

# MCKINNEY COMMUNITY BAND

McKinney, Texas

## BYLAWS

Enacted at the January 27, 2011 Annual Meeting.

Revisions Enacted at the January 29, 2015 Annual Meeting.

Revisions Enacted at the January 31, 2019 Annual Meeting.

### I. Name of the organization

The name of this arts organization shall be the McKinney Community Band (the Band), a nonprofit corporation that has applied for and shall maintain recognition of tax exemption by the Internal Revenue Service (IRS) as soon as can reasonably be accomplished following the adoption of these bylaws.

### II. Purpose of the Organization

The purpose of the McKinney Community Band is:

- To provide an opportunity for adults to play in a concert band,
- To perform standard concert band literature,
- To advance the arts community in the McKinney, Texas area.

### III. Board of Directors

A. The Board of Directors (the Board) shall be composed of at least five (5) voting Executive Board members (President, Vice-President - Personnel, Secretary, Treasurer, and Concert Manager) and up to three (3) non-voting At-Large members. A majority of the Executive Board shall constitute a quorum. To this end, the size of the Executive Board shall always be an odd number. The immediate Past President shall serve on the Executive Board in an ex-officio capacity.

B. The Board of Directors shall:

1. Secure and maintain a 501(c) (3) status with the IRS;
2. Manage the general affairs of the Band;
3. Manage the financial affairs and approve an annual budget;
4. Authorize the officers of the Band to enter into contractual obligations;
5. Appoint/dismiss the conductor and assistant conductor;
6. Perform periodic review (at least once a year) for the conductor and assistant conductor;
7. Schedule rehearsal and concert dates and locations;
8. Replace a member of the Board when a vacancy occurs;
9. Meet at least 4 times a year;
10. Conduct an Annual Meeting of the Band in January of each year;
11. Determine annual membership dues; and
12. Maintain the corporation in good standing with state authorities.

C. Election of Board of Directors

1. A Nominating Committee shall be elected by the Executive Board at least one month before the annual Band meeting and shall consist of one Executive Board member and two members of the Band. The Nominating Committee shall present a slate of nominees to fill Executive Board positions, one person for each position that becomes vacant at the end of the current term, at the Annual Meeting of the Band. Nominations may be made from the floor at that meeting.
2. The Conductor/Music Director shall be appointed by the Executive Board.

3. Officers shall assume their positions immediately following the close of the annual meeting.

D. Terms of Office for the Executive Board of Directors

1. Terms of office for the Executive Board shall be two (2) years. Each person holding a position shall be restricted to two (2) consecutive terms in that position.
2. Elections will be held every year, with Executive Board Members elected in the following manner: The President and Concert Manager will be elected in even-numbered calendar years and the Vice President - Personnel, Treasurer, and Secretary will be elected in odd-numbered calendar years.
3. At-Large Members are appointed.
4. A position on the Executive Board will be declared vacant if a member has three (3) unexcused absences at Board meetings. Vacancies will be filled by the Board.
5. The Conductor/Music Director shall not be restricted in length of terms, but will be reviewed and appointed annually by the Executive Board.

E. At-Large Members

The Board of Directors may additionally include up to three (3) At-Large members.

1. These members are appointed by the Executive Board and may be members of the band or non-members as appropriate.
2. Terms of office for the At-Large members shall be two (2) years. There are no term limits.
3. These members are non-voting members.
4. Duties change as needed to fulfill overall Board requirements, to support the Executive Board, and to address overall organizational goals.

F. Fiscal Year

The Fiscal Year for the Band shall be January 1 to December 31.

IV. Duties of the Board Members

A. President shall:

1. Preside at Board meetings;
2. Appoint committees as needed;
3. Arrange for an annual financial review;
4. Direct and supervise the general course of business of the Band as its executive officer, subject to control of the Board;
5. Sign or execute on behalf of the Band all deeds, titles, agreements, contracts, notes, bills of exchange and other written documents which may require the signature of the Band;
6. Serve as ex-officio member on all committees, except the Nominating Committee and Financial Review Committee;
7. Have the authority to sign checks;
8. Coordinate with the Secretary on preparation of Board Meeting agendas and notifying Board members of such agendas prior to meetings;
9. Schedule annual new Board training and orientation session for review of bylaws and job requirements and for promulgating lessons learned from previous job holder; and
10. Perform other requests made by the Board.

B. Vice President – Personnel shall:

1. Serve in absence of President;
2. Maintain a list of current, past, and prospective members;
3. Keep attendance at rehearsals and concerts;
4. Assist in recruiting by contacting or providing for contacting past and prospective members;
5. Notify current, past, and prospective members of the start of each season and provide schedules of rehearsals, concerts, and the Annual Meeting;
6. Notify current members of any changes in the rehearsal or concert schedule;
7. Prepare or maintain a form letter of invitation for prospective members with general band information;
8. Respond to prospective member inquiries with letter of invitation and current schedule; and
9. Prepare and maintain a Board roster.

C. Secretary shall:

1. Record and distribute minutes of Board meetings to Board members;
2. Maintain a historical record of Board minutes in a Minutes book;
3. In consultation with the President, prepare and distribute meeting agenda to Board members prior to meetings;
4. Maintain official copies of operational documents such as bylaws, grant awards, insurance, donors, etc.;
5. Handle correspondence other than that included in other Board Members' duties; and
6. Handle Post Office duties.

D. Treasurer shall:

1. Maintain checking account and draft checks as needed within budget constraints;
2. Prepare and provide printed budget and cash flow reports on a regular basis for Board meetings;
3. Prepare for annual financial review;
4. Maintain 501(c)3 and non-profit status;
5. Prepare and file required tax forms and maintain insurance;
6. Chair a budget committee to prepare an annual proposed budget for consideration by the Board; and
7. Have the authority to sign checks.

E. Concert Manager shall:

1. Confirm concert and rehearsal arrangements with venues; (Note: The Concert Manager does not have sole scheduling responsibility. The Board as a whole will suggest and discuss concert possibilities, make initial contacts as assigned, and discuss preliminary arrangements and potential dates with venues.)
2. Verify concert details such as dates, times, locations, special requests, ancillary activities (craft shows, speakers, tree lighting, etc.), and amenities that will be provided such as stands, chairs, PA equipment;
3. Serve as Band contact person to venue for changes;
4. Prepare and distribute to the Board a Concert Calendar with confirmed venues, dates, and times;
5. Coordinate with Property/Equipment Manager to ensure that required equipment is available at the performance venue; and

6. Coordinate with Publicity and Personnel Coordinators as to changes in previously announced schedules or details.

F. At-Large Members shall:

1. Perform duties to fulfill overall Board requirements, to support the Executive Board, and to address overall organizational goals;
2. Serve as liaison between the Board and Band members; and
3. Work or reside in McKinney in order to help develop and strengthen local McKinney ties with the community.

V. Additional Offices

In addition to the Board, several additional offices may be created or dissolved at the discretion of the Executive Board at any Board meeting by a simple majority vote. These offices can include, but are not limited to: Property Manager, Publicity Coordinator, Grant Coordinator, Bylaw Chairman / Parliamentarian, Librarian, and Website Technology Coordinator. Holders of these positions are appointed by the Executive Board by a simple majority vote. Holders of additional offices are invited to attend Board meetings, but are not required to do so. These positions have no voting rights or specific term lengths or limits.

VI. Committees

Committees and task forces will be appointed by the Executive Board, as necessary, to assist the Board in conducting band business. The set of committees must include at least a Financial Review Committee, Budget Committee and Nominating Committee.

- A. Financial Review Committee: Appointed by the President, shall consist of three members. No more than two shall be Board members with the others selected from the Band membership. Neither the President nor the Treasurer may serve on the Financial Review Committee. The committee shall perform a formal year-end financial review of the Band financial records.
- B. Budget Committee: Chaired by the Treasurer, shall consist of at least three Board members. The committee shall prepare a budget for consideration by the Board.
- C. Nominating Committee: Shall consist of one Board member and two non-Board Band members. Shall be appointed by the Board at least one month before Annual Band Meeting. The President may not serve on the Nominating Committee. The committee shall solicit Band members for Executive Board positions and shall prepare a slate of Executive Board member candidates to be presented at the Annual Meeting. (Nominations may also be made from the floor at that meeting.)

VII. McKinney Community Band Membership

Membership in the Band shall be voluntary and without audition. Members should be high school graduates. Students may be accepted at the discretion of the Conductor/Music Director.

- A. Attendance at all rehearsals and concerts is encouraged.
- B. Members shall take full responsibility for the care of the music assigned to them, and shall arrange that it be available at a rehearsal or concert when the member cannot attend.
- C. Members shall pay annual membership donations, as recommended by the Board.
- D. Members will be asked to purchase a uniform.

E. The Conductor/Music Director may, for the purposes of sound balance, limit the size of any section, declining to accept additional members until a vacancy occurs.

VIII. Concerts

A. Concerts may be scheduled indoors or outdoors.

B. Concerts located outside Collin County, Texas should have the approval of the majority of the Board.

IX. Annual Meeting

The Annual Meeting shall be held during the month of January. The Secretary shall publish the date of the meeting at least 30 days in advance. The purpose of the Annual Meeting shall be to elect Members to the Board, provide the Band with an annual treasurer's report, and hear reports of officers and committee chairmen. This Annual Meeting shall be open to all Members of the Band whose dues have been fully paid for the fiscal year prior to the annual meeting. If one half or more of the members whose dues are fully paid for the prior year are present at the meeting, they shall constitute a quorum to elect officers at that time. If a quorum is not present, the Board shall schedule another meeting as soon as practicable.

X. Contracts

Only the President and other individuals designated by the Board may officially enter into contracts on behalf of the Band. Non-budget contracts may be initiated and executed on behalf of the Band only with the prior approval of the Board.

XI. Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the Board, 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 organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

XII. Amendments to the Bylaws

Amendments may be made to the bylaws after official notice has been provided to the Board members in writing 30 days prior to a meeting. Bylaw changes may be made by a two-thirds vote of the Board. Bylaw changes approved by the Board shall be submitted to the Band at the Annual Meeting, and enacted upon a majority vote of all members present.

XIII. Robert's Rules of Order Newly Revised shall govern the actions of the Board which are not covered in these bylaws.