

BY-LAWS OF KEYSTONE CONCERT BAND

Amended, January 2003

ARTICLE I. MEMBERSHIP

SECTION 1. MEMBERSHIP CRITERIA. Membership in the Keystone Concert Band (hereinafter referred to as "The Band") is open without audition, to anyone of high school age and above who plays a band instrument. New Members may be admitted to The Band by the Conductor at the discretion of the Conductor. Upon admission by the Conductor, the names of all new Members and the date of membership shall be added to the membership roster maintained by the Secretary.

SECTION 2. DISCIPLINE AND DISMISSAL OF MEMBERS. The Conductor, with the advice and consent of the Board of Directors, shall have the authority to discipline and/or dismiss any member.

SECTION 3. MEMBER VOTING RIGHTS. Only those Members who have been a Member of the Band for at least 30 days (hereinafter referred to as "eligible Members") may vote on any issue brought before the membership.

SECTION 4. COMPENSATION OF MEMBERS AND NON-MEMBERS. No Member of The Band will be compensated in any way for performing as a member of The Band. When it is necessary to ask non-members to participate in performances of The Band (hereinafter referred to as "non-member performers,") the Conductor shall make every effort to secure the services of those non-member performers without compensation. It is recognized that in certain circumstances it may be necessary to offer compensation to certain non-members who perform with The Band as featured soloists or as emergency substitutes. The Conductor, at the discretion of the Conductor, has the authority to offer reasonable payment to these non-member performers.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. POWERS AND DUTIES OF THE BOARD. The Board of Directors shall manage the business and property of The Band and shall have full power to do any and all acts in furtherance of the purposes of The Band except those powers expressly reserved to the Members of The Band by statute, by the Constitution of Keystone Concert Band or by these By-Laws. The Board of Directors shall approve all expenditures of \$100 or more.

SECTION 2. COMPOSITION OF THE BOARD. The Board of Directors shall be composed of nine (9) Members of The Band elected to serve three (3) year terms. The Conductor shall be a non-voting member of the Board of Directors.

SECTION 3. ELECTION OF THE BOARD. The Board of Directors shall be elected as follows:

1. The initial Directors shall be elected at the first annual meeting following the adoption of these By-Laws. The election process shall be as indicated below except that the three Directors receiving the highest number of votes shall serve a three-year term, the three Directors receiving the next highest number of votes shall be elected to a two-year term and the three Directors receiving the next highest number of votes shall be elected to a one-year term.
2. Nominations for the Board of Directors shall be made by Members of The Band by providing such in writing to the Secretary of The Band at least seven (7) days before the annual meeting or by nomination at the annual meeting.
3. At the annual meeting of The Band, an election shall be held to replace those Directors whose terms have expired.
4. Voting shall be by secret paper ballot with each eligible Member present voting for as many Directors as are to be elected. There shall be no voting by proxy. The Members of the Band receiving the highest number of votes shall serve as Directors. If there is a tie in the election, the tie shall be broken by random selection.
5. No Member of the Band may be appointed to or elected to serve a term as a Director that would result in that Member serving as a Director for more than six consecutive years.

SECTION 4. RESIGNATIONS. Any Director may resign at any time by giving written notice of the resignation to the Board of Directors. Said notice shall be delivered to the Secretary of the Board. If a Director is absent from two (2) consecutive regular meetings of the Board of Directors without proper reason, The Board may regard the absences as a resignation and declare the Director's position vacant.

SECTION 5. VACANCIES. If a Director is unable to complete a term on the Board of Directors, the vacancy shall be filled by the Board of Directors. The Member selected by the Board of Directors shall complete the unexpired term.

SECTION 6. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held on the second rehearsal of each month at the location of rehearsals for The Band or at such other time and at such other location as the President or the Board of Directors may from time to time designate.

SECTION 7. SPECIAL MEETINGS. The President of the Board of Directors may call special meetings of the Board of Directors at any time. The President shall call a special meeting of the Board of Directors upon request of three or more Directors.

SECTION 8. QUORUM. The presence of two-thirds of the Directors shall constitute a quorum. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except where otherwise specifically provided by statute or by these By-Laws.

SECTION 9. REMOVAL OF DIRECTOR. Any Director may be removed for cause by a two-thirds vote of the Directors present at any Board meeting, provided there is a quorum present. Notice shall be given in writing to each Director, either personally, by email or by first class mail at least seven (7) days before the meeting. The notice shall state the time and place of the meeting and that the removal will be considered at that time.

ARTICLE III. OFFICERS

The officers of The Band shall be voting members of the Board of Directors and shall be elected at the first Board meeting following the annual meeting of The Band. The officers and their duties shall be as follows:

SECTION 1. PRESIDENT. The President of The Band shall preside at all meetings of The Band and of the Board of Directors and shall appoint, with the advice of the Board, the chairs and committee members of committees established by the Board.

SECTION 2. VICE-PRESIDENT. The Vice-President of The Band shall preside over all meetings in the absence of the President and perform such other duties as requested by the President or the Board of Directors.

SECTION 3. SECRETARY. The Secretary shall keep complete and accurate records of the meetings of The Band and of the Board of Directors, carry out correspondence of The Band, and maintain an accurate membership roster containing the name and membership date of all members of The Band.

SECTION 4. TREASURER. The Treasurer shall be responsible for the funds of The Band; shall establish and maintain an accurate record of receipts and disbursements, funds, investments and other assets and liabilities of The Band; and prepare and present a current financial report at meetings of The Band.

ARTICLE IV. COMMITTEES

The Board of Directors may set up committees from time to time as necessary for the proper functioning of The Band. The chair of each committee shall be a member of the Board. Members of the committees shall be members of The Band.

ARTICLE V. CONDUCTOR AND ASSISTANT CONDUCTOR

SECTION 1. SELECTION. The Board of Directors shall engage a Conductor and set the compensation package for the Conductor. The Board of Directors may engage an Assistant Conductor and set the compensation package for the Assistant Conductor.

SECTION 2. DUTIES OF CONDUCTOR. The Conductor shall (1) formulate musical policies and submit them to the Board, (2) carry out the policies that the Board has approved, (3) contract for performances by The Band with guidance from the Board, (4) determine the music to be played by The Band, (5) make decisions regarding the appropriate musical composition of The Band, (6) determine the music to be rehearsed and to be played at concerts, (7) conduct all rehearsals and concerts of The Band and (8) perform other functions as requested by the Board.

SECTION 3. DUTIES OF ASSISTANT CONDUCTOR. The Assistant Conductor shall be responsible for conducting all rehearsals and performances in the absence of the Conductor, and shall perform all other duties as assigned by the Conductor.

ARTICLE VI. ADOPTION AND AMENDMENT

These By-Laws shall be adopted by a majority vote of the eligible Members of the Band present at a meeting provided that at least seven (7) days notice has been given to all Members of the Band. Amendments to these By-Laws may be made by a majority vote of all eligible Members of the Band present provided that the proposed amendment has been presented in writing to all Members of the Band at least seven (7) days prior to the date of the vote. Oral notice provided at a regularly scheduled rehearsal shall be considered as sufficient notice under this Article, regardless of whether all Members were present at that rehearsal.