

BYLAWS OF THE KEYSTONE CONCERT BAND



Amended and Adopted on August 25th, 2021

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ARTICLE I. NAME

The name of the organization shall be Keystone Concert Band of Harrisburg, Pennsylvania, hereinafter referred to as "The Band."

ARTICLE II. PURPOSE

The Band is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The purpose of The Band is to:

1. Provide quality music performances for and on behalf of the residents of central Pennsylvania.
2. Nurture and promote a community appreciation of music.
3. Foster and encourage the lifelong enjoyments of music performance for its members.
4. Develop and enhance the musical knowledge and skills of its members.
5. Reaffirm the community band position in American music.

ARTICLE III. MEMBERSHIP

Section 1. Membership Criteria

Membership in The Band is open without audition to anyone of high school age and above who plays a band instrument regardless of race, gender, color, creed, national origin, or handicap. New Members may be admitted to The Band at the discretion of the Conductor. An exception to this age limit may be a middle school student in good standing with his/her school band or orchestra teacher who otherwise meets these Bylaw requirements and who has the approval of the Conductor. In such a case, all other Bylaw requirements shall still apply. 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 Webmaster.

A candidate for membership must exhibit a desire to play concert band music and a dedication to The Band goals. They shall be made aware of these Bylaws and applicable Band Policies and shall indicate an acceptance of them. Personal behavior, attitude, and concert dress code shall be explicitly stated.

Section 2. Member Voting Rights

Only those Members who have been a Member of The Band for at least thirty (30) days at the time of voting (hereinafter referred to as "eligible Members") may vote on any issue brought before the membership. Each eligible Member shall be entitled to one vote, in person, at any regular, adjourned, or special meeting of the membership, or by special circumstances defined by the Board of Directors.

Section 3. Membership Rights and Responsibilities

Participation at any particular concert requires that every Member (1) meets the musicianship standards required by that concert's music and (2) has attended a sufficient number of rehearsals for said concert to be familiar with the music and the person conducting the concert. The Conductor may limit the participation in the concert or pre-concert rehearsals of anyone who fails to meet these requirements.

Members are expected to attend all rehearsals and concerts. The Conductor should be informed of any anticipated absences. Any Member who anticipates an extended absence should inform the Conductor to avoid loss of membership. Every Member is encouraged to participate in one of The Band's committees.

Section 4. Discipline and Dismissal of Members

The Conductor, with the advice and consent of the Board of Directors, shall have the authority to discipline any Member. Membership in The Band may be revoked by the Board with the concurrence of the Conductor. Any Member may be disciplined, suspended, or expelled from The Band by a majority vote of the Board of Directors, after written charges have been presented by a Member or Members to the Board of Directors. However, any Member shall have the right to appeal such a decision at the next meeting of the Board of Directors and may be reinstated upon receiving a majority vote of the Board of Directors.

Section 5. 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-Member performers who perform with The Band as featured soloists or as emergency substitutes. The Conductor, at his/her discretion, has the authority to offer reasonable payment to these non-Member performers.

See Article 9, Section 1, for Conductor and Assistant Conductor Compensation.

Section 6. General Annual Meeting of The Band

The general Annual Meeting of the full membership of The Band shall be held at a regular rehearsal within the first two months in which rehearsals are conducted of each calendar year. This meeting will include the election of members of the Board of Directors for the upcoming terms, as well as annual reports by the President of the Board of Directors for the preceding year, the Secretary of the Board of Directors for the preceding year, the Treasurer of the Board of Directors for the preceding year, and the Conductor. This meeting will inform Members of The Band of the general state of affairs of the organization. Special meetings of The Band may be called by the Board of Directors.

Section 7. Order of Business

The order of business for meetings of The Band and the Board of Directors may follow the format below:

1. Call to Order
2. President's Report
3. Secretary's Report
4. Treasurer's Report
5. Conductor's Report
6. Unfinished business
7. New Business
8. Open Discussion/Comments from the Floor
9. Scheduling the Next Meeting
10. Adjournment

This order of business is subject to the discretion of the Board President.

Section 8. Voting

Voting procedures shall be established through The Band Policy.

ARTICLE IV. THE BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board of Directors shall be composed of seven (7) Members of The Band elected to serve three- (3-) year terms. The Conductor shall be a non-voting member of the Board of Directors. Members of the Board of Directors must be at least 18 years of age.

Section 2. Responsibilities

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 or by these Bylaws. The responsibilities of the Board of Directors include:

1. Attend at least 60 percent of the scheduled meetings, and inform the Board President of any anticipated absence.
2. Represent the needs and interests of The Band Members for the common good.
3. Elect Board Officers on an annual basis. The term of each Officer is considered to be one year, and each Officer may be reelected to that position until his/her term on the Board expires.

Section 3. Election of Board Members

The Board of Directors shall be elected as follows:

1. Starting with the 2018 calendar year, and every third year thereafter (2021, 2024, etc.), three (3) Members shall be elected to the Board of Directors. In other years, two (2) Members shall be elected to the Board of Directors.
2. Nominations for the Board of Directors shall be made by Members of The Band 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 acclamation or secret paper ballot with each eligible Member present voting for as many Directors as are to be elected, or by voice vote of a proposed slate, provided the number of nominees is equal to or less than the number of vacant positions to be elected. If voting in-person is not possible, then the Board shall be responsible to find an alternative. Only eligible Members as defined in Article III, Section 2, will be allowed to vote. There shall be no voting by proxy. The nominees 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 elected to serve a term as a Director that would result in that Member serving as a Director for more than six consecutive years. After serving 6 years, a former Board member may be eligible for reelection after a one-year hiatus.

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 Board of Directors will appoint a Member to fill out the remainder of the current year. At the next Annual Meeting, nominees will be sought and added to the ballot or slate of candidates, and a new Board member will be elected by the Members of the Band to fill the remaining part of the term.

Section 6. Regular Meetings of the Board of Directors

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 times and at such other locations as the President or the Board of Directors may from time to time designate.

See Article III, Sections 7 and 8 for Order of Business and Voting.

Section 7. Special Meetings of the Board of Directors

The President of the Board of Directors may call special meetings of the Board of Directors at any time. Any band Member in good standing may request the President to hold a special meeting.

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 Bylaws.

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 V. 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.

Section 1. Officers

President. The President of The Band shall preside at all meetings of The Band and of the Board of Directors.

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.

Secretary. The Secretary shall keep complete and accurate records of the meetings of The Band and of the Board of Directors, and carry out the correspondence of The Band.

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.

Section 2. Election of Officers

1. Nominations and election of the Officers shall be made by Board members at the first meeting of the newly-elected Board of Directors.
2. The Conductor shall preside over the opening of the meeting of the newly-elected Board and the election of the President. The President shall then preside over the election of the remaining Officers.

Section 3. Terms of Office

A Board member cannot serve as President during his/her first year of his/her first term on the Board.

Section 4. Vacancies

If the President is unable to complete a term, the Vice President shall assume the duties of President until the Board of Directors elects a new President. If the Vice President, Secretary, or Treasurer is unable to complete a term, the Board shall elect a new Officer to fill the vacant position.

ARTICLE VI. 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 and shall report at regular meetings. Members of the committees shall be appointed by the Board and shall be members of The Band. A committee shall exist at the pleasure of the Board. Once the committee fulfills its obligations, it may be dissolved by the Board.

ARTICLE VII. CONDUCTOR, ASSISTANT CONDUCTOR, AND ASSOCIATE CONDUCTOR

Section 1. Selection

The Board of Directors shall engage a Conductor and set the compensation for the Conductor. The Board of Directors may engage an Assistant Conductor and set the compensation for the Assistant Conductor. The Conductor may engage an Associate Conductor who will serve without compensation.

Section 2. Duties of Conductor

The Conductor shall (1) formulate 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, (8) determine the seating and assignment of parts, and (9) 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.

Section 4. Duties of Associate Conductor

The Associate Conductor shall be responsible for selecting and conducting music at the discretion of the Conductor and shall perform all other duties as assigned by the Conductor.

ARTICLE VIII. OTHER POSITIONS

The Board of Directors and Conductor may from time to time appoint or otherwise designate members of The Band to fill functions and duties to assist in the operations of The Band. These positions may include, but are not limited to, Webmaster and Music Librarian. The duties of these positions will be established by the Board of Directors, and these positions shall serve without compensation, except for reasonable reimbursement of costs incurred in the execution of their duties.

ARTICLE IX. FINANCES

Section 1. Fiscal Year

The Fiscal Year of The Band shall be January 1 to December 31 annually.

Section 2. Banking

The Band shall hold a checking account with the First National Bank or another institution selected by the Board, and the principal address of The Band for purposes of banking shall be that of the current Treasurer.

Section 3. Fiscal Accounting

The Treasurer shall maintain accounting on a cash basis, and the Treasurer shall provide monthly statements to the Board. The Treasurer will make all fiscal records available to Members of The Band upon request, and shall provide an end-of-year report at the Annual Meeting of The Band.

Section 4. Budget

During the fourth quarter, the Treasurer shall submit a draft budget for review and discussion by the Board of Directors for the upcoming year. The Board of Directors shall approve a budget by the end of the fourth quarter.

Section 5. Expenditures and Reimbursement

Any authorized expenditures made on behalf of The Band by members of the Board or The Band are eligible for reimbursement. Expenditures made by The Band, or on behalf of The Band, within the approved budget shall be made or reimbursed by the Treasurer without prior approval. Any deviation from the approved budget in excess of \$50 for any single expenditure shall require approval of the Board.

ARTICLE X. CONFLICT OF INTEREST

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of The Band to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XI. NONPROFIT STATUS OF THE BAND

No part of the new earnings of The Band shall inure to the benefit of, or be distributable to its Members, Officers or other private persons, except that The Band shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of The Band shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, The Band shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII. ADOPTION AND AMENDMENTS

These Bylaws 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 Bylaws 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 or by electronic communication to all Members of The Band at least seven (7) days prior to the date of the vote.

ARTICLE XIII. DISSOLUTION OF THE BAND

Upon the dissolution of The Band, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, specifically one or more community band organizations established as a nonprofit organization under the provisions of the Internal Revenue Code. The membership of The Band shall assist the Board of Directors in determining which such organizations shall receive a share of the assets of The Band. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which The Band is then located, exclusively by such purposes or to such organization(s), as said Court shall determine, which are organized and operated for such purposes. After such distribution, the Bylaws of The Band shall be vacated.