

Wakefield Concert Band [WCB]

Bylaws

Article I

Mission, Vision, and Objectives

Mission Statement (our purpose)

- Support and advance the Southern Rhode Island community's cultural interests by performing a wide range of music at venues throughout the community.
- Create an environment within the WCB that promotes high quality performances and supports the national long-standing tradition of community concert bands.
- Provide opportunities for student, amateur and professional musicians from the community to advance their musical skills.
- Promote a sense of collegiality and pride of musicianship among its membership.

Vision

- To be recognized among the best community bands in Rhode Island by providing performances of the highest quality possible.

Objectives

Set Specific objectives for each year:

- Raise sufficient funds to assure financial solvency, and provide additional funding for needed new music, equipment, and other expenses that may be needed to advance the mission and vision of the WCB.
- When possible, engage one fine professional soloist for one major concert.

Article II

Board of Directors

1. Election of Board Members

Board members will be appointed by voting band members through a simple majority at the annual meeting. The slate of candidates for board positions will be provided by the Nominating Committee and be presented to all band members via a written ballot.

2. Tenure

Each board member will be appointed for two years. Board members may be considered for a second term if they express their desire to continue to the Nominating Committee three months in advance of the next annual meeting. Board members, with the exception of the Music Director, may not serve a third consecutive term. A past board member may submit his/her name to the Nominating Committee as a candidate for the same or different board appointment after one year of absence. Board members who were removed will not be eligible for future board positions.

Board members shall serve their full term unless circumstances develop which make it difficult or unrealistic for the member to continue. In these circumstances, the board member shall give full consideration to the prevailing circumstances in making his / her final decision to resign. If the board member is leaving in good standing the Nominating Committee may submit his/her name as a candidate to for a future office or at-large board position.

3. Composition

The board shall consist of 7 members. Officer positions shall have additional responsibilities beyond general board duties in serving their terms as President, Vice President, Secretary, and Treasurer. The Music Director of the Wakefield Concert Band shall be a Board member. The two remaining positions will be at large, open to a band member and or recognized members of the general South County community who can help promote and otherwise support the mission and vision of the WCB.

4. Responsibilities of the Board

The Board is responsible for approving and supporting to the fullest, the mission, vision, and objectives of the Wakefield Concert Band. The board is responsible for overseeing, delegating, and approving business decisions and transactions, and overall management of operations of the WCB that have not been specifically assigned here. Other responsibilities include overseeing and approving the annual operating budget and equipment purchases. The Board shall also set operational and fiscal financial objectives for the coming year along with a reasonable process for measuring progress and success.

The Board may also exercise its authority to delegate specific assignment[s] to workgroups or individuals whose assignment shall be limited to researching, making assessments and giving recommendations to the Board where further action will be taken.

The Board is responsible for supporting the Articles of Incorporation, and making decisions and actions that comply with those articles.

The Board is responsible for making final decisions regarding appointing a Music Director.

5. Voting and Final Decisions

All matters and decisions of the Board shall be determined by a simple majority of all present where at least a quorum is present. A quorum is determined to be the presence of at least 3 officers plus the Music Director.

Decisions may be made and action taken by the board on specific matters without meeting by using email. Under these circumstances, there must be evidence through written contributions to the discussion that a quorum exists. Under these circumstances, written contributions, comments to the matter at hand are to addressed to the President with copies to each participant. In addition, the following rules shall be observed:

- The secretary shall archive all associated written communications.
- All participants of the quorum must submit a written vote before a decision or action can be final.
- The president shall count the written votes and inform the participating board members of the decision.

6. Removal of Board Members

Board members shall complete their appointment unless after full consideration the majority of board members determine that circumstances exist where a serving board member shall be removed in order to support the mission, vision, objectives, and best interests of the WCB.

Examples of circumstances that can lead to a decision to remove a member may include, but are not limited to the following:

- Overt personal conduct that is contrary to the vision, mission, or objectives of the WCB.
- Recurring or intentional single conduct resulting in potentially serious infraction of articles of incorporation of the WCB.
- Other actions taken that are clearly not in support of the mission, vision, and objectives of the WCB.
- Failure to fulfill the spirit of obligations of a board member by lack of attending sufficient number of meetings and/or by demonstrating a poor spirited demeanor during meetings that is disruptive to progress.

7. Filling Interim Board Positions

It is the responsibility of the Board to appoint a member into an interim vacant position within 30 days of the vacancy. The Board may work from a previous list of candidates from the Nominating Committee or in its own discretion, research, and appoint a member to the interim seat. The interim board member may be nominated by the Committee for the next full term of the seat.

8. Regularly Scheduled and Unscheduled Board Meetings

A two-week notice shall be given to Board members prior to each Board of Directors meeting. The meeting will take place at a location that is accessible to all members.

The Board shall meet at least quarterly and may at the discretion of a simple majority of its quorum schedule a special meeting. Notice for meetings shall be the responsibility of the president and distributed by the Secretary at least 7 days prior by email or by an alternative method that was previously agreed to by the full board. Office positions of the board are responsible for attending all meetings. At large members shall make provisions to attend all meetings, but may be excused from the Board if he / she miss a simple majority to meetings in a given calendar year.

The President or Vice President shall preside over all board meetings.

An agenda will be set by the President and distributed by the Secretary to the Board members at least one week prior to the meeting.

Board meetings shall have a standing agenda which consists of:

- Reading and approval of minutes from the previous meeting, with consideration for edits as needed
- Treasurer's report
- Discussion of old business and action to be taken
- New business
- Confirmation of next meeting

In the absence of clarity regarding the process of meetings or disagreement of process among the majority of a quorum, Robert's Rules of Order shall be followed. Otherwise the President shall determine process.

Minutes of the Board of Directors meetings shall be taken by the Secretary and distributed to all Board members via email.

The Board shall discuss and vote on matters of band operations in accordance and support of the mission, vision, and objectives of the WCB. The Board shall defer decisions on items of business that are viewed to be outside of [routine] operations - or in some degree be in conflict with the stated mission, vision, and objectives of the band. For those matters, the board shall schedule a general membership meeting. If circumstances are clearly emergent for a decision to be made, the board shall set a one week notice to hold a general membership meeting. Under these circumstances, a quorum of band's membership shall be 1/3 present.

The Board of Directors is required to prepare the agenda for the general membership meeting and all items brought forth for consideration by the membership will be voted at a general or annual membership meeting. Also see Article IV “Concert Band Members”.

9. Compensation for Board Members

Board members shall serve without compensation. A Board member may submit receipts for reimbursement of reasonable expenses she / he experiences for Board authorized actions or tasks.

10. Personal Liability

Board members are exempt from personal liability of any nature as defined by the Articles of Incorporation.

11. Conflict of Interest

Board members must recuse their participation in decision making and voting when a conflict of interest exists. It is the responsibility of each board member to understand and recognize his / her status of the issue at hand relative to potential conflict of interest. If an officer is not voting, a quorum consists of the officers present, the Music Director and one at-large member.

12. Board Responsibilities

It is the responsibility of the Board to perform the required tasks to assure the financial health of WCB. These tasks include but are not limited to:

- Receive and account for funds received.
- Account for the distribution of funds to creditors and to satisfy other operating expenses.
- Provide accounting, management of any 501C3, reporting, and filing required tax returns.
- Provide an annual report to the Band on the WCB’s financial status.
- Forecast a one-year budget and three year estimate of the funds received and disbursed *based on identified needs* of the band.
- Manage expenses and keep expenses and revenue in line with budget expectations.
- Account for the acquisition and disposition of assets.

Article III **Officers**

The officers of the Wakefield Concert Band shall be four: President, Vice-President, Secretary, and Treasurer. Officers of the Wakefield Concert Band are also members of the Board of Directors of the Wakefield Concert Band.

1. Nomination of Officers

A Nominating Committee consisting of the Band Vice-President and one member from each instrumental section of the Wakefield Concert Band shall be appointed by the Board of Directors in March and shall present a slate of candidates for Officers and Directors two weeks prior to the Annual Meeting of the Wakefield Concert Band in June. Nominations may also be taken from the floor during the Annual Meeting. Any band member who has a Record of Membership on file with the Band Secretary and who is at least 21 years of age on the date of the election is eligible to serve as an Officer or Director of the Wakefield Concert Band.

2. Election of Officers

All officers shall be elected by a simple majority vote cast by eligible members of the Wakefield Concert Band who are in attendance at the Band's Annual Meeting or who submit an approved absentee ballot to an Officer or Board Member at least 24 hours prior to the Annual Meeting. Voting shall be done with the use of pre-printed ballots. Ballots shall be designed in such a way that WCB members can make individual elections for each office position to be filled.

3. Term of Office

Each Officer of the Wakefield Concert Band shall be elected for a two-year term and shall hold office until his or her successor is duly elected or until such Officer's death, resignation, or removal in the manner described in this document.

No person shall hold more than one board or office position simultaneously.

4. Resignation

An Officer may resign at any time by written notice. A reasonable attempt shall be made by the departing officer to provide, if possible, a two month notice prior to the planned separation date. The notice of resignation shall specify the date. In the absence of a written notice, the president, after verbal confirmation with the departing officer, shall send the departing officer an email acknowledgement of the notice and decision to separate. Separation as an officer shall automatically result in a vacancy of that designated Board Position as well. If circumstances permit, and in the judgment of a simple majority of Nominating Committee members, an officer leaving in good standing may request and be granted an At Large position on the Board if it is vacant or becomes vacant in the future. An officer departing in good standing is eligible at the Nominating Committee's discretion to be a candidate for future office position.

5. Removal

Refer To Article II, Section 6 "Removal of Board Members"

6. Filling Interim Officer Vacancies

Refer To Article II, Section 7 "Filling Interim Board Positions"

7. Duties of the President

The President is the chief officer of the Wakefield Concert Band and shall preside over and conduct all meetings of the Board when possible. The President shall serve as ex-officio member of all committees. The President shall represent the Band in all legal matters and at public affairs as needed. In the event of a tie vote by the Board of Directors, the President's vote on matters of business or general operations will prevail in breaking the tie. The President shall perform such other duties as may be assigned to him or her by the Board of Directors.

8. Duties of the Vice-President

The Vice-President shall perform all the duties of the President in the absence of the President. The Vice-President shall serve as chair of the Nominating Committee. The Vice-President shall perform such other duties as may be assigned to him or her by the Board of Directors, or the President.

9. Duties of the Secretary

The Secretary shall take the minutes of Board and general WCB meetings and record them in an official record book as well as in electronic format that is suitable disc backup, and electronic distribution. The Secretary shall keep a list of the Band members, be responsible for delegating the duties of updating addresses, telephone numbers, email addresses, and shall provide the email addresses of all band Members to the Band Director or officer who is responsible for sending email notices to the Band. The Secretary shall keep Membership forms on file and provide each new Member's name and instrument to the individual who maintains the band's web site for inclusion in the band roster published on the site. The Secretary shall notify the Members and Directors of the time and location of all meetings and shall see that all notices are given as required by law, regulation, or the bylaws of the Wakefield Concert Band. The Secretary shall have charge of the general correspondence of the Band. The Secretary shall perform such other duties as may be assigned to him or her by the Board of Directors.

10. Duties of the Treasurer

The Treasurer shall collect, receive, and deposit all funds of the Wakefield Concert Band and maintain the financial records of the WCB. The Treasurer shall not make disbursements greater than \$100 without approval of the Board of Directors. The Treasurer shall issue quarterly statements to the Board of Directors, prepare an annual financial statement for the Members for the Annual Meeting, and file all financial information required for government reports. The Treasurer shall perform such other duties as may be assigned to him or her by the Board of Directors.

11. Compensation to Officers

There are no provisions for compensation for officer positions.

Article IV **Concert Band Members**

1. Membership of WCB Instrumentalists

An instrumentalist shall be invited to become a member of the WCB at the discretion of the Music Director.

Anyone designated as a band member by the director shall make a commitment to attend required rehearsals and performances as determined by the Music Director.

Auditions may be required for membership at the discretion of the Music Director.

Provisions for member fees and / or dues may be levied to each member only after the matter has been given full consideration and approved the Board.

Members will receive compensation for specified expenses that were approved in advance by the Board. Expenses not pre approved by the Board will be reimbursed. There will be no compensation for member participation in Wakefield Concert Band, its activities or performances.

Members are required to provide their own instruments and related equipment for rehearsals and performances.

Members are responsible for providing their own transportation and covering their expenses to and from rehearsals and performances as well and all other sanctioned events they participate in.

Band member expenses not specifically approved by written request from a member of the Board are the responsibility of each band member.

Band members are responsible for purchasing at their expense required dress and follow the dress code for events.

2. Record of Membership

Membership will be finalized and confirmed when a Record of Membership form is completed and signed by each joining member. The membership form contains basic contact information and an indemnification agreement. Any new band member shall receive a copy of the WCB bylaws and is immediately eligible to vote.

INDEMNIFICATION AGREEMENT

I _____ agree to indemnify, and hold harmless the Wakefield Concert Band, its officers, and board members in the event of my injury, from charges, claims, and losses by a third party which occurred through or as a result of my voluntary participation in sanctioned WCB events.

Members under the age of 21 shall have their parents co-sign the indemnity agreement.

3. Annual Membership Meeting

The Board of Directors shall call a general membership meeting at least once per calendar year. The annual meeting shall be scheduled to occur in June of each year.

The secretary is responsible for sending a notice two weeks in advance via email to all members prior to the annual meeting.

An agenda will be written by the President and approved by the Board of Directors, and distributed via email to all members at least one week prior to the annual membership meeting. A few paper copies may be made available.

The annual meeting will take place at a location and time reasonably accessible to members.

A quorum of 51% of the membership from the record of attendance must be present in order to conduct business at the annual meeting.

Attendees shall sign in before the meeting.

The President or Vice-President shall preside over all meetings.

Each member with a membership form on file, including the Officers and Music Director, shall have one vote for each matter of business via a balloting process for each officer position.

In the absence of balloting, votes may be cast by a show of hands, unless a paper ballot is requested by at least 25% of the members present. However, election of officers and at-large board members shall be conducted at the annual WCB meeting with the use of a written ballot.

A simple majority of those present for a vote is needed to approve an item.

The Treasurer shall provide a financial report at each annual meeting.

Minutes of annual meetings shall be taken by the Secretary and distributed to all members for later approval.

4. Voting For New Officers

To assure continuity among Officers and Directors from one year to the next, the following staggered election timetable shall be followed:

In even-numbered years, the President, Secretary, and Treasurer and one at-large Director of the Wakefield Concert Band Board shall be elected to two-year terms.

In odd-numbered years, the Vice-President and second at-large Director will be elected to two one year terms.

Upon ratification of these bylaws in 2010, however, the Vice-President and second at-large Director positions will be filled for one-year terms. Then, commencing in 2011, these two positions will be elected to two-year terms according to the even-year (President, Secretary, Treasurer, Board Member #1), odd-year (Vice-President, Board Member #2) schedule described in the preceding paragraphs.

5. Removal of a Band Member

Removal of a band member may occur only after review and full review and consideration of the prevailing circumstances has been reviewed by the Music Director, and with a simple majority of the Board. Reasons for removal may include, but not limited to:

- Overt personal conduct that is contrary to the vision, mission, or objectives of the WCB.
- A single and intentional conduct resulting in potentially serious infraction of articles of incorporation of the WCB.
- Failure to attend a sufficient number of rehearsals and/or performances in the judgment of the Music Director.

6. Unscheduled Membership Meetings

Resolution of matters that would normally be put to the membership during an annual meeting may be accomplished after appropriate discussion with the band members during a regularly scheduled rehearsal. Voting on these matters may be confirmed if 51% of the members are present and with a simple majority of the show of hands, unless 25% of the membership calls for

the use of written ballots. In this case ballots shall be prepared and voting shall occur during the following rehearsal.

Article V **Music Director**

1. Selection

The Board of Directors shall conduct a search and conduct interviews for prospective candidates to fill the Music Director position. The Board of Directors shall make the final decision and appoint a Music Director for the Wakefield Concert Band.

2. Qualifications

The candidate of choice will be able to demonstrate:

- a. Minimum 3 years of successful experience conducting and directing a performing ensemble
- b. A firm knowledge of band literature
- c. A working knowledge of all band instrumentation
- d. An ability to develop and maintain positive professional contacts with local band directors and musician
- e. An ability to provide effective and efficient rehearsal techniques
- f. A knowledge of where and how to select, purchase, and obtain music
- g. Personal traits that will:
- h. Support the established culture and continually develop the collegiality within the WCB
- i. Have a friendly and approachable manner without sacrificing a genuine pursuit for excellence
- j. Work hard to maintain and find ways to continually develop the musicianship of band members and the organization as whole.

3. Duties of the Music Director

- Determine the selection of and oversee the purchase of music.
- Supervise and coordinate rehearsals and performances.
- Function as the WCB music consultant on matters that have a direct impact on the quality of music performed by the band, and make decisions regarding the distribution and quality of instrumentation of the WCB, and all related technical matters.
- Make decisions regarding membership of instrumentalists to the WCB.
- Work with the Board to plan and coordinate performances.

- Work with the Board as needed to prepare the annual operating budget.
- Make decisions in conjunction with the Board regarding guest conductors and guest soloists who may perform with the WCB, and with the Board determine and approve compensation issues for guest soloists and conductors and related expenses.
- Work with the Board to define dress code for members during performances.
- Oversee the music library.
- Secure a suitable rehearsal location with support and help of the Board as needed.
- Appoint an Assistant Director[s] who shall assume limited duties that are defined by the Music Director.
- Establish play list for rehearsals and performances.
- Serve as a standing Board member with one vote.
- Work with the band's IT communications person to send notices of rehearsals, playlists, and performances to members via email. Keep band members informed of upcoming rehearsals and performances.
- Advise and work with the Board to consider special events, such as recording sessions, special performances, or in matters that may be outside of the stated mission of the WCB such as involvement in regional competitions.
- Determine schedules for rehearsals, and perform required support tasks that are needed to assure that the quality of the band's performances are at the highest possible level.
- After informing band members of possible future performances, and giving members an opportunity to respond with questions and give feedback, the Music Director shall make recommendations to the Board for their support regarding the new season's performance schedule. Consideration for adding performances during the year shall be discussed and addressed in a similar manner.

4. Tenure

The Band Director shall hold this position until voluntary resignation, unless circumstances occur that require consideration for removal.

5. Resignation

The Band Director may resign at any time by giving written notice to the board a minimum of two months before the effective date.

6. Removal

The Band Director may be removed from his or her position by a unanimous vote of the Board. Such action shall be taken after the situation has been thoroughly and given full consideration of the prevailing circumstances, which may include but not necessarily limited to:

- Overt personal conduct that is contrary to the vision, mission, or objectives of the WCB.
- A single and intentional conduct resulted in potentially serious infraction of Articles of Incorporation of the WCB.
- Other actions taken that are clearly not in support of the mission, vision, and objectives of the WCB.
- When there is a clear trend of declining quality of rehearsals and performances in the absence of extenuating and temporary circumstances.

7. Compensation

The Band Director shall be paid an annual stipend that will be determined each year by the Board. The Assistant Music Director shall receive an honorarium that is determined by the board.

8. Membership in Other Organizations

At the discretion and action by a majority of the members of the Board of Directors, the Wakefield Concert Band may join local, national, or international organizations which promote the interests of the Band. Such memberships and associations must be free of reasonable and foreseeable impact on the personal expenses and any obligations of band members. If there is a foreseeable potential for impacting individual band members, the Board shall recommend a membership vote. In the event of such a vote, a 2/3 majority shall carry the recommendation. Such outside organizations may include, but are not limited to associations promoting concert bands or organizations which help publicize the Wakefield Concert Band as a community resource, performing in competitive events.

Article VI

Financial Accountability and Corporate Structure

1. Finance

WCB shall hold itself financially solvent under laws and rules of the WCB's 501C3 status where applicable and to all business transactions, obligations, claims, and operating expenses. To

secure this solvency of the WCB, the Board may consider the following or other fund raising initiatives:

- Fund drives by band members.
- Retaining a percentage of gross proceeds from benefit performances.
- Conducting benefit concerts.
- Accepting requests to perform for organizations in the Rhode Island area.
- Accepting donations at designated concert performances.

Levying membership fees and/or annual dues may be given full consideration by the Board when in the judgment of the Board there is clear and compelling evidence that such levies are necessary in order to continue operation of the band - and after all other considerations regarding alternative funding have been attempted and exhausted. Such alternative funding considerations shall include those noted immediately above.

2. Fund Raising

The Board and its officers have the responsibility to define and initiate fund raising events through activities expressed in this Article and through initiatives such as:

- Recommending the band's fees for performances and charitable events.
- Coordinating funding with the financial committee.
- Maintaining and adding to WCB's mailing list.

3. Dissolution of the Wakefield Concert Band

Provisions for dissolution of the WCB may be considered by the Board only under the most extreme financial circumstances, where it is clear that no other reasonable alternatives can be found to salvage operations.

4. Performances

The Board shall insure that the WCB maintains a concert schedule and venues that fully use the talents of the instrumentalists and enhance their growth and learning in a manner such as:

- The Music Director, after discussion with the band members can recommend to the Board the number, location and purpose of performances with minimum six-month time frame.
- Do so after obtaining the Band's feedback.
- Also see Article V, Section 3, Duties of the Music Director

Article VII **Committees**

1. Standing Committees

The board shall confirm members of the Nominating Committee for each year, and appoint additional committees such as those listed below as needed.

The committee chairperson will select the number and type of committee member he or she feels are needed and make appointments from the pool of volunteer band members to perform the tasks of the committee.

Each committee defined by the Board will have three or more members.

2. Standing (permanent) committees

a. Finance Committee: Responsible to the Board in the areas cited under Article VI above. The Treasurer of the Board will chair this committee.

b. Fund Raising: Responsible to the Board for discharging duties listed under Article VI.

c. Nominating Committee

- Chaired by the Vice President, the Nominating Committee will recommend two weeks prior to the annual meeting, a slate of candidates to the band membership for designated officers and at-large Board positions.
- In its search for candidates for Board positions, the Nominating Committee shall use the following guidelines. The candidate shall:
 - Be 21 years of age.
 - Be able to demonstrate a sincere interest in supporting the mission, vision, and objectives of the WCB.
 - Demonstrate suitable communication skills needed to conduct business of the WCB.
 - Demonstrate a level of maturity that will allow for assessments and decision making on behalf of the WCB.
 - Demonstrate an ability to be a good WCB representative to the community and foster and support fund raising events if needed.

d. Ad Hoc Committees

Ad Hoc committees are formed by the Board and continue, as needed, at the pleasure of the board.

Article VIII

Member Emeritus

Membership Emeritus

The Board may award the recognition of Member Emeritus to a band member who has demonstrated unusual commitment and support to the fundamental spirit and tradition of community bands, and whose tenure and participation in WCB events exemplify the meaning of membership. This award may be presented during a performance and may be documented in the WCB's history. The award may consist of an appropriate plaque or certificate that is approved and funded by the Board. The band member so recognized shall have the right and privilege to participate in rehearsals and at the discretion of the Music Director may participate in designated performances. Further, a Member Emeritus may be granted a no charge admission to all performances.

Article IX

Amendments to the Bylaws

A motion to Amend or add, or delete articles to the bylaws may be initiated by a 2/3 majority vote of the Board, and shall be carried with ratification with a 2/3 majority vote of WCB members. Band members may submit requests to amend, add, or delete articles to the WCB bylaws.
