

By-Laws

of

Brown County Community Music, Inc

Article 1: Location

The place of business of this organization shall be in town of Nashville, Brown County, Indiana, and in such other places or place for the transaction of business or for the holding of meetings and conventions as may, within the discretion of the Board of Directors, be necessary and essential to the furtherance of this organization.

Article 2: Musical Groups in the Corporation

The Corporation shall consist of musical groups meeting criteria established by the Board of Directors. These groups shall operate in a manner consistent with the Corporation's Articles of Incorporation, Constitution, and By-Laws.

The Board of Directors shall decide on the eligibility and acceptability on member groups to the corporation. Admission to the Corporation shall be granted by a two-thirds majority vote of the Board to accept any new group petitioning for membership to the Corporation.

Article 3: Board of Directors

Article 3.01: Composition. The Board of Directors shall consist of a President, President-Elect, Secretary, Treasurer, and three Member-at-large directors.

Article 3.02: Elections and Terms of Office

- A. Elections shall be held at the annual meeting of the membership as set forth in Constitution.
- B. The following officers will be elected at the annual election on the even numbered years: President-Elect, Secretary, Member-at-large I.
- C. The following officers will be elected at the annual election on the odd numbered years: President-Elect, Treasurer, Member-at-large II, and Member-at-large III.

- D. Each Board member shall hold office for a two-year term and until a successor has been elected and qualified to hold office with the exception of the president and president-elect who serve a one-year term in offices. Terms of offices shall begin January 1 of each year.
- E. The corporate members in good standing at the annual meeting shall elect the Board. Election is by simple majority of those present provided that a quorum is present. Fifty percent of the active, non-suspended members in good standing constitute a quorum.
- F. Board members may be elected to two successive terms in any office. After completion of two terms in one office, they are eligible to be re-elected to a different office.

Article 3.03: Ex Officio Board Members: Ex officio members of the Board shall include

- The music director(s)
- The Immediate past President

An ex officio member may attend any board meeting and be heard on any matter, but may not vote, move, or second a motion.

Article 3.04: Board Vacancy: A vacancy occurring before expiration of the elected term may be filled by the following methods:

- Unanimous vote of the board, or
- Majority vote of the corporate membership at a membership meeting.

A board member elected to fill a vacancy shall be elected for the unexpired portion of the term of office and may serve consecutive terms if reelected.

Article 3.05: Removal of a Board Member:

When the best interests of the Corporation would be served by removal, any Board officer may be removed in the following manner:

- If elected by the corporate membership – may be removed by a majority vote of the membership.
- If elected by the Board – may be removed by a majority vote of the Board.

Before removing an officer, the Board must conduct a hearing at which the officer is invited to be present and heard.

Article 4: Corporate Members

Any person who qualifies under one of the classes of participation set out below, who has fulfilled the performance and attendance requirements of a member in good standing is eligible for one of the classes of participation listed herein:

- a. Member in Good Standing
 - May be a person from any musical group operating under the auspices of the Corporation.
 - A person who has met the performance criteria established by the Music Director and
 - Who has fulfilled the rehearsal commitments.

A member in good standing is entitled to one vote in all organizational elections.

Membership shall be held by a member individually and is not transferable or assignable to another person.

- b. Sustaining Member
 - A person who does not have participatory roles in the musical endeavors in the Corporation efforts, but wish to assist either physically or financially.
- c. Performance Guest
 - A Performance Guest is an individual the music director or the Board has invited to participate in a specific performance.
- d. Rehearsal Guest
 - Any other person who wishes to participate in the practice sessions may attend rehearsals as a Rehearsal Guest. No Rehearsal Guest shall be permitted to participate in either of the two rehearsals immediately before a concert.

Sustaining Members, Performance Guests and Rehearsal Guests do not have voting privileges.

Article 5: Termination of Corporate Membership

- a. Termination by Board Vote
 - By affirmative vote of majority of the directors, the Board may expel a Member from corporate membership if the board finds good cause to do so after a hearing before the Board.
- b. Resignation
 - Any member may voluntarily resign at any time by filing a written resignation with the secretary.
- c. Leave of Absence/Inactive Status
 - A member may suspend their 'member in good standing' status by requesting a leave of absence for good cause. The Board of Directors shall determine terms and conditions of such leaves. Suspended members do not have voting privileges.

Article 6: Duties of the Board of Directors and Ex officio Board members

All Board members are responsible to attend Board meetings. All members are expected to notify the President if unable to attend.

a. President

The president is the principal executive officer of the Corporation and shall supervise and control all of the business affairs of the Corporation. The president shall:

1. Serve a one-year term of office immediately after serving one year as president-elect.
2. Preside at all corporate membership and board meetings.
3. Serve as ceremonial head of the Corporation.
4. With the secretary or any other proper officer of the Corporation authorized by the board, sign any deed, mortgage, bond, contract, or other instrument which the board has authorized to be executed, unless the signing and execution has been delegated by the board, by these by-laws, or by statute to some other officer or agent of the Corporation.
5. Make all appointments of standing and special committees, subject to the approval of the Board of Directors including, but not limited to, the appointment of a librarian, publicity director as needed and ad hoc committees as needed for special functions.

After serving a term as president, the president shall serve a term as immediate past president.

b. President-Elect

In the absence of the president or in the event of the inability or refusal of the president to act, the president-elect shall perform the duties of the president.

After serving a one-year term in office, the president-elect shall serve one year as president.

c. Immediate Past President (ex officio board member)

In the absence of the president and the president-elect, or in the event or refusal of both of these officers to act, the immediate past-president shall perform the duties of the president. The immediate past president shall serve a one-year term as an ex officio board member. After completion of this term, the immediate past president shall retire from the board unless re-elected to the board.

This person should liaison with the president and other community contacts such as schools, organizations, visit organization meetings, promote the band and identify appropriate charities for contributions.

d. Treasurer

The treasurer shall

1. Maintain all bank accounts of the Corporation
2. Handle the financial affairs of the Corporation, such as:
 - a) Depositing funds received for the corporation;
 - b) Collecting contributions and acknowledging contribution by written receipt;
 - c) Paying of debts or bills due;
 - d) Signing of Corporation checks
 - e) Maintain all financial records of the corporation in a format and location where they are available for public inspection upon request.
 - f) Consult with an accountant or other financial advisors, after consent of the Board, as needed to maintain and protect the 501(c)(3) status.
 - g) File required financial documents for tax purposes and tax exempt purposed with federal and state agencies.
3. Provide written reports to the Corporation at each Board meeting on the financial status of the Corporation including but not limited to, all receipts, disbursements since last report; contributions, acquisitions of property, balance of every account.
4. Prepare and present to the Board an Annual budget by November 1 of each fiscal year. Board shall approve the budget.
5. Provide an annual written report to members of all accounts, transactions, balances, contribution, earnings, and contributions.
6. Shall be bonded out of the corporate treasury.

The Treasurer and President shall sign any check in excess of \$500.

e. Secretary

The duties of the secretary shall include the following:

1. Record, maintain and distribute minutes of all Board and membership meetings at each Board meeting. Minutes should be distributed five days in advance of any Board meeting.
2. Distribute any documents, which will be discussed at Board meetings to Board members five days in advance of the Board meeting.
3. Consult with the President to prepare and distribute the agenda for the Board meeting.
4. Provide Board meeting agenda to corporate members by posting at rehearsal so those members can provide input to Board members on issues of concern.
5. Maintain an accurate and up-to-date roster of members; such roster to include the name, musical specialty, address, telephone number(s) and email addresses if available of each member. The secretary shall acquire from new members such information necessary to maintain the

- membership roster and shall distribute copies of the roster to new members.
 - 6. Shall send greeting cards to hospitalized members and shall send flowers/plant in the event of a funeral.
 - 7. Initiate, coordinate and retain relevant Corporation correspondence.
 - 8. Provide the corporate members with a schedule of events, rehearsals, concerts and musical events of interest in the community on a monthly basis or more frequently as needed.
 - 9. Maintain a scrapbook history of the Corporation. (Performances, programs, photographs, recordings, and the like)
- f. Members-at-large
- The duties of the members-at-large shall include the following:
- 1. Shall chair (whenever possible) committees for corporate events. Those committees may include but will not be limited to public relations, facilities, program, advertising, and fund raising.
 - 2. Prepare, present, and submit the written committee reports to the board. Reports may also be made to the general corporate members upon request.
- g. Music Director(s) (ex officio board member(s))
- The duties of the music director(s) shall include the following:
- 1. Conduct rehearsals of the ensemble(s) each week or as needed.
 - 2. Conduct all musical concerts.
 - 3. Select compositions to be rehearsed and programmed (suggestions from the membership will be accepted subject to the Director's approval).
 - 4. Obtain Performance Guest(s) as needed.
 - 5. Establish the criteria for performance and attendance.
 - 6. Director(s) shall liaison with the President and other community contacts such as schools, organizations, visit organization meetings, promote the band and identify appropriate charities for contributions.

Article 7: Duties of Corporate Members

The duties of the Corporate Members shall include the following:

- 1. Attend all rehearsals except in the case of a qualified excuse.
- 2. Notify a Board member when unable to attend any rehearsal or performance.
- 3. Attend and participate in each concert or performance to the extent possible.
- 4. Make any arrangements necessary to assure that music folders are at each rehearsal.
- 5. Promote recognition for the Corporation in the community and seek out new members.
- 6. Participate in planning concerts and other sponsored events.

Article 8: Committees

The president as directed by the Board of Directors shall appoint such committees as are necessary and which are not in conflict with other provisions of these by-laws. The duties of any such committee shall be prescribed upon their appointment. The term of appointment shall be as needed to complete the purpose or not more than one year without additional approval of the Board. In making committee appointments, the president shall give due consideration to maintaining the continuity of the committee's operation.

Article 9: Amendment of By-Laws

By an affirmative vote of the majority of directors at any annual, monthly, or special Board meeting, these by-laws may be altered, amended, or repealed and a new by-law may be adopted, if at least seven days written notice is given to each director and ex officio board member of an intention to alter, amend, or repeal an existing by-law or adopt a new by-law at the meeting.

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