

Northern Michigan Brass Band Constitution and Bylaws

I. NAME

- A. The name of this organization shall be the NORTHERN MICHIGAN BRASS BAND, hereafter referred to as NMiBB.
- B. The first registered office shall be in the Township of Elmira, County of Otsego, and in the State of Michigan.

II. OBJECTIVES

- A. To be maintained as a non-profit educational musical organization in such a manner that no part of its net earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private member, except that the NMiBB shall be authorized to pay reasonable compensation for services rendered. The NMiBB shall not carry on any activities not permitted –
 - 1. by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or
 - 2. By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. To foster and stimulate interest within its members and the public all forms of brass band literature through performance of public concerts.
- C. To provide an opportunity for individual musical expression, growth and development among the membership.
- D. No person shall be denied election to the NMiBB Executive Board, election or appointment to standing committees, participation as a playing or contributing member, or admission to concert performances based on religion, race, color, national origin, sex, age, or disability.

III. MEMBERSHIP

- A. There shall be three classes of active membership in the NMiBB. They shall be:
 - 1. Playing members,
 - 2. Members of the Executive Board, and
 - 3. Contributing members.

One person may hold membership in more than one classification, but will retain the rights and privileges of only one membership.
- B. The playing membership of the NMiBB shall be comprised of adult musicians who are
 - 1. Actively participating in NMiBB rehearsals and performances,
 - 2. Maintaining an acceptable level of technical and musical proficiency,

3. Interested in the objectives and philosophy of the NMiBB, and
4. Willing to uphold NMiBB policies and subscribe to its bylaws.
5. Committed to serving on at least one (1) standing committee.
6. Is a high school graduate

Playing membership shall not exceed the generally accepted limits for traditional brass band instrumentation.

New playing members shall be accepted by the Conductor and/or Executive Board as needed.

- C. The contributing membership of the NMiBB shall be defined as non-playing adults who are:
 1. Currently involved in NMiBB activities as committee members,
 2. Interested in the objectives and philosophy of the NMiBB, and
 3. Willing to uphold NMiBB policies and subscribe to its bylaws.
- D. Active membership shall be defined as:
 1. Current playing members who have participated in the majority of all NMiBB rehearsals and/or concerts over the past twelve (12) months,
 2. Current members of the Executive Board, and
 3. Current contributing members.
- E. Active members shall have one (1) vote each for:
 1. Executive Board officers,
 2. Bylaws revisions, and
 3. All other appropriate items.

IV. EXECUTIVE BOARD

- A. The Executive Authority of the NMiBB is vested in a Executive Board whose duties shall include the following:
 1. Manage the general affairs of the NMiBB,
 2. Manage the financial affairs of the NMiBB including the annual budget,
 3. Appoint or replace the Conductor,
 4. Appoint or replace committee members,
 5. Replace Board members who are unable or unwilling to fulfill Board obligations, and

6. Establish a calendar of events.

B. The Executive Board shall consist of six (6) members elected by and from the active playing and contributing membership at the last rehearsal in May as follows:

1. President
2. Vice-president
3. Secretary,
4. Treasurer,
5. Two (2) Trustees, and
6. Conductor, *ex officio*

C. Election of the Executive Board

1. A nominating committee consisting of four (4) active members shall be appointed by the President on or before the first rehearsal in April.
2. The nominating committee shall present a list of candidates to the NMiBB at the first rehearsal in May.
3. The election of the new Executive Board will be held at the last rehearsal in May.
4. Nominations may also be taken from the floor at the last rehearsal in May prior to the elections. All nominees must indicate a willingness to serve if elected.

D. Term of Office

1. Executive Board members shall serve one (1) year terms from July 1 to June 30 of the following year.
2. Executive Board members have an obligation to provide for an orderly transition at the end of his or her term in that office.

E. Bonding

All Executive Board members who are likely to possess NMiBB property shall be bonded.

F. Resignation and Removal of Executive Board Members

1. Any Executive Board member may resign effective upon given written notice to the President or other Executive Board member, unless the notice specifies a later time for the effectiveness of the resignation.
2. No Executive Board member may resign if the NMiBB would then be left without at least one (1) duly elected Board member in charge of its affairs, except on written notice to the Office of the Attorney General or other appropriate agency of the State of Michigan.

3. Executive Board members may be removed from office by a two-thirds vote of the Executive Board. Any Board member so removed will not be eligible for re-election.
4. Vacancies on the Executive Board may be filled by approval of the remaining Executive Board members. If the number of Board members at the time of a vacancy is less than a quorum, a vacancy may be filled by approval of a majority of the Board members then in office. Any individual appointed in such a manner shall have full rights of Executive Board membership and shall hold office until the next election or until his or her death, resignation, or removal from office.

G. Liability

Executive Board members shall not be personally liable for the debts or liabilities of the NMiBB.

V. DUTIES OF THE EXECUTIVE BOARD

A. President

1. Serve as Chairman of the Executive Board and preside at all meetings.
2. Be an ex-officio member of all committees.
3. Complete all contractual arrangements with the approval of the Executive Board.
4. Call meetings of the Executive Board when needed.
5. Establish committees with board approval.
6. Appoint and/or replace committee members with board approval.
7. Keep the membership informed regarding scheduled events and activities in a timely fashion.
8. Assist the treasurer in the preparation of the annual budget.

B. Vice-president

1. Assist the President in the performance of his or her duties.
2. Officiate in the absence of the President.
3. Succeed to the office of President in the event the President is unable to complete his or her term of office.
4. Assure that each officer required to be bonded is so bonded.
5. Attend all Executive Board meetings called by the President.

C. Secretary

1. Act as custodian of all official records of the NMiBB.

2. Designate an official place where NMiBB documents are stored.
3. Keep minutes of all Executive Board meetings, including the names of all those present.
4. Record the attendance of active playing members at each rehearsal and concert.
5. Conduct all official correspondence of the NMiBB.
6. File all documents, records, reports, and correspondence connected with the business of the NMiBB.
7. Establish and maintain a list of active, inactive and prospective contributors.
8. Establish and maintain a list of Active Playing and Contributing Members and determine eligibility for voting.
9. Distribute copies of all minutes and relevant documents and correspondence to the Executive Board and Active Membership.
10. Collect and keep the audited books at the end of each fiscal year.
11. Make copies of documents available to those who make reasonable and causal requests for such.
12. Attend all Executive Board meetings called by the President.

D. Treasurer

1. Accept and deposit all monies collected for the NMiBB.
2. Accept and pay all Board approved bills.
3. Sign checks.
4. Keep accurate and timely financial records.
5. Make periodic financial reports available to the Active Membership.
6. Maintain all bank accounts.
7. Prepare and file all government reports and forms required of the NMiBB including the IRS Organization Exempt from Income Tax form.
8. Prepare a proposed budget for the following fiscal year (July 1 – June 30) in co-operation with all other members of the Board.
9. Transfer the audited books to the Secretary at the end of the fiscal year.
10. Establish and maintain an inventory of all properties owned by the NMiBB.
11. Attend all Executive Board meetings called by the President.

- E. Trustee
 - 1. Lend support to the planning and execution of all NMiBB activities.
 - 2. Share the control and management of the NMiBB and the enforcement of its bylaws.
 - 3. Assume all duties assigned by the President.
 - 4. Attend all Executive Board meetings called by the President.

VI. COMMITTEES

- A. Committees may be composed of any classification of membership and be of any size appropriate to its function.
- B. Committee members shall be appointed by the President subject to Board approval.
- C. Standing committees shall include the following:
 - 1. Publicity
 - 2. Personnel
 - 3. Equipment and Set-up
 - 4. Library
 - 5. Fund raising
- D. Ad hoc committees shall be established as needed.

VII. MEETINGS

- A. Meetings of the Executive Board and meetings of the full membership shall be called at the discretion of the President, or upon written request to the President of two (2) or more members of the Executive Board.
- B. A minimum of four (4) Executive Board meetings shall be scheduled each fiscal year.
- C. A quorum shall consist of 50% plus one (1) of the full Executive Board. The only business which may be conducted in the absence of a quorum is adjournment.
- D. An annual meeting of all members of the NMiBB shall be held on the second Tuesday of May. The agenda shall include:
 - 1. Reports from each officer;
 - 2. Reports from each committee;
 - 3. Presentation of a tentative budget; and
 - 4. Presentation of a tentative program for the coming year fiscal year.

VIII. INTERPRETATION OF BYLAWS

The Executive Board has final interpretation of these bylaws.

IX. AMENDMENTS

- A. Proposed amendments to these bylaws are to be submitted in writing by an active member to a member of the Executive Board. Following the next Board meeting, the proposed amendment(s) shall be presented to the NMiBB at each of the next two (2) consecutive rehearsals. They shall be voted upon by the active membership immediately after the second reading.
- B. Amendments will become part of these bylaws upon the affirmative vote of two-thirds of the active membership present.

X. DISSOLUTION

Upon dissolution of the NMiBB, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the State of Michigan, or to the Township of Elmira, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Otsego County, State of Michigan, exclusively for such purposes or to such organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

ADOPTION OF CONSTITUTION AND BYLAWS

We, the undersigned, are all of the initial founders of the NMiBB, and we do consent to, and hereby do, adopt the forgoing constitution and bylaws, consisting of seven (7) pages including this and the six (6) preceding pages, as the constitution and bylaws of the NMiBB.

Dated: February 21, 1999

Ralph Schweigert

David McKeon

Bradley S. Moors

Gordon Palmer

Nancy Ross

Terry Isenbarger

Beverly Isenbarger

Jenny Lochinski