

BYLAWS

OF THE GLADWIN AREA COMMUNITY BAND

Mission Statement

The Gladwin Area Community Band is a diverse, all volunteer ensemble whose mission is to provide high quality musical experiences for its members while entertaining and educating the audience. We are united by a common love of music, rehearsed and performed in a purposeful, relaxed atmosphere. The GACB is dedicated to providing opportunities for lifelong musical expression for our members and community through a rich repertoire of music.

Article I – Name

The name by which this corporation shall be known is The Gladwin Area Community Band.

Article II – Purpose

The purposes of this Corporation shall be:

1. To perform and participate in a broad range of music programs through the establishment of a concert band, and/or various instrument ensembles to extend awareness and appreciation of music in the Gladwin community and the surrounding area.
2. To provide opportunities for lifelong musical expression for our members and community.
3. To support and engage in projects associated with music and the fine arts in the local area that will benefit the community.
4. To comply with non-profit tax exempt status and the purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, including for such purposes of making distributions to organizations that qualify as tax exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Unit of the Internal Revenue Law.

Article III – Activities

Section 1: No part of this Corporation's net earnings can inure to the benefit of the Corporation's directors, officers, members, or any other private person except as specifically stated in this Article. This Corporation cannot participate in political campaigns, and no substantial part of its activities can be related to influencing legislation.

Section 2: All assets of the Corporation are to be permanently dedicated to an exempt purpose even in the event of the Corporation's dissolution.

Section 3: This Corporation shall assume the liability of directors and those volunteers serving at the request of the directors in any suits for damages by third parties for those acts incurred in the good faith performance of their duties.

Article IV – Membership

Section 1: Membership in this Corporation shall be open to all individuals in sympathy with its purposes. There shall be three classes of membership, each class paying annual dues as set by the Board of Directors.

- a. **Band Members** shall be at least 18 years of age or older, shall agree to adhere to the band's policies and shall participate regularly in rehearsals and performances. Band members will have voting privileges.
- b. **Associate Band Members** shall be high school students who are members of their own high school band and must be approved by both their home director and the GACB music director. They shall agree to adhere to the band's policies and shall participate regularly in rehearsals and performances. Associate band members shall not have voting privileges.
- c. **Supporting Members** shall be those non-musicians interested in supporting the purposes of the Gladwin Area Community Band. Supporting members shall not have voting privileges.

Article V – Board of Directors

Section 1: The Board of Directors shall consist of the five (5) Officers of the Corporation, past president, chairpersons of the standing committees, and the Music Director/Conductor (as an *ex officio* member). The Board of Directors are voting members.

Section 2: In the event of a resignation of any duly elected Officer, the President shall appoint a new Officer to serve out the remaining term of the resigning Officer with the approval of the Board of Directors.

Section 3: Officers shall be nominated from among the band membership and shall be elected at the annual meeting.

Section 4: Officers 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 shall consist of the majority of the Board of Directors. A quorum of the Board is required to conduct the business of the Corporation.

Section 6: Any Board member who fails to attend two consecutive meetings without prior notice to the President shall be subject to removal by a unanimous vote of the remaining Board members.

Section 7: Directors shall serve without compensation.

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

Section 9: The Directors of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Michigan.

Article VI – Officers

Section 1: This Corporation shall have six (6) Officers. Officers shall serve for a two (2) year term. The President and Secretary shall be elected in the odd-numbered years; the Vice-Presidents and Treasurer shall be elected in the even-numbered years.

Section 2: The elected Officers of the Corporation shall be President, Vice-President, Vice-President of Community Relations, Secretary, Treasurer, and Past-President. The Officers shall serve as Directors on the Board of Directors.

Section 3: The Officers shall be elected from among the membership and shall perform the duties usually required of such officers. Such election shall take place at the annual meeting.

Section 4: The President shall create the agenda for and preside over all meetings of the Corporation, including all board meetings and all membership meetings. The president shall appoint all committees, shall be an *ex officio* member of all committees, and shall serve as a representative of the Corporation in all legal matters and public affairs.

Section 5: The Vice-President shall perform all the duties of the President in the absence of the President and shall be the chair of the nominating committee.

Section 6: The Vice-President of Community Relations shall publicize the band's activities through any available media outlets.

Section 7: The Secretary shall take the minutes of all meetings and record them in the corporate record book; notify the Directors and the members of the time and location of all meetings; and conduct the correspondence of the Corporation.

Section 8: The Treasurer shall maintain the financial records of the Corporation; shall issue monthly statements to the Board of Directors; shall prepare an annual financial statement for the membership for the annual meeting; and shall file all financial information required for

government reports. For the purpose of checks and balances the treasurer and an appointed board member should be named as co-signers at the bank of record.

Section 9: The Past-President shall serve as an advisor to the President. The Past-President shall be an *ex officio*, voting member of the Board of Directors.

Article VII – Music Director/Conductor

The Music Director shall be elected by a simple majority vote of the band membership. The Music Director/Conductor, in consultation with the Board of Directors and band members, shall be responsible for all concerts, performances and rehearsals. The Music Director/Conductor shall have the final decision on all musical matters. The Music Director/Conductor shall serve as an *ex officio*, voting member of the Board of Directors.

Article VIII – Committees

Section 1: Standing committees of the Corporation shall include the Nominating committee. Additional committees may be appointed by the President at the direction of the Board of Directors.

Section 2: The Nominating committee shall be appointed in November. The Nominating committee shall convene when needed at the discretion of the Board of Directors and shall present a slate of candidates for Directors two weeks prior to elections. Nominations of candidates for Directors may also be taken from the floor at the annual meeting.

Article IX – Meetings

Section 1: Meetings of the Board of Directors shall be held monthly at a time and place designated by the Board.

Section 2: An annual meeting of the membership shall be held each November at a date, time and location set by the Board of Directors. If the meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient. Members shall be notified in writing or by electronic mail at least two weeks prior to the date of the meeting. A quorum at any annual meeting shall be a majority of the members present at the meeting.

Article X – Disbursement Policy

Expenditures shall be authorized by a majority vote of the Board members present. In the event that time will not permit, an expenditure not to exceed \$150.00 will be permitted with the approval of the President and one other member of the Board of Directors. The Board of Directors reserves the right to put a cap on expenditures by the Music Director.

Article XI – Equipment/Music Purchase Policy

All purchases for the organization shall become the property of Gladwin Area Community Band.

Article XII – 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, disabilities, veteran status or marital status. This policy also applies to outside vendors, use of contractors and consultants and in dealing with the general public.

Article XIII - Conflict of Interest Policy

1. The Purpose of the Conflict of Interest policy is to protect the Gladwin Area Community Band's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Music Director of the Band or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

3. Violations of the Conflicts of Interest Policy-

- A. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings - The minutes of the Board and all committees with Board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the

financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation:

- A. A voting member of the Board who receives compensation, directly or indirectly, from the Band for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Band for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Band, either individually or collectively, is prohibited from providing information to any committee regarding compensation for him/herself.

6. Periodic Reviews - To ensure the Band operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures and arrangements with management organizations conform to the Band's written policies are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

Article XIV – 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 XV - Amendments

Amendments to these bylaws may be made at any meeting of the general membership by a two-thirds vote of those present, after notification in writing to each member at least two weeks before the meeting at which the voting is to take place.

Ratified this 8th day of October, 2023.

President: Mark Maday

Vice-President: Brittney Roggow

Vice-President of Community Relations: Melynda Andersen

Secretary: Kristin Falls

Treasurer: Melissa Sapienza