

Constitution and Bylaws

Constitution

Article I

Name

This Organization, a Michigan not-for-profit corporation, shall be known as the Dearborn Community Concert Band.

Article II

Purpose

The purpose of this organization shall be to foster and promote the concept of the adult community band. Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)

In implementing this purpose the organization's goals shall be:

1. to contribute positively to the musical environment of the area it serves;
2. to make music for people, engendering pride in our nation and reaffirming the community as a major source of our country's strength;
3. to provide an opportunity for individual musical expression and growth among the membership;
4. to stimulate interest in the creation of community bands through participation in music clinics and regional, national and international tours;
5. to assist in the musical education of young people, the future generation of adult musicians, through the presentation of concerts, clinics, festivals and scholarships;

to reaffirm the community band position in American music by broadening appreciation of the range and depth of music which only a concert band can offer

Article III

Funding

Funded by corporate and private donations, grants, dues, fundraising events and other sources.

Article IV

A. Restriction on Operations

1. No part of the assets or the net earnings of the corporation shall inure to the benefit of or be distributed to its trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.
2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the 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.
3. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982 as amended.

B. Dissolution

A motion for dissolution shall require the approval of three-fourths of the membership for adoption. Notice of such a motion shall be provided to the membership not later than the earlier of 30 days or three rehearsals prior to the voting date. Voting shall take place at a scheduled rehearsal.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, distribute all of the assets of the corporation (1) for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or (2) to the federal government, or to a state or

local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Wayne County, Michigan, if the principal office of the corporation is then located, exclusively, for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

Article V

Membership

Any adult musician who supports the purpose of the Dearborn Community Concert Band as set forth in Article II may apply for membership. Requirements and qualifications for membership shall be stated in the Bylaws.

Article VI

Non-discrimination

In the course of fulfilling its mission, the Dearborn Community Concert Band 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 mission.

Article VII

Governance

The executive authority of the Dearborn Community Concert Band shall be vested in a Board of Directors, whose duties shall include management of the general and financial affairs of the band; filling of vacancies on the Board of Directors; the election of a chair; and the appointment and dismissal of the music director, assistant conductor, general manager, and any other staff position. The board shall be empowered to establish committees and subcommittees of the board and band to assist in fulfilling its duties.

Article VIII

Elections

Elections for membership on the Board of Directors shall be held annually. The terms of office and manner of election or appointment of members of the Board of Directors shall be stated in the Bylaws.

Article IX

Amendments

This constitution may be altered or amended by approval of the three-fourths of the membership. Notice of the proposed amendment and a copy of the text shall be provided to the membership not later than the earlier of 30 days or three rehearsals prior to the voting date. Voting shall take place at a scheduled rehearsal.

Article X

No member of the Board of Directors of the Corporation who is a volunteer director, as the term is defined in the Michigan Nonprofit Corporation Act (the “Act”), or a volunteer officer shall be personally liable to this Corporation for monetary damages for a breach of the director’s or officer’s fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director for any of the following:

1. Breach of the director’s or officer’s duty of loyalty to the corporation;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
3. A violation of 551(1) of the Act;
4. A transaction from which the director or officer derived an improper personal benefit;
5. An act or omission occurring before the filing of the Articles of Incorporation; or
6. An act or omission that is grossly negligent.

Article XI

The corporation assumes all liability to any person other than the Corporation for all acts or omissions of a director who is a volunteer director as defined in the Michigan Nonprofit Corporation Act, or a volunteer officer incurred in the good faith performance of a director’s or officer’s duties. However, the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the board or directors or officers, in addition to that described in Articles X and XI, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Law). No amendment or repeal of Articles X and XI shall apply or to or have any effect on the liability or alleged liability of any member of the board of directors or

officer of this Corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

Article XII

The Corporation assumes liability for all acts or omissions of a non-director volunteer, provided that:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort; and
5. The volunteers conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

Bylaws

Article I

Membership

Section 1. QUALIFICATIONS

Applicants for membership in the Dearborn Community Concert Band shall have attained the age of 18 years; 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 the Constitution, Bylaws and Operating Procedures.

Section 2. APPLICATION PROCEDURE Starting with the 2019 fiscal year, applicants for membership in the Dearborn Community Concert Band shall be required to audition and submit a written application. Each applicant must schedule an audition with the music director through either the director or assistant director of personnel, and submit a written application not later than the date of his/her audition. After all auditions for an open position have been completed,

the applicants will be informed of the membership decision.

Section 3. RESPONSIBILITIES OF MEMBERS

of the Dearborn Community Concert Band shall be required to maintain satisfactory attendance at rehearsals, performances and other activities; demonstrate continuing musical competence; conduct themselves with collegial and respectful demeanor towards the band, its members, conductors and guests; and abide by the requirements and regulations stated in the Constitution, Bylaws and Operating Procedures issued by the Board of Directors. By a majority vote of the Board of Directors, an individual may be placed on probation or have his or her membership terminated for failure to meet the above responsibilities.

Section 4. MEMBERSHIP DUES

The Board of Directors may establish, change or abolish membership dues. Members shall be responsible for timely payment of dues. Dues for the 2018 - 2019 is \$30.00 per member. Dues is due no later than October 5, 2018.

Section 5. LEAVES OF ABSENCE

Any member who expects to be absent from the activities of the band for three or more consecutive weeks shall submit to the director of personnel a written request for a leave of absence. With the exception of emergency situations, all leave of absence requests should be submitted early enough to enable the personnel committee to meet prior to the requested start date of the leave of absence. The request shall only be considered an approved leave of absence after approval by the personnel committee and upon explicit communication from the director of personnel.

Article II

Rehearsals, performances and other activities

Section 1. REHEARSALS

of the Dearborn Community Concert Band shall be held on Tuesday evenings from the first Tuesday after Labor Day through the last week of July, or as otherwise designated by the Board of Directors. The Board of Directors, at the request of the music director, may schedule additional rehearsals as needed. Rehearsals begin at 7 pm and end at 9:30 pm. Studio A will be the regular rehearsal space.

Section 2. PERFORMANCES AND OTHER ACTIVITIES

The Board of Directors, after consultation with the music director, shall be empowered to

commit the band to performances, recording sessions, and other activities. The general manager shall issue periodically to the membership a calendar of upcoming rehearsals, performances and other activities. Activities or tours involving extensive travel arrangements or overnight accommodations shall require a majority vote of the membership for approval.

Section 3. CONCERT DRESS

The Board of Directors shall establish a uniform concert dress for the various performances of the band, details of which shall be specified in the Operating Procedures. Men: Black bow tie, black button down shirt, black pants, black socks and black dress shoes. Women: Long sleeve black blouse, black floor length skirt or pants, black socks or hose, black closed toe dress shoes.

Article III

Board of Directors

The current board and officers are Jeffery Oshnock, Lindsay Buker and Sandra Smith. They will remain for the rest of the fiscal year.

The balance of article III on hold for the current fiscal year.

Section 1. MEMBERSHIP

~~The Board of Directors of the Dearborn Community Concert Band shall consist of 17 members in good standing from the band, (six officers and eleven members at large), plus the general manager and music director, ten of whom shall constitute a quorum. The term of membership shall be three years. Each member of the board shall have one vote. The music director and the general manager shall serve as voting members of the Board of Directors, but shall not participate or vote in any matters involving their retention, compensation, terms of employment, or the removal of board members.~~

Section 2. ELECTION

~~for membership on the Board of Directors shall be held at the last scheduled rehearsal in May. One third of the membership of the board, consisting of two officers and three/four members at large, shall stand for election each year. Prior to taking the vote, the report of the nominating committee shall be read, after which nominations may be accepted from the band membership. Elections shall be held by secret ballot. In the event of a tie, a run-off election will be held immediately.~~

Section 3. ASSUMPTION OF OFFICE

Newly elected officers and members at large of the Board of Directors shall assume office on July 1st. A member of the Board of Directors appointed to fill the unexpired term of another member shall assume office as of the date of the appointment.

Section 4. REMOVAL OF BOARD MEMBERS

A member may be removed from the Board of Directors for cause by a three-fourths vote of the remaining board members, excluding the general manager and music director.

Section 5. VACANCIES

A vacancy on the Board of Directors occurring between elections shall be filled by appointment by the chair with approval of the Board of Directors.

Section 6. SELECTION OF CHAIR

At its first meeting on/after July 1st, the Board of Directors shall nominate one or more of the members at large to serve as chair. The chair shall be elected by majority vote of the board. If no nominee receives a majority, a second ballot between the two candidates with the greatest number of votes shall be taken. The chair shall assume office immediately upon election.

Section 7. RESPONSIBILITIES OF THE BOARD

In addition to the responsibilities stated elsewhere in the Constitution and Bylaws, the Board of Directors shall have the authority to establish dues, approve the annual budget, commit the band to performance obligations and other activities, engage independent contractors and establish their duties and compensation, enter into contracts, enter into obligations of indebtedness and determine the pledging of assets as security therefore. The Board of Directors shall determine and publish the Operating Procedures and other policies of the band, to assist in implementing the Constitution, Bylaws, and actions of the board.

Section 8. RESPONSIBILITIES OF THE CHAIR

In addition to the responsibilities stated elsewhere in the Constitution and Bylaws, the chair of the Board of Directors shall preside at all the meetings of the board and the general membership and decide on all questions of order; enforce the Constitution, Bylaws and Operating Procedures of the band; and sign all official documents. The chair shall vote only to decide questions where the Board of Directors or the general membership shall be evenly divided. The chair also may delegate whatever authority he or she may deem advisable. Subject to the approval of the Board of Directors, the chair may appoint an at large member of the board to serve as vice chair.

Should a vice chair be so appointed, he/she would perform the duties of the board chair in the event of the chair's temporary absence.

Section 9. ~~REGULAR AND SPECIAL MEETINGS~~

~~Regular meetings of the Board of Directors shall be held no less than once per month during the eleven months of the season, at a time and location selected by the chair. Regular meetings shall be announced to board members and to the membership of the band at least one week in advance. Special meetings may be called as needed to handle emergency matters or where immediate action is required. All meetings shall be open to the membership of the band. The board may declare itself in executive session solely for the purpose of discussing personnel matters.~~

Section 10. ~~GENERAL MEETINGS~~

~~The Board of Directors shall call a general meeting of the membership of the band during the first 90 days of the band's fiscal year. The meeting shall be held during a scheduled rehearsal, and its agenda shall include a summary of the band's financial position, proposed long range plans, and such other information as the board may desire to provide to the membership. Other general meetings may be called by the Board of Directors from time to time as needed. In all questions before the membership, each member of the band shall have one vote, and a majority of those present shall be required for approval, except as otherwise stated in the Constitution and Bylaws.~~

Section 11. ~~CONTRACTS~~

~~The Board of Directors may authorize any band member, officer, or member of the board, other than those so authorized in the Bylaws, to enter into any contract or obligation on behalf of the band. Such authorization may be limited or general but in all cases shall terminate no later than the last day of the band's fiscal year.~~

Section 12. ~~BOOKS AND RECORDS~~

~~The Board of Directors shall maintain complete, accurate and timely minutes of the business transacted at its meetings and records of the financial condition of the band, and all such information, with the exception of personnel matters discussed in executive session, shall be made available upon request to the membership of the band.~~

Section 13. ~~FISCAL YEAR~~

~~The fiscal year of the Dearborn Community Concert Band shall begin on August 1 and end July~~

Section 14. LIMITATION OF LIABILITY; INDEMNIFICATION

The authority and responsibility for the management of the band is vested in the Board of Directors, but it is expressly understood that neither the board, nor any member thereof, nor any officer, conductor, or member of the band shall be required to accept personal financial responsibilities for the duly authorized bills or obligations, or for the litigation, that may arise from authorized activities of the band carried on in good faith and pursuant of the objectives, purposes and activities prescribed or authorized by the Constitution, Bylaws and Operating Procedures of the band.

To the fullest extent permitted by law, the band shall indemnify the board, members thereof, officers, conductors and the general manager and music director, and each of their heirs, executors, and administrators, from and against all actions, costs, charges, losses, damages, and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties and in their official capacities with the band, except for such acts done, concurred in or omitted by or through their dishonesty, willful misconduct or gross and reckless negligence.

Article IV

On hold for current fiscal year

Committees

Section 1. MEMBERSHIP

~~on standing and special committees shall be open to any band member, officer, or member of the Board of Directors except as specifically defined below. All committee appointments shall be made by the chair of the Board of Directors.~~

Section 2. STANDING COMMITTEES

~~The permanent standing committees of the Dearborn Community Concert Band shall be the executive committee, audience development committee, budget and finance committee, compensation committee, concert booking committee, long-term planning committee, nominating committee, personnel committee, property committee, and social/communications committee. Each committee shall be chaired by a member of the Board of Directors, who shall present periodic reports to the Board of Directors on the activities of the committee. The term of the membership on standing committees shall be for a period of one year.~~

~~EXECUTIVE COMMITTEE~~

~~The executive committee shall consist of the music director, general manager, chair and, if the~~

position exists, vice-chair of the Board of Directors. Its responsibilities shall include the day-to-day management of the affairs of the band including the taking of such emergency actions as may be necessary when a meeting of the Board of Directors shall be impractical.

AUDIENCE DEVELOPMENT COMMITTEE

The audience development committee shall consist of the music director, the director of public relations, general manager, the board/staff member in charge of audience development and other appointed members as required. Its responsibilities shall include the implementation and updating of the band's audience development strategy and plans, subject to the board's approval, and the coordination of all activities within the band that impact audience development (e.g., programming, concert series marketing materials, publicity, advertising, subscription series offer, concert program production, mailings, etc.).

BUDGET AND FINANCE COMMITTEE

The budget and finance committee shall at a minimum consist of the treasurer, general manager and director of development, with the treasurer serving as committee chair. Its responsibilities shall include the preparation of an annual budget and periodic review of the financial condition of the band and the status of actual versus budgeted income and expenditures. It shall present no later than June 30 to the chair of the board its recommendations for an annual budget for the following fiscal year.

COMPENSATION COMMITTEE

The compensation committee shall consist of the treasurer and two appointed members. Its responsibilities shall include an annual review of compensation for all independent contractual personnel, not including soloists or supplementary performers. It shall present no later than May 31 to the chair of the budget and finance committee its recommendations for compensation of independent contractual personnel for the following fiscal year. No individual receiving compensation from the Dearborn Community Concert Band shall serve on the compensation committee.

CONCERT BOOKING COMMITTEE

The concert booking committee shall consist of at least three appointed members. Its responsibilities shall include identifying and negotiating the booking of additional performances outside of the annual concert series. Combining a balance of performances at music conventions, schools, outdoor venues and community service should be considered. Decisions on acceptance of any such additional performances shall be made by the Board of Directors, in consultation with the music director.

LONG TERM PLANNING COMMITTEE

The long term planning committee shall consist of at least five appointed members. Its responsibilities shall include evaluation of all the band's activities and consideration of long-

range plans and strategies, particularly those involving travel. It shall make periodic reports to the Board of Directors on the results of its deliberations and its recommendations for future activities as charged by the board.

NOMINATING COMMITTEE

The nominating committee shall consist of three members; one and only one of whom shall be an elected officer or member of the Board of Directors. It shall present to the chair of the board, no later than the second rehearsal in May, a slate of candidates for all officer and member-at-large positions up for election on the Board of Directors.

PERSONNEL COMMITTEE

The personnel committee shall consist of five members including: the director of personnel, music director, general manager, chair of the Board of Directors, and assistant director of personnel or one appointed member of the Board in the absence of an assistant director of personnel. It shall: review all leave of absence requests; review member attendance problems and notify the board of warnings to members; recommend to the board any membership probation or termination; draft and recommend personnel policies to the board for their review and approval.

PROPERTY COMMITTEE

The property committee shall be responsible for the set-up and tear-down of equipment at all rehearsals and concerts. It also shall be responsible for ensuring an accurate inventory of all equipment belonging to the band.

SOCIAL AND COMMUNICATIONS COMMITTEE

The social and communications committee shall consist of at least three appointed members. Its responsibilities shall include: planning and implementation of social events for the membership of the band; publication of an annual member directory; creation of content for the website; and ensuring effective internal communications for the members.

Section 3. SPECIAL COMMITTEES

The board of directors may, from time to time, establish special committees. The term of all such committees shall expire on the last day of the band's fiscal year.

Article V

Administration

Section 1. CONDUCTORS

The music director and assistant conductor of the Dearborn Community Concert Band shall serve as independent contractors appointed by the Board of Directors, which shall review these appointments annually. The music director shall exercise final authority in all musical matters. He/she shall determine the musical qualifications of applicants for membership in the band; make all decisions regarding acceptance of applicants, instrumentation, seating within sections;

select all repertoire; have final approval on the choice of guest artists and assist with setting the performance schedule.

The music director will insure timely communication with the board and will coordinate repertoire selection with the band's publicity, audience development and grant writing activities. The music director shall serve as a member of the Executive, Personnel and Audience Development Committees. The assistant conductor shall perform the duties of the music director in the music director's absence.

Section 2. OFFICERS

The officers of the Dearborn Community Concert Band shall consist of a secretary, treasurer, director of personnel, director of development, director of public relations and librarian, each of whom shall be elected for a term of three years by the membership of the band. The responsibilities of the officers shall include those listed below and any others that may from time to time be established by the Board of Directors.

SECRETARY

The secretary shall keep minutes of all meetings of the Board of Directors and all other permanent records of the band. The secretary shall maintain and update a complete chronologically organized archive of all board and committee documents, financial records, programs, recordings, and other pertinent materials for the current season. At the conclusion of each season, the secretary is responsible for ensuring that the above records are placed into the band's archives. The secretary shall also be responsible for ensuring timely and effective communications of minutes and any other announcements from the Board of Directors to band members. Sandra Smith is the secretary.

TREASURER

The treasurer shall collect and deposit all income, issue checks for the payment of expenses, keep the books of accounts, prepare monthly financial reports for presentation to the Board of Directors, and ensure successful completion of an annual financial audit by an independent auditor. Lindsay Buker is the Treasurer.

DIRECTOR OF PERSONNEL

The director of personnel shall maintain the membership roster, waiting list of prospective members, and attendance records; advertise and coordinate the audition process to fill open chairs; act as chairperson for the personnel committee; and shall, via the personnel committee and upon consultation with the music director, make recommendations to the Board of Directors regarding probationary status or dismissal of members. The director of personnel may appoint an assistant director of personnel from within the members-at-large on the Board of Directors, to assist with his/her duties. Peter Masters is the Director of Personnel.

DIRECTOR OF DEVELOPMENT

The director of development shall be responsible for the planning and implementation of fund-raising activities, including the solicitation of individual, foundation and corporate donations. Amanda Chatila is the Director of development.

DIRECTOR OF PUBLIC RELATIONS

The director of public relations shall coordinate and ensure the timely promotion and publicity of the band's activities. Sarah Harrison is the Director of Development.

LIBRARIAN

The librarian shall be responsible for cataloging the band's music library, the transportation and distribution of the band's music at all rehearsals and concerts, and the collection, sorting and delivery of all music parts to the library from which they were received. Joel Masters is the Librarian.

Section 3: GENERAL MANAGER

The general manager of the Dearborn Community Concert Band shall serve as an independent contractor appointed by the Board of Directors, who shall review this appointment annually. The general manager shall handle the routine business affairs of the band, supervise the production of all printed materials, arrange transportation and housing for performances and tours outside the local area, negotiate contracts for guest artists and sponsored performances, coordinate the purchase of equipment, plan and administer the annual Festival, and such other matters as may be delegated from time to time by the Board of Directors . Position unfilled.

Section 4: SUPPORTING PERSONNEL AND GROUPS

The board may create and fill other supporting positions as it deems appropriate. The board may establish and terminate supportive groups or auxiliaries of band members and/or non-band members as it deems appropriate. All appointments to supportive groups or auxiliaries will be made by the chair of the Board of Directors.

Article VI

On hold for current fiscal year

Budget and Finance

Section 1. ANNUAL BUDGET

~~The annual budget shall serve as a guideline for expenditures incurred on behalf of the band. The Board of Directors shall regularly examine the progress of actual versus budgeted revenues and expenses. Any actual or anticipated expenditure that would exceed the level of funds budgeted in a given year for a specific activity of the band shall require the approval of a supplemental budget allocation by the Board of Directors prior to the expenditure of such funds.~~

Section 2. DEPOSIT OF FUNDS

~~All funds received by the band shall be promptly deposited in such banks or other depositories as the Board of Directors may select.~~

Section 3. PAYMENT OF FUNDS

All checks or other drafts authorizing the payment of funds shall be signed by such agents of the band as shall be determined by the Board of Directors.

Article VII

On hold for the current fiscal year.

Amendments

These bylaws may be altered or amended by approval of two-thirds of the membership. Notice of a proposed amendment and a copy of the text shall be provided to the membership not later than the earlier of 30 days or three rehearsals prior to the voting date. Voting shall take place at a scheduled rehearsal.