

SAINT HELENA COMMUNITY BAND

Saint Helena, California

BYLAWS

Article I – Name

The name by which this corporation shall be known is the Saint Helena Community Band.

Article II – Purpose

The purposes of this corporation shall be:

1. To support music tradition and musicians in the community by providing music education.
2. To promote music appreciation in the community through concerts and other performances by providing music literature education, cultural enrichment and entertainment for the public.

Article III – Activities

Section 1: Saint Helena 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 trustees, officers, 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: 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 4: 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

Musicians shall be invited into band membership through open audition by the Music Director or a designated committee. Participation at all rehearsals and concerts is encouraged to keep membership in good standing. Members are individually responsible for proper care of music and equipment provided for them. No dues shall be charged for member musicians.

Performance standards, review, and elimination processes consistent with these bylaws shall be determined by the Board of Directors on an annual basis. A roster of members shall be maintained by the Personnel Manager.

Article V – Board of Directors

Section 1: This corporation shall have nine (9) directors and collectively they shall be known as the Board of Directors. Each Director shall serve a three (3) year term: three to be elected one year; three to be elected each second year; and three to be elected each third year. The Board shall include the five officers of the organization and four other individuals. The Music Director shall be an ex-officio member of the Board of Directors. The Music Director shall attend meetings but shall not vote.

Section 2: In the event of a resignation of any duly elected director, the Board of Directors shall nominate and approve a new director by two-thirds vote to serve out the remaining term of the resigning director during any meeting of the Board of Directors.

Section 3: Directors shall be nominated and elected at the annual meeting. Members listed on the roster referenced in Article IV shall be eligible to vote.

Section 4: Directors shall be elected by the majority of those present at the annual meeting and shall not serve for more than two successive terms.

Section 5: A quorum defined as the majority of the Board of Directors shall be required to conduct the business of the corporation. A motion before the Board must be approved by the majority of the Directors present. A written vote in absentia shall be acceptable to be included in the vote count.

Section 6: 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.

Section 7: Directors shall serve without compensation except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 8: The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 9: The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of California.

Section 10: All directors shall perform all of their 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 care.

Article VI – Officers

Section 1: The officers of the corporation shall be President, Executive Vice President, Vice President, Secretary and Treasurer.

Section 2: The officers shall be elected from among the Board of Directors and shall perform the duties usually required of such officers. Such election shall take place directly after the annual meeting.

Section 3: The President shall appoint the Music Director with assistance from a designated committee when a vacancy occurs; oversee that business conducted by the Music Director in conjunction with the Board of Directors is fair for the community and band members.

Section 4: The Executive Vice President shall preside over and conduct all meetings of the corporation, including band meetings, and be an ex-officio member of all committees; shall represent the corporation in legal matters and public affairs with assistance as necessary.

Section 5: The Vice President shall perform all the duties of the Executive Vice President in the absence of the Executive Vice President and shall be chair of the Nominating Committee.

Section 6: The Secretary shall take the minutes of all meetings; record the minutes in the corporate record book; distribute minutes to Directors for review prior to the next meeting; conduct the correspondence of the corporation; keep documents such as the bylaws in the corporate record book. In the absence of the Executive Vice President and Vice President the Secretary shall call the meeting to order for election of a Chairperson Pro Tem.

Section 7: The Treasurer shall receive and disburse revenues for the corporation; maintain checking and investment accounts and financial records; issue monthly statements to the Board of Directors; prepare an annual budget and financial report for the annual meeting; coordinate all financial information required for taxes and government reporting.

Article VII – Music Director

The Music Director shall be appointed by the President; shall be an ex-officio member of all committees; be responsible for all concerts, performances and rehearsals; provide musical leadership and music education guidance; select music literature; determine band seating arrangements; audition new musicians; appoint section leaders; help schedule concerts and purchase music and equipment; decide on musical matters and musicians for performances. The Music Director shall be responsible to the President and shall conduct band business in consultation with the Board of Directors and band members.

Article VIII – Appointed Positions

Standing positions, including but not limited to the following, shall be appointed by the Board of Directors to conduct the business of the corporation in the most expedient manner for the band and community.

The Personnel Manager shall maintain the musicians roster including names, instruments, mailing and electronic addresses, telephones, committee and section leader appointments; notify members of rehearsal, performance and meeting time and location; collect member availability data for performance contracts and scheduling.

The Concert Manager shall confirm concert and rehearsal arrangements with performance venues; initiate and serve as contact; discuss preliminary or potential concert possibilities; verify concert details or changes; execute performance confirmations or contracts; prepare and distribute the concert calendar; maintain record of performances and music performed.

The Equipment Manager shall take care of the band's musical instruments, music stands, sound system, chairs, lights, podium, uniforms, electronic, electric, audio, video and other band owned equipment; maintain a written inventory of all equipment with estimated value and storage locations; manage set up, tear down and transportation of equipment to and from performances; keep equipment in good working order.

The Librarian shall maintain the Saint Helena Community Band music library; distribute and collect copies of the original collection to individual musicians; keep an inventory of music literature in possession, owned or on loan to the band.

The Webmaster shall program, develop and maintain an integrated web site for member and audience reference of purpose, history, events calendar, play schedules, and location.

The Graphic Designer shall create artful images for stationery, the web site, and other publicity such as signs for performance venues and advertising.

The Member At Large in the Board of Directors shall provide assistance where needed.

The Section Leaders shall be appointed by the Music Director to provide rehearsal and performance leadership in learning musical parts, help collect section performance availability information, and encourage section attendance.

Article IX – Committees

Standing committees appointed by the Board of Directors may include but are not limited to:

The Publicity Committee shall publicize Saint Helena Community Band activities to create a high profile public image; prepare and issue news releases, flyers, advertising; design and maintain a web site; provide portable signs at venues and other locations to announce concerts and post information; prepare and deliver dignitary and organization invitations.

The Production Committee shall plan and prepare production logistics for performances; analyze musician availability before contract execution; advise the Concert Manager of acceptable logistics and musicians for contract execution; coordinate printing of programs and tickets; and interface with Publicity Committee, Concert Manager, Equipment Manager, and Music Director for performances.

The Artistic Committee shall work with the Music Director to select music literature, to establish concert play sequence, to audition new musicians into membership, and to assess acceptable instrument mix for contract execution in support of the Concert Manager.

The Nominating Committee shall consist of one Board member and two band members and is appointed by the Board at least one month before the annual meeting; shall solicit band members for Board positions; prepare a slate of Board member candidates for the annual meeting election. Nominations may also be made from the floor at the annual meeting.

Article X – Meetings

Section 1: Meetings of the Board of Directors shall be held at least quarterly at a time and place designated by the Board. Special meetings may be called by three members.

Section 2: An annual meeting of the membership shall be held in June at a date, time and location set by the Board of Directors. Members shall be notified by electronic mail or in writing at least two weeks prior to the date of the meeting. A quorum at any annual meeting shall be a majority of the membership.

Article XI – Acceptance of Performance Opportunities

Performance invitations and opportunities shall be considered in consultation by the Music Director, Production Committee Chair and Concert Manager with assistance from the Artistic Committee Chair, Section Leaders and other band members as appropriate. Acceptance shall be engaged by written agreement between the official invitation representative executed with the Concert Manager. Concerts for which a monetary donation has been promised shall be entered by formal confirmation or contract between such representatives.

Article XII – Parliamentary Procedure

Robert's Rules of Order, current edition, shall govern the proceedings of this corporation, when not in conflict with these bylaws or the Articles of Incorporation.

Article XIII – 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, sex, 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 XIV –Amendments

Amendments to these bylaws may be made at any meeting of the Board of Directors given that (a) all Directors have been notified in writing of the proposed change at least two weeks before the meeting at which the vote is to take place, (b) a quorum is present, and (c) the amendment is approved by the majority present.

Article XV - 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 XVI – Construction

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

Ratified the 18th day of May 2008

Board of Directors

Stephen Treder Janet Kappmeyer

Christy Fitzpatrick George Hope

John Gleazer Marvin Atchley

Nina Pedersen Holly Rogers

Francis Ford Coppola