeting may vote on all issues, not merely as a tie-breaker. If a decision must be made by the Board outside of a traditional face-to-face Board meeting, a phone vote or email vote is acceptable. A simple majority of all Board members is required to pass a vote in this manner. The result of any vote by the Board, not taken in executive session, must be included in the minutes of the next following regular Board meeting.

Section 8: Vacancies. Any Board member who fails to attend two consecutive meetings without prior notice shall be subject to removal by a unanimous vote of the remaining Board members currently in office. For any vacancy on the Board, the Board of Directors shall nominate and approve a new director to serve out the remaining term of the director during any meeting of the Board of Directors.

Section 9: Liability. The Directors shall not be personally liable for the debts liabilities or other obligations of the corporation. The Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of California.

Section 10: General. Each Director shall perform all of his or her duties in good faith, in the manner in which the Director believes to be in the best interest of this corporation, using such care as an ordinarily prudent person in a like situation would use under similar circumstances. The corporation may require all Directors to sign conflicts of interest policy statements to ensure a minimum standard of fiduciary responsibility.

ARTICLE VII. DIRECTOR'S AND/OR COMMITTEE CHAIR DUTIES

Section 1: President. The President of the corporation shall be one of the three (3) statutory Directors. Following the initial election of officers, the President must have served at least one (1) year on the Board in another position as a prerequisite to becoming President. The President shall:

1. Preside at all meetings of the Corporation and of the Board of Directors unless a substitute person is specifically appointed.
2. Coordinate the activities of other Board members and any *ad hoc* committees that are formed.
3. Ensure any necessary tasks are under control
4. Communicate the actions of the Board to the band.
5. Perform such other duties as necessary to carry on the work of the Board.

Section 2: Vice-President. The Vice-President shall:

1. Perform the duties of the President in the absence of the President.
2. Serve as parliamentarian.

Section 3: Treasurer. The Treasurer of the corporation shall be one of the three (3) statutory Directors. The Treasurer shall:

1. Receive and disburse revenues for the corporation.
2. Maintain checking and investment accounts and financial records.
3. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any reports which require certification.
4. Prepare an annual budget and financial report for the annual meeting of the corporation.
5. Coordinate all financial information required for taxes and government reporting.
6. Collect dues / fees as appropriate.

Section 4: Secretary. The Secretary of the corporation shall be one of the three (3) statutory Directors. The Secretary shall:

1. Keep minutes of the Board meetings.
2. Record the minutes in the corporate record book.
3. Notify Board and band members of upcoming meetings.
4. Conduct the correspondence of the corporation.
5. Keep an up to date roster of both Board and band members.
6. Keep the original, or a copy, of these Bylaws as amended.
7. Report the corporation's performances to the Association of Concert Bands for ASCAP/BMI royalty payments should the band choose to participate.
8. In the absence of the President and Vice President the Secretary shall call the meeting to order for election of a chairperson *pro tem*.

Section 5: Member at Large. Member(s) at Large shall serve as representative(s) of the band membership.

Section 6: Fund Raiser. The Fund Raiser shall:

1. Solicit money, goods and services from the community in furtherance of the band's objectives.
- ~~2. Serve as the primary contact with Friends of the Band.~~
- ~~3. Write thank you notes to contributors as necessary.~~

Section 7: Logistics Coordinator. The Logistics Coordinator shall:

1. Coordinate with the Conductor as to what equipment is necessary for a particular performance.
2. Arrange teams to move equipment / stands **between** rehearsal space to concert venue.
3. Arrange for the set up and tear down of rehearsal hall and performance venues when necessary.
- ~~4. Contact potential venues to arrange performance.~~
- ~~5. Prepare and distribute driving instructions / maps and any necessary parking arrangements.~~

Section 8: **Communications Coordinator.** The Publicity Coordinator shall:

- ~~1. Be responsible for enlarging the audience.~~
2. Prepare and distribute press releases.
3. Contact potential audiences.
4. Prepare printed concert announcements programs.
5. Monitor publications about the band.

Section 9: WebMaster. The WebMaster shall:

1. Identify suitable hosting site.
2. Acquire domain registration.
3. Build and maintain low cost web site and other social media.

Section 10: Librarian. The Librarian shall:

1. Ensure necessary music is available when needed.
2. Borrow or purchase music or parts that we need.
3. Ensure music is kept in proper score order.
4. Distribute and collect music.
5. Keep the library catalog up to date.

Section 11: Historian. The Historian shall:

1. Maintain historical information about the band.

ARTICLE VIII. CONDUCTOR

Section 1: Appointment. The Board President shall designate an *ad hoc* committee to develop a protocol for the recruitment and audition of candidates for the position of Conductor. Final selection will be by vote of the Board of Directors as guided by the recommendation of the *ad hoc* committee and wishes of the band's members.

Section 2: Duties. The Conductor shall:

1. Be an ex-officio member of the Board of Directors and all committees. The conductor will be a voting member of the Board, but may choose to abstain.
2. Direct all concerts, performances and rehearsals.
3. Accept performance opportunities.
4. Provide musical leadership and music education.
5. Select music to be played and choose literature to be purchased for the band's library that is to be performed at each concert.
6. Determine band seating arrangements.
7. Invite new musicians into the band.
8. Appoint Section Leaders
9. Work with any sponsoring organization as needed.
10. Appoint such Assistant Conductors as he/she deems appropriate. These appointments must have the approval of the Board of Directors and are not necessarily paid positions.

ARTICLE IX. NONDISCRIMINATION POLICY

This corporation shall follow an equal opportunity policy, and all programs and activities are available to all persons without regard to race, creed, color, religion, national origin, gender, sexual orientation, age, disabilities, veteran status or marital status. This policy also applies to outside vendors, use of contractors, consultants and in dealing with the general public.

ARTICLE X. AMENDMENTS

Amendments to these bylaws may be made at any meeting of the Board of Directors provided that all Directors have been notified in writing of the proposed change at least two (2) weeks

before the meeting at which the vote is to take place and the amendment is approved by a majority of the Directors.

ARTICLE XI. DISSOLUTION

In the event of the dissolution of the corporation, and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied and discharged, and all of the remaining assets property, and income owned or held by the corporation shall be expended for, or applied to, the purposes of the corporation, or one or more of such purposes, by transferring and conveying such assets, property and income to one or more corporations or organizations organized and operated exclusively for charitable or educational purposes, to which exemption from income taxes has been granted under Section 501(c)(3) of the current Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), and no part of such remaining assets, property, or income shall be distributed to members or to any other persons whatsoever.

ARTICLE XII. CONSTRUCTION

Unless the context otherwise requires, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of Alameda Community Band, a California nonprofit public benefit corporation; that these Bylaws, consisting of nine (9) pages, including the cover page, are the Bylaws of this corporation as adopted by the Board of Directors on _____, and amended on the date listed below.

(date)

Executed on _____ at _____, California

Laura Brady
Secretary