

## **CONSTITUTION AND BY-LAWS OF GREENVILLE CONCERT BAND**

### **A SOUTH CAROLINA CORPORATION**

**Adopted as of February 28, 2018**

#### **I. Name**

The official name of the corporation (the “Band”) shall be “Greenville Concert Band”, as registered with the State of South Carolina on March 31, 2008.

#### **II. Purpose and Powers**

1. The purpose of the Band is to provide a place for individuals to continue their experience in music, to provide concerts for the public, and provide concerts for community functions.
2. The purposes for which the corporation is organized shall be exclusively charitable and educational within the meaning of 501 (c) (3) of the Internal Revenue code. The Band shall function as a non-profit corporation, with the power to do any and all lawful acts that may be necessary or convenient to effect the corporation's purposes. The powers may include, but are not limited to, the acceptance of donations from the public and private sources, both financial and in-kind.
3. The Band's activities are limited as follows: the Band may not engage, participate, or intervene in any activities not permitted by a corporation exempt from federal income tax. The Band may not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office unless otherwise allowable by law. The assets and income of the Band may not be distributed to or benefit the trustees, directors, officers, or other individuals, except that the Band is authorized to pay reasonable compensation for services rendered.
4. The Band's rehearsal and concert season shall coincide with the school calendar of Greenville County Schools.
5. The Band's fiscal year shall be between January and December.

#### **III. Membership**

1. Membership is extended to all qualified musicians with approval of the Executive Board (the “Board”), without regard to race, creed, color, gender, religion, or sexual orientation. Qualified musicianship shall be determined at the discretion of the Music Director.
2. Member duties include:
  - a) Attend rehearsals.
  - b) Perform at concerts.
  - c) Cheerfully give time and talent and be charitable to the Band.
  - d) Promote band performances and recruit new band members as needed among friends, family, and acquaintances.
  - e) A member remains a member indefinitely, by fulfilling these duties.
3. Members may be suspended by the Board, for the following reasons:
  - a) Demonstration of lack of interest.
  - b) Failure to conform to previously outlined duties.
  - c) Conduct inconsistent with the discipline needed for ensemble musical excellence.

#### **IV. Executive Board and Officers**

1. The Executive Board shall consist of the Officers of the band, the Music Director, and two members-at-large.

2. Band Officers shall consist of President, Vice-President, Secretary, and Treasurer.
3. Tenure of Board Members (excluding Music Director)
  - a) The term of each Board member shall be one year, or, in case of a special election, until the next regular election.
  - b) Each member shall serve until his successor has been installed.
  - c) Officers and members may be elected to succeed themselves, indefinitely.
4. Elections of the Executive Board (excluding Music Director) shall be held at the final rehearsal of the season.
  - a) Members wishing to step down from the Board shall notify the Board no less than 30 days prior to the final rehearsal.
  - b) All Board members willing to serve an additional year will stand for re-election.
  - c) The Board shall recruit at least enough new candidates to fill the allotted six positions. If only six candidates are willing to serve, the election is unnecessary, and they shall form the new Board. Steps d-i are unnecessary.
  - d) The slate of candidates shall be announced at least one week prior to the election.
  - e) All band members in good standing are entitled to vote for up to six candidates.
  - f) Printed ballots shall be distributed, marked, and collected at the final rehearsal.
  - g) Voting shall be anonymous.
  - h) The sitting President and Vice-President shall count the votes and confirm the count; if one or both of these officers are not present, they shall delegate substitute members of the Board to count votes.
  - i) Candidates receiving the top six numbers of votes shall form the new Board.
  - j) The current President shall schedule a Board meeting as soon as possible following the establishment of the new Board. At that meeting, both outgoing and incoming Board members shall attend if possible, the Board shall choose new officers, and outgoing Board members shall advise the incoming members regarding their duties and current or ongoing activities. Outgoing members will be dismissed at that time.
5. Duties of Officers.
  - a) The **President** shall perform all business transactions of the Band, handle all external communications, arrange for rehearsals, concerts, public appearances and other gatherings. The President shall approve all purchase of equipment and supplies, arrange for transportation, appoint assistants where needed, and generally look after the welfare of the Band.
  - b) It shall be the duty of the **Vice-President** to assist the President, and substitute for the President when the President is unavailable for any reason.
  - c) It shall be the duty of the **Secretary** to record minutes of all meetings, call the roll of members at each meeting, keep a record of each member's attendance, transmit all noteworthy news, and assist the President where needed in conducting the business meetings. The Secretary shall also maintain a current roster of Band members.
  - d) It shall be the duty of the **Treasurer** to keep custody of all funds of the Band, making payments where authorized, and making periodic financial reports. The Treasurer shall also; co-sign checks against the Band's account, be responsible for accepting donations, provide tax receipts to donors on request, and shall create a financial summary statement at the end of each fiscal year, to be kept in permanent records, detailing income, expenses, and balances.
6. Officers may delegate specific duties to other Executive Board members by mutual agreement or to other Band members with concurrence of the President. Additional specific duties may be added for Officers or Board Members-at-large, at the discretion of the President. Executive Board members may also recruit help in their functions from the Band's membership.

#### **V. Supporting Roles**

The following Supporting Roles are necessary for efficient functioning of the Band, but are not considered part

of the Executive Board functions. Any Band Member may be assigned to these roles, for indefinite term, with concurrence of the President:

1. **Librarian.** The Librarian shall be the custodian of all music of the Band. The librarian shall have music at hand for all rehearsals or performances as ordered by the Music Director, and shall requisition and procure such music as the Music Director wishes, distribute music before rehearsal, and take it up afterward, check out music to Band members for practice, and keep an inventory of all music owned by the Band.
2. **Property Manager.** It shall be the duty of the Property Manager to keep custody of all equipment, instruments, uniforms or other property of the Band, issuing property to members where directed by the President, keeping records of all property issued to members, and updating inventory annually in the Band permanent records. The Property Manager shall monitor the condition of all equipment and recommend maintenance and repairs, replacements, additions, or disposal to the President.
3. **Online Presence Manager.** The Online Presence Manager shall administer resources that the Band maintains on the Internet, for communication and publicity purposes. These resources may include a website, social media pages, and support infrastructure such as shared files and folders, and email or other communication tools. The Online Presence Manager is responsible for developing a policy for administering and controlling these resources, subject to Board approval.
4. **Stage Manager.** The Stage Manager is responsible for arranging chairs, stands and equipment on-stage at performances, and in rehearsal halls, to a configuration that the Music Director specifies. The Stage Manager is also responsible for returning such facilities to the condition required by the owners, after the Band's use.

The persons in these Supporting Roles may recruit teams of helpers from the Band's membership, as needed to perform their functions.

## **VI. Meetings.**

Rehearsals are held weekly, and at the call of the Music Director.

## **VII. Amendments**

The Constitution and By-Laws may be amended by a two-thirds majority of Band membership present at a Meeting, provided that at least 75% of active Members are present at said Meeting.

## **VIII. Interpretation of Constitution and By-Laws**

The Executive Board has final interpretation of this Constitution and By-Laws.

## **IX. Dissolution of Corporation**

In the event of dissolution, the residual assets of the Band will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue code of 1986 or corresponding sections of any prior or future Internal Revenue code or to the Federal, State, or Local Government for exclusive public purpose.

## **X. Compliance with Internal Revenue Code**

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from the Federal Income tax under 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law.

Amended February 28, 2018