

## BY - LAWS

The Great Falls Municipal Band, Inc.

Approved, February 1, 2019

### ARTICLE I. Name and Purpose

#### A. Name

The name of the Corporation is the Great Falls Municipal Band, Inc.

#### B. Purpose

1. The purposes for which the Corporation is formed are charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as presently constituted and as the same may be amended from time to time.
2. The purposes may be more particularly stated as follows:
  - a. To foster the development in the community of an appreciation of the musical arts, by promoting and producing, or causing to be produced, musical productions and entertainments, and by taking part in activities having that end in view.
  - b. By operating concert bands and/or similar ensembles of varying size, to reaffirm the community position in instrumental music, to provide an opportunity for individual musical expression and growth among the membership, and to provide an opportunity for contact and association between and among musicians.

### ARTICLE II. Membership

#### A. Qualifications for Membership.

1. Corporation members are participants in one or more of the corporation's ensembles. The Great Falls Municipal Band Inc. and its performing ensembles shall operate without regard to sex, race, national origin, marital status, age, political views or affiliation, religious views or affiliation, sexual orientation, disability, or other factor unrelated to the support of the purposes of the corporation. Applicants for membership in The Great Falls Municipal Band Inc. shall be required to demonstrate satisfactory musical competence as determined by the music director, and

agree to fulfill all the responsibilities of membership set forth in these Bylaws.

2. Any person wishing to become a member of one of the Corporation's performing ensembles must have the approval of the director of that ensemble. If accepted, such person shall automatically be approved as a member of the Corporation. The person shall remain a member of the corporation so long as they are a member of one or more of its ensembles.

## B. Duties of Membership

### 1. General

Members shall conduct themselves with collegial and respectful demeanor towards the Band, its members, conductors and guests, and abide by the requirements and regulations stated in these Bylaws.

### 2. Attendance.

Attendance may be taken at rehearsals and concerts at the discretion of the director. Any member who misses a dress rehearsal will not be allowed to perform at the concert without the approval of the director. Members are expected to play all scheduled concerts and to attend a pre-concert warm-up rehearsal, or give adequate notice if they cannot attend.

### 3 Concert Dress

Concert dress shall be determined by the director of each band or ensemble, and shall be adhered to by the membership.

### 4 Seating

Seating shall be determined by the director who may choose to consult with section leaders where appropriate.

### 5. Music Responsibility

Members shall be responsible for returning their music. Fees may be charged if music is not returned in a timely manner.

- C. Termination of Membership: Membership in the Corporation may be terminated for the following reasons:
  - 1. Failure to maintain musical competence in the judgment of the ensemble director.
  - 2. Conduct, that in the judgment of the Board does not align with the mission of the Corporation.

ARTICLE III. Board of Directors

A. Executive Authority

The executive authority of the Corporation and its performing ensembles is vested in a Board of Directors, whose duties shall include, but shall not be limited to:

- 1. Management of the general affairs of the Corporation, taking all action, which is compatible with the best interests of the Corporation.
- 2. Management of the financial affairs of the Corporation, including the right to select authorized depositories for the funds of the Corporation, the establishment of annual budgets, authorization for audits, and any other matters incidental thereto.
- 3. The appointment and dismissal of directors and, if desired, one or more assistant conductors.
- 4. The replacement of members of the Board of Directors or of officers who are unable to complete their term of office.
- 5. The Board may appoint, by resolution, at any time from the Membership of the Corporation, such other officer or officers as may be deemed expedient and any such officer shall perform the duties assigned by the Board, and hold office at the pleasure of the Board.
- 6. Judgments concerning standards of conduct and attendance may be reviewed annually.
- 7. The Board of Directors and all Officers of the Corporation shall at all times conduct the affairs of the Corporation in such fashion as to comply with those provisions of the Internal Revenue Code of 1954, as presently constituted, or as the same may be amended from time to time, which are requisite to the continual qualification of the Corporation for exemption from tax under Section 501 of said Code, or any successor provision thereto, and to the deductibility for federal income tax purposes of contributions to the Corporation as charitable contributions under Section 170 of said Code, or any successor provision thereto.

## B. Composition

1. The Board of Directors shall consist of at least five but no more than nine. The following shall be members ex officio:

Officers:                      President  
   Vice-President  
   Secretary  
   Treasurer

2. Voting members of the Board are selected by current board and voted upon by the membership at the annual meeting.

3. Non-voting ex officio members include:

Principal Music Director  
Music directors of each ensemble

4. Terms and Recommendations.

Board members are elected for a three-year term. As Board members complete their term, they have an option to recommit for another three-year term. Ideally the terms should be staggered so that a third of the Board is up for reconsideration annually.

If/when someone leaves the Board before completing their term, the appointed replacement will complete the remaining portion of that term, allowing to maintain the three-year term cycle.

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## C. Election

Members of the Board shall be elected at the annual meeting of the Corporation commonly on the date of the second rehearsal in June. Vacancies that occur from time to time will be filled by the Board in consultation with the Principal Music Director.

## D. Meetings

1. Meetings of the Board of Directors may either be called at the discretion the President or on the request of any three members of the Board.
2. A simple majority of the voting members of the Board shall constitute a quorum for the conduct of business.

3. Annually, the Board may consider the appointment of the Principal Music Director.
4. Each member of the Board shall have one vote.
5. A simple majority of Board members in attendance and voting will carry any motion.
6. In emergency situations outside of meetings votes may be taken by electronic or other media.

#### E. Vacancies

Vacancies in the Board, or Officers, may be filled by the Board. Members or Officers so selected shall serve until next annual meeting of the Corporation.

#### F. Removal of Officers

Attendance at regularly scheduled meetings is expected by all members. Any member missing 3 consecutive, or 4 meetings in a calendar year, shall be grounds for dismissal.

### ARTICLE IV. Officers

A. The officers of the Corporation shall be Principal Music Director, President, Vice-President, Secretary, Treasurer, and such other officer or officers as may be appointed by the Board of Directors pursuant to the authority given to it in Subparagraph 5 of Paragraph A of Article III of these By-Laws.

#### B. Duties of Officers

##### 1. President:

The President presides over meetings of the Board.

- a. Call meetings of the Corporation and the Board of Directors as provided by these By-Laws.
- b. Perform all acts and duties usually performed by a chief executive.
- c. Perform such other duties as may be prescribed by the Board of Directors.

2. Vice President. In the case of the absence or disability of the President, the Vice -President shall perform the duties of the President required to be performed during such absence or disability. He or she shall perform such other duties as may be prescribed by the Board of Directors.
3. The Secretary shall keep an accurate record of the transactions of all business meetings of the Corporation and Board of Directors, and shall perform such duties as may be prescribed. The Secretary is responsible for posting notices and notifying the membership of all meetings and affairs requiring membership action. All records of the Secretary shall be turned over to his or her successor within one month of the election and qualification of such successor.
4. The Treasurer shall receive and safely keep all money and other property of the Corporation entrusted to his or her care and shall disburse the same under the direction and to the satisfaction of the Board of Directors. The Treasurer shall keep a complete account of the finances of the Corporation on books which shall remain the property of the Corporation and which shall be inspected annually in October and/or at other times at the discretion the Officers, or Board of Directors. The Treasurer shall render a current statement at each regular meeting of the Board of Directors and of the Corporation. The Treasurer's annual statement for the fiscal year may be audited and certified by persons designated by the Board of Directors. The Treasurer may be bonded at the expense of the Corporation. The retiring Treasurer shall, within one month of the election and qualification of his or her successor, deliver to said successor all money, vouchers, books, and papers of the Corporation in his or her custody.
5. Principal Musical Director duties are as provided in article V.
6. Other Officers. Other officers shall perform such duties as may be prescribed by the Board of Directors.
7. All remaining officers shall on expiration of their terms or resigning their office will surrender all property in their possession belonging to their respective offices to the newly elected President.

ARTICLE V. Principal Music Director and other Ensemble Directors

A. General Responsibilities

The Principal Music Director shall be responsible for overseeing the artistic standards of the Corporation and its performing ensembles.

B. Specific Areas of Responsibility

The Principal Music Director and other Ensemble Directors shall be responsible specifically for the following areas:

1. Programming

The directors of each ensemble shall determine program selections and their order for concerts.

2. Rehearsal

The Directors of each ensemble shall be responsible for preparing selections for a performance and shall determine the need for additional rehearsal time, sectionals, dress rehearsals, and the selections to be rehearsed.

3. Auditions

The Directors of each ensemble shall determine the need for membership and/or seating auditions.

4. Seating

Directors of each ensemble may designate each section leader and with his or her consultation shall make any changes deemed necessary within a section.

ARTICLE VI. Elections

- A. Elections of the Board of Directors shall be held at the corporation's annual meeting.
- B. Individuals seeking a position on the Board shall submit a written request to the President, or Principal Music Director at least 7 days prior to the annual meeting.
- C. Election shall be by acclamation if no contest exists. Otherwise election shall be by secret ballot of those members present and voting at the annual meeting of the Corporation.

## ARTICLE VII. Meetings of the Corporation

### A. Annual Meeting

The annual meeting date of the Corporation shall be set by the Board, and commonly will be at the second rehearsal in June. In the event of vacancies, election of Board members takes place at the annual meeting.

### B. Special Meetings

Special meetings of the Corporation may be called by the President, by a vote of the Board of Directors, or at the written request of any fifteen members of the Corporation.

### C. Quorum and Voting

Fifteen members of the Corporation shall constitute a quorum for the conduct of business. Each member shall have one vote. Unless otherwise provided in these By-Laws, a simple majority of members present and voting will carry any motion.

## ARTICLE VIII. Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

## ARTICLE IX. Amendment

A. Proposed amendments must be submitted to the Board at least thirty days prior to the meeting at which they are to be voted upon.

B. A two-thirds vote of the Board will be necessary for adoption of any amendment.

C. No amendment to the By-Laws or to the Articles of Incorporation shall cause the Corporation to fail to comply with those provisions of the Internal Revenue Code of 1954, as presently constituted, or as the same be amended from time to time, which are requisite to the continual qualification of the Corporation for exemption from tax under Section 501 of said code, or any successor provision thereto, and to the deductibility for federal income tax purposes of contributions to the Corporation as charitable contributions under Section 170 of said code, or any successor provision thereto.

D. No such non-compliant amendment shall affect the validity of the remaining by-laws.

ARTICLE X. Dissolution

In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.