

BYLAWS
of the
Hampton Roads Metro Band
October 2017

Article 1

Section 1. NAME

The name of this Organization shall be Hampton Roads Metro Band, hereinafter referred to as the Band.

Section 2. LOCATION

The Hampton Roads Metro Band shall conduct all business in the state of Virginia. The principal office of the corporation is to be the city in which the registered agent resides.

Section 3. ORGANIZATION

The Hampton Roads Metro Band is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. TRUSTEES

The currently elected Board of Directors as listed in the most recent minutes of the organization shall act as the trustees of the Hampton Roads Metro Band.

Section 5. EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization.

Section 6. ACTIVITIES

1. Hampton Roads Metro Band and its membership do not discriminate on the basis of race, color, religion, gender, age, national origin (ancestry), disability, marital status, sexual orientation, political affiliation, or military status, in any of its activities or operations. These activities and operations include, but are not limited to, the election of officers and section leaders, the selection of volunteers, vendors, and advertisers, and the provision of services. We are committed to providing an inclusive and welcoming environment for all members of our organization and for our audiences.
2. No substantial part of the activities of this organization 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these articles, this organization 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 (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (c) engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

Section 7. DISSOLUTION

1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
2. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the state in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 2

MISSION STATEMENT

The Band is an all-volunteer non-profit organization of musicians who combine their talents to perform music both for the enjoyment of the Band members and as a community service for audiences in Hampton Roads.

Article 3

MEMBERSHIP

Section 1. ELIGIBILITY/RESPONSIBILITIES

Membership in the Band shall be open to any person, consistent with the needs and requirements of the Band. Members shall be expected to:

1. Meet a minimal level of musical proficiency acceptable to the Music Director and his or her respective Section Leader
2. Provide his or her own instrument (except percussion)
3. Exhibit a serious commitment to regular attendance at rehearsals and performances
4. Notify his or her Section Leader in a timely manner if unable to attend a rehearsal or performance
5. Ensure that his or her stand's folder of music is organized, maintained in good condition, and available for rehearsals and performances
6. Support the objectives of the Band

7. Vote in the election at the Annual Meeting and on other issues brought before the Band by the Board
8. Pay annual dues upon joining the Band, and on or before the first rehearsal in October in subsequent years

Section 2. MEMBERSHIP FEE

1. The Band has yearly dues for each member, payable on or before the date of the Annual October Meeting. Dues are effective from October of the current year to September of the following year.
2. Dues may be reduced for an incoming member who joins after March.
3. These monies will be used for rent, the purchase of music and equipment, and other expenses approved by the Board.
4. Changes to the fee structure may be proposed by the Board, and approved by a simple majority vote of the Band, after a two-week written notice.
5. Dues may be waived for full-time students, active military, and those members with Board-recognized financial need.
6. The Board has the authority to suspend any individual from Band membership for non-payment of dues.
7. Dues are not refundable.

Section 3. SUSPENSION OR EXPULSION

A member may be suspended for a period of time, or expelled, for violation of any of the Bylaws, or for conduct contrary to the best interests of the Band. Suspension shall be decided by *majority* vote of the entire Board of Directors. Expulsion shall be decided by *unanimous* vote of the entire Board of Directors.

Article 4

BOARD OF DIRECTORS

Section 1. FUNCTION

The Board's function is to oversee the business aspects of the Band. The Board acts on behalf of the Band members to make the administration of the Band understandable and consistent, by adopting rules, policies, and procedures, in accordance with the Bylaws. The Band elects the Board from among its active members. Any Band member except the Music Director may hold a Board position.

Section 2. TITLES, JOB DESCRIPTIONS AND RESPONSIBILITIES

President: Term 2 years, elected in October of odd-numbered calendar years. The President shall perform all of the duties usually accorded to that office, preside over all Band and Board meetings, and oversee all the business affairs of the Band, subject to the control of the Board of Directors. The President may, with prior authorization by the Board, sign certificates, contracts, or other legal instruments in the name of the Band. For Board matters, the President shall vote only to break a tie vote.

Vice President: Term 2 years, elected in October of even-numbered calendar years. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall also perform such duties as are delegated by the President and at the discretion of the Board.

Secretary: Term 2 years, elected in October of odd-numbered calendar years. The Secretary shall keep minutes of all Board meetings, maintain current membership records, and provide Sectional Rosters to members of their respective sections as warranted, respecting the privacy requirements of each member. The Secretary will also be the custodian of all correspondence, contracts, and other administrative documents belonging to the Band.

Treasurer: Term 2 years, elected in October of even-numbered calendar years. The Treasurer shall have custody of all funds, securities and documents dealing with financial matters (copies to the Secretary are required). The Treasurer shall endorse, on behalf of the Band, checks, notes and other obligations, and shall deposit the same to the Band's bank account. The Treasurer shall receive and give receipts, and shall pay out of the funds of the Band all just debts of the Band; shall keep full and accurate accounts of all monies received and paid out on behalf of the Band; and, whenever required by the President or the Board of Directors, shall render a statement of accounts and/or all financial records. A list of companies with which the Band has accounts shall be included with this statement. The Treasurer is responsible for the collection of dues. The Treasurer must have approval of the Board of Directors for checks over three hundred dollars (\$300.00). The signature of the President, as well as that of the Treasurer, must be on all checks over five hundred dollars (\$500.00).

Booking Manager: Term 2 years, elected in October of odd-numbered calendar years. The Booking Manager shall be responsible for seeking out appropriate performance venues, following the concert schedule as provided by the Music Director, and verifying the availability of a sufficient number of Band members for each performance. All concerts must have the Music Director's approval and a non-binding, formal or informal agreement between the customer and Booking Manager. All potential venues shall be scouted and approved by the Booking Manager, Music Director or designated representative prior to an agreement to perform. Collection of performance monies due the Band is the Booking Manager's co-responsibility with the Treasurer. The Booking Manager shall not commit the Band to any event which participates in or intervenes in any political campaign on behalf of (or opposition to) any legislation or candidate for public office.

Members at Large: Term 2 years, one elected in October of even-numbered calendar years, the other elected in October of odd-numbered calendar years. There are two (2) such positions. Members at Large shall attend Board meetings, vote on propositions before the Board, and assume duties as assigned by the President.

Section 3. REMOVAL FROM POSITION

Any elected or appointed Board member may be removed from office by

- (a) a petition from twenty percent (20%) of the Band membership, with at least one signature from each Instrumental Section, AND

- (b) a two-thirds majority vote of Band members present at a called vote. All current Band members shall be notified in writing no less than two regularly scheduled rehearsals before such a vote is taken.

In the event an elected or appointed Board member becomes inactive in the Band, or exhibits conduct contrary to the best interests of the Band, he or she shall immediately suspend participation in Board deliberations and decisions. If these conditions are not remedied within a reasonable amount of time, the member shall be encouraged to voluntarily resign his/her position on the Board.

In the event of a vacancy in an elected position on the Board of Directors of less than one year's duration, the Board may appoint a replacement for the duration of that term. If such vacancy would continue beyond the date of the next Annual Meeting, that position shall be filled by Special Election during the vote at the Annual Meeting.

Article 5

NON-BOARD POSITIONS

Music Director/Conductor The Music Director reports directly to the Board. Any new candidate for Music Director shall be evaluated by the Band for four (4) consecutive rehearsals, after which appointment may be made by a simple majority of the membership present at a called vote. All current Band members shall be notified in writing no less than two regularly scheduled rehearsals before such a vote is taken.

The Music Director oversees all musical aspects of the Band. The Music Director shall:

1. Present a proposed rehearsal and performance schedule by the first rehearsal in September of each year
2. Select music to be rehearsed for programs that are appropriate for the occasion and the audience, and commensurate with the abilities of Band members
3. Conduct a well-planned, organized, productive, challenging and satisfying rehearsal each week
4. Recommend and oversee the purchase of new music
5. Appoint Assistant Conductor(s) as needed
6. Guide Section Leaders in maximizing the potential of their sections
7. Act as the final authority in musical matters

The Music Director may be removed from office by

- (a) a recommendation of the Board of Directors, or petition from twenty percent (20%) of the Band membership, with at least one signature from each Instrumental Section, AND
- (b) a two-thirds majority vote of Band members present at a called vote. All current Band members shall be notified in writing no less than two regularly scheduled rehearsals before such a vote is taken.

Assistant Conductor(s) The Assistant Conductor(s) will share conducting duties at the request of the Music Director, and/or in the Music Director's temporary absence. In the event that the Music Director's position is vacated, an Assistant Conductor may assume the responsibilities of the Music Director until the Band approves a replacement.

Librarian The Librarian is appointed by and reports to the Music Director. The Librarian shall be responsible for the music library and the filing system used by the Band. The Librarian shall distribute music as required by the Music Director; order new music at the request of the Music Director (with prior Board approval); maintain a cross-reference index of the library; and assist the Music Director in concert folder maintenance.

Webmaster The Webmaster shall administer an up-to-date Web presence for the Band.

Publicity Chairman The Publicity Chairman shall provide adequate publicity in advance of each public performance, using appropriate media (flyers, print, broadcast, internet), in order to foster audience attendance. Any advertising expenditure incurred by such publicity placement must have prior Board approval.

Section Leaders The Music Director may subdivide the Band into an appropriate number of Instrumental Sections. Each section shall be headed by one Section Leader. Section Leaders shall be elected by written or verbal ballot of the section members at the Annual Meeting, following the election of officers. Any member of a section (not necessarily a first chair player) is eligible to be a Section Leader.

Section Leaders shall:

1. Coordinate the process of receiving new members into the section, using the membership criteria defined in Article 3, Section 1
2. Act as spokesperson for the section in discussions with the Music Director and/or Assistant Conductor(s) about issues concerning the section
3. Encourage section attendance at rehearsals and upcoming concerts
4. Ensure that essential parts will be covered at performances by those who have rehearsed them
5. Evaluate musical proficiency, attendance, and attitude, in order to foster a spirit of teamwork and musical improvement within the section
6. Facilitate the opportunity for section members to play alternate parts

If necessary, a Point of Contact may be designated by the Section Leader to assist with communications regarding last-minute changes in schedule due to weather or other unexpected factors. In order to do this, the Section Leader and/or the Point of Contact will keep a current listing of addresses, e-mail, and phone numbers. This information shall be forwarded to the Secretary as it is updated.

Article 6

ELECTION OF OFFICERS

Section 1. NOMINATIONS

A nominating committee shall be appointed by the Board President no later than the first rehearsal in July of each year. The committee shall be composed of one Board member and two non-Board Band members. It shall present its slate of candidates for the Board positions to be elected in the current year to the membership at the first rehearsal in September. Nominations may also be made from the floor at the Annual Meeting.

Section 2. VOTING

1. **Eligibility:** Members who have paid the current year's dues may vote in the Annual Meeting, held during the first rehearsal in October.
2. **Procedure:** The written vote will be taken during the Annual Meeting on private ballots supplied by the Board. Board members shall be elected by a simple majority of eligible voting members of the Band in attendance at the time of the vote. The ballots shall be counted by one Board member selected by the Board, and two non-Board Band members chosen by the membership present.
3. **Absentee Voting:** An Active Member who is unable to attend the Annual Meeting may designate, in writing, another person to vote in his or her absence. Alternately, the member may request to be called on the night of the vote to cast his or her ballot in that manner; telephone ballots may be taken by one Board member selected by the Board and one Band member selected by the membership present.

Article 7

APPROVAL OF AND CHANGES TO THE BYLAWS

Suggestions for any amendment(s) or change(s) must first be submitted in writing to the Board for consideration. Once approved by the Board, proposed amendments or changes shall be presented in writing to the membership of the Band, at least two weeks prior to a called vote. The vote shall be taken by a show of hands from the membership present. A simple majority is required for approval.