

# Atascadero Community Band BYLAWS

## ARTICLE I Name & Location

### Section 1. Name

The name of this organization is Atascadero Community Band (hereinafter referred to as ACB).

### Section 2. Location

This organization is located in the city of Atascadero, San Luis Obispo County, California.

## ARTICLE II Purpose, Mission, and Goals

### Section 1. Purpose

The Atascadero Community Band is formed for the specific and primary purpose of promoting the public appreciation of band music in the community and assisting and advancing the general interests of local musicians through the performance of band concerts in San Luis Obispo County.

### Section 2. Mission

Atascadero Community Band is a voluntary organization consisting of musicians of all levels who are committed to the practice, promotion, and performance of band concerts for charitable and/or educational organizations in the community.

### Section 3. Goals

The goals of ACB are to provide a place for local musicians to meet and practice concert band music, to support and promote basic music education, to serve the community by the performance of band concerts, and to assist other local charitable and educational organizations by providing band music concerts.

## ARTICLE III Conflict of Interest Statement

A conflict of interest is defined as an actual or perceived interest by a Trustee, Chair or Board member in an action that results in, or has the appearance of resulting in, personal, or professional gain. Elected officers and members are obligated to always act in the best interest of the organization. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the organization mission. At all times, officers and board members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

- A. No officer or member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:
  1. The officer or member;
  2. Any member of their immediate family;
  3. Their partner;
  4. An organization in which any of the above is an officer, director or employee;
  5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.
- B. **Disclosure**--Any possible conflict of interest shall be disclosed by the person or persons concerned.
- C. **Board Action**--When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Trustees, excluding the person(s) concerning whose situation the doubt has arisen.
- D. **Record of Conflict**--The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and

did not vote on the matter.

## ARTICLE IV Membership Qualifications, Expectations, and Termination of Members

### Section 1. Definition of Voting Members and Non-Voting Members

- A. **Voting Membership** in the ACB is achieved by compliance with the Bylaws and policies of ACB, demonstrating a commitment to attend regularly scheduled band rehearsals, and participating in the performance of community band concerts on a voluntary basis. Voting Members are defined as musicians being in consistent attendance at the regularly scheduled Tuesday evening rehearsals year round, and participating in at least two (2) indoor concerts and more than 50% of the outdoor summer concerts each year. All age groups are welcome to become Voting members of ACB. Voting Members of ACB have the right to vote in all officer elections, special elections, appointments, amendments to the Bylaws, and any proposals to dissolve the ACB or distribute the ACB's assets. Voting Members are expected to participate on standing committee(s).
- B. **Non-voting** members are those musicians who may be invited to volunteer to rehearse and perform as a substitute for a regular Voting Member or local musicians who desire to rehearse and/or perform with ACB on an occasional basis. Other guest musicians may include those belonging to other ensembles, local junior or high school band members, or individuals who participate with ACB only during the summer outdoor concert series. All age groups are welcome and expected to comply with all the provisions of the ACB Bylaws and policies. Members who do not meet the provisions for Voting Membership in **ARTICLE IV, Section 1.A** are not entitled to vote.

### Section 2 Expectations for Voting and Non-voting Members

1. Complete a *Musician Contact* form and submit changes/updates in a timely manner to the Vice President or designee.
2. Maintain flexibility and a willingness to cover various parts of music scores within the member's designated instrument section as the member's ability allows.
3. Maintain all music and/or music folders in alphabetical order. Return all music after the concert to the designated accordion folder or Music Librarian as instructed. All the music is property of the ACB.
4. Members are encouraged to take folders home for practice; however, in the event that the member is unable to attend a rehearsal or performance, it is the member's responsibility to make arrangements to assure that all music folders are available at the scheduled rehearsal and /or performance locations. Student musicians shall check with the Librarian or Section Leader before taking accordion folders home.
5. Adhere to the formal dress attire for indoor concerts. Formal concert dress for indoor concerts shall be decided by the majority of voting members performing a given concert, in consultation with the guest conductor(s). Usually the men wear black dress pants, black shoes/socks, black bow tie, white collared shirt and black jacket. Women wear black slacks, or a black skirt or dress, black shoes, black or white top. Tennis shoes, tee shirts and jeans are not considered formal dress. Outdoor concerts require the purchase of a designated band uniform shirt. Rehearsal dress is informal.
6. Make recommendations for music arrangements and programming, appropriate for a volunteer community band.
7. It is expected that **Non-Voting Members** attend regularly scheduled rehearsals, including the dress rehearsal, for the concert they plan to perform. In general, ACB rehearses approximately five to eight (5-8) weeks before each of the indoor concerts and weekly for the summer concert series.
8. Help set up and/or take down chairs and equipment for rehearsals and performances.
9. All participants are expected to provide and maintain their own musical instruments and provide their own **black** music stand for indoor concerts. ACB owns some percussion equipment and **black** music stands designated for percussion use only.
10. Voting and Non-Voting musicians alike are expected to demonstrate respectful and professional conduct at all times while participating in any ACB activity. Any behavior that is unsafe to persons or musical instruments, disruptive, or otherwise threatens the safety or reputation of the ACB may be

- grounds for discipline, suspension and/or removal from the ACB.
11. All ACB participants are encouraged to communicate directly with one another to resolve any concerns. Unresolved or serious concerns shall be brought to the attention of one of the Trustees in a timely manner.
  12. For liability reasons the use of, or being impaired/under the influence or intoxicated by alcohol or any other regulated or unregulated recreational drugs by any route during any ACB scheduled activity or event is strictly NOT PERMITTED. Scheduled ACB activity or event includes any time during the scheduled set up, warm-up, rehearsal, intermission or break, the concert/performance, and take down of equipment. For example, the scheduled set up time at the park during the summer is 6:15 – 6:30 PM. Warm-up is scheduled from 6:30-7:00 PM, concert 7-8 PM, break 8:00-8:10 PM, rehearsal for the following week 8:10-9 PM, and take down of equipment 9-9:30 PM.

References:

Atascadero Municipal Code, **Title 6 HEALTH AND SANITATION**, Chapter 6 NO-SMOKING AREAS ESTABLISHED IN CERTAIN PUBLIC PLACES, Chapter 14 DRUG PARAPHERNALIA, **Title 5 PUBLIC WELFARE** [Chapter 4 CONSUMPTION OF ALCOHOLIC BEVERAGES](#). [Chapter 16 PSYCHOACTIVE BATH SALTS, PSYCHOACTIVE HERBAL INCENSE, AND OTHER SYNTHETIC DRUGS](#)

### Section 3. Suspension or Termination of Membership and Participation

- A. Grounds for discipline, suspension or termination include, blatant and willful damage to or theft from the band i.e., ACB property, venue (rented facility), or other musicians property, using, being impaired /under the influence or intoxicated by alcohol or any other regulated or unregulated recreational drugs to and including those psychoactive substances identified in the Atascadero Municipal Code Title 5 & 6, and any behavior that is unsafe to persons or musical instruments, disruptive, or otherwise threatens the safety or reputation of the ACB.
- B. All Members and participants must conduct themselves respectfully and professionally at all times in dress, mannerisms and speech. If any member fails in these responsibilities, or if they violate provisions listed in **Section 2** above, their membership may be suspended or terminated by the action of four (4) Trustees, deliberating and agreeing that the best interest of the ACB would be served.
  - a. Members/participants failing to abide by the Bylaws and policies of ACB, and /or failure to meet the above expectations shall receive a verbal warning initially.
  - b. The Member/participant involved shall be notified in writing three (3) days in advance of the meeting intended for such an action, informing the member of the nature of the infraction(s) and given opportunity to appear before the Board of Trustees to answer such allegations. The BOT shall have full power to suspend membership or revoke such member's right to future participation.
- C. The ACB may provide for subsequent reinstatement of any Member. The elected officers of ACB may recommend terms for reinstatement.

### Section 4. Section Leaders

1. At minimum each of the following instrumental sections shall have designated Section Leader(s):
  - 1) flutes, oboes and piccolos, 2) clarinets and bassoons, 3) trumpets and cornets,
  - 4) saxophones, 5) trombones, 6) percussion, string bass and keyboard, 7) French horns, 8) euphoniums, and 9) tubas. Alternate combinations of instrument sections may be formed depending on the actual number of Voting and Non-Voting Members and type of instrumentation participating in the ACB at a given time.
2. Each section is responsible for **selecting** its own Section Leader(s) and in the event the Section Leader is unable to attend a rehearsal or performance, a substitute Section Leader shall be designated for each rehearsal and/or performance.
3. Section Leaders are responsible for assisting the Librarian in distributing and collecting music to Voting and Guest musicians and making sure all musicians have music and the ACB's music folders are maintained in working order.
4. Section Leaders are responsible for tracking and communicating with the Property Manager and the Conductor(s) the number of musicians participating in each indoor and outdoor rehearsal and concert so appropriate programming and seating arrangements can be made.

5. Sections Leaders are responsible for assisting the Conductor(s)/Guest Conductor(s) to make sure the desired parts and musical interpretation (e.g., solos, dynamics) are covered for rehearsals and performances.
6. Section Leaders may arrange sectionals as needed.
7. Section Leaders must be Voting Members of the ACB, in good standing and must attend regularly scheduled rehearsals.

## ARTICLE V Officers, Duties, Removal of Officer, Limitation of Liability and Indemnification

### Section 1. Trustees

- A. The elected Trustees of the ACB are responsible for conducting the business required of a California Domestic Non-Profit Corporation and IRS Tax-exempt Non-Profit Corporation pursuant to 501(c)(3), and the administrative functions of the Band. Officers serve in a voluntary capacity and are not employees of the ACB.
- B. The elected Trustees shall be President, Vice President, Secretary, Treasurer, and Property Manager. The President, Vice President, Secretary, Treasurer and Property Manager shall constitute the Board of Trustees (**BOT**) of the Atascadero Community Band pursuant to Sections 6210, 8210, and 9660 of the California Corporations Code for a Domestic Non-Profit Corporation and IRS Tax-exempt Nonprofit corporations pursuant to 501(c)(3). Each of the five (5) members of the (**BOT**) shall have one (1) vote.

#### 1. President

- a. Shall be directly responsible to the ACB Membership for the administration of the ACB according to all State and Federal regulations for a Non-Profit Corporation pursuant to 501(c)(3).
- b. Shall preside over all **BOT** and Executive Board (**EB**) meetings of the ACB.
- c. Shall act as the official spokesperson for the ACB.
- d. Shall have the authority to call **special BOT** meetings and develop the agenda in consultation with the other elected officers. (See **Article IX Section 1. B. 2**)
- e. Shall be responsible for developing meeting agenda for the **EB** and Membership meetings in collaboration with the **EB**, Conductor/Guest Conductors, and Voting Membership.
- f. Shall arrange to have a quorum of Trustees at every **BOT** and **EB** meeting.
- g. Shall serve as President of the non-profit corporation.

#### 2. Vice President

- a. Shall preside over meetings in the absence of the President.
- b. Shall assist the President and other Trustees as needed to meet the regulatory requirements, limit the liability, and preserve the tax exempt status of the ACB.
- c. Shall coordinate **publicity** efforts and tracking of **membership records**.
- d. Shall coordinate refreshments for the audience and musicians for indoor concerts.
- e. May serve as the President designee in the short term absence (e.g., illness or vacation) of the President. Preferably has served as President of ACB in the past.

#### Vice President Publicity Responsibilities

- a. Shall oversee the publicity and advertising activities for upcoming concerts, including press releases.
- b. Shall coordinate the design, proofing, and publication of a program for each indoor concert. Consulting with the Trustees, Conductor(s) and Membership as needed to assure accuracy of names, comments, and that the reference to the tax exempt status of the ACB is cited appropriately.
- c. Shall maintain a copy of the advertising materials (e.g., flyers) and programs in a notebook for historical and reference purposes.
- d. Shall designate volunteers to design, print and mail postcard concert reminders to the audience mailing list and send audience email reminders to audience email list.
- e. All costs estimated for publicity and postage shall be cleared by the **BOT** before purchase. Original receipts for approved expenses shall be forwarded to the Treasurer for reimbursement.
- f. Shall communicate new dates/times of future performances with the person updating the web pages in a timely manner.

### **Vice President Membership Records**

- a. Shall coordinate the maintenance of a current Voting and a separate Non-Voting Member roster including names, addresses, phone numbers and e-mail addresses. Every precaution shall be taken to maintain the confidentiality and security of personal identifying information.
- b. Shall be the contact person for new members, record new member data, introduce new members to the ACB, and provide new members with copies of, or electronic access to, the Bylaws and Roster, including officers and Section Leaders.
- c. Shall coordinate the update of the emergency call (phone tree) list annually.

### **3. Secretary**

- a. Shall be responsible for the accurate recording, transcribing, and distributing of minutes to the ACB Voting Membership **no later than ten (10) working days after any meeting**.
- b. Shall conduct the business of ACB including presiding over meetings in the absence of the President and Vice President.
- c. Shall maintain all the official records of the ACB including but not limited to minutes, correspondence, accounting records, Bylaws, Articles of Incorporation, copies of inventory, concert programs, and all financial records required of all State and Federal regulations for Non-Profit Corporations pursuant to 501(c)(3).
- d. Shall make the official records of the ACB available for inspection to any of the elected officers within a reasonable time period and at a reasonable location, or to any other Voting Member providing the member has proper purpose to do so.
- e. Shall coordinate the clerical needs of ACB.
- f. Shall assist the President in the notification of Voting Members for the purpose of meeting dates and times, distribution of agenda, and distribution of proposed Bylaw amendments or other documents to be determined by a vote.
- g. Shall coordinate elections, including creating the secret ballots for the Voting Membership. The Nominating Committee shall have responsibility for distributing, collecting, and tallying the votes.
- h. All records will be preserved for a minimum of seven (7) years.
- i. ACB records older than seven (7) years may be archived for historical reference.

### **4. Treasurer**

- a. Shall manage the financial affairs of the ACB according to all State and Federal regulations for Non-Profit Corporations pursuant to 501(c)(3).
- b. Shall prepare and present financial reports to the **BOT** at least quarterly and to the Voting Membership at the annual meeting. Financial reports must include specific itemized income and expenses per the adopted chart of accounts.
- c. Shall prepare and present an annual budget update and income and expense statement to the ACB Voting Membership in writing at the annual Membership Meeting.
- d. Shall complete the necessary forms and communicate with the financial institutions holding ACB monies.
- e. Shall conduct the business of ACB including presiding over meetings in the absence of the President, Vice President, and Secretary.
- f. Shall coordinate the preparation and submission of income and expense statements to the **BOT**, the Internal Revenue Service, and the State of California.
- g. Shall maintain the co-signature requirement on all ACB bank accounts.
- h. Shall keep accurate records and reconcile monthly bank statements, and deposit concert donations within seven (7) working days of receipt.
- i. Shall use a standard chart of accounts and promote the development and adoption of a balanced budget.

### **5. Property Manager**

- a. Shall coordinate the storage, distribution, and maintenance of all ACB equipment (e.g., sound system, trailer, and musical instruments).
- b. Shall maintain a current inventory and location of all ACB physical property and physical assets, with the exception of music (**SEE ARTICLE V Section 2. 2. Music Librarian**). Inventory shall be kept in the official ACB records.
- c. Shall coordinate the set-up and take-down for all indoor and outdoor concerts, including arranging for a qualified driver to tow the trailer, if needed, to performances.

- d. Shall designate a voting member of the ACB to be in charge of the ACB equipment and set-up & take down activities for each indoor and outdoor performance.
- e. Shall coordinate the maintenance of the band trailer and trailer contents e.g., tire pressure checks, pack bearings annually.

## **Section 2. Other Appointed Officers and Duties**

### **1. Chair of Music Programming**

- a. Shall coordinate input from the Voting Membership and Guest Conductor(s) for concert programming.
- b. Shall elicit representation from all instrument groups within the ACB, including percussion, low brass, clarinets, saxophones, trombones, French horns, trumpets, flutes, and oboes in programming decision making.
- c. Shall report to the Voting Membership and oversee the Artistic Committee (**SEE ARTICLE VIII**).
- d. Shall oversee the artistic programming efforts of the ACB including providing a tentative performance schedule and recommended themes for indoor concerts for the upcoming fiscal year to the ACB annually in the spring.
- e. May form a Task Force(s) as necessary to assist with planning, reviewing music titles, or scheduling Guest Conductors for select indoor or the weekly outdoor summer concert series.

### **2. Music Librarian**

- a. Shall coordinate the organization and storage of the music for ACB.
- b. Shall coordinate the distribution and collection of music to the corresponding Voting Members, Guests, and music folders.
- c. Shall maintain a current inventory of ACB music and its location (including, but not limited to, ACB music charts, folders, loans to another organization).
- d. Shall coordinate requests for, and the purchase of, new music with the **BOT**.
- e. Shall collaborate with Section Leaders, Executive Board, and the Conductor and/or Guest Conductors to arrange for the transportation of music folders to concert locations, if needed.
- f. Shall forward all requests received for loaning music to other persons or organizations to the **EB**. No music will be loaned out for any reason without prior **EB** review and approval.

### **3. Student Officer**

- a. Shall be a participating member of ACB for a minimum of one (1) year.
- b. Shall be eligible to attend Junior High or High School.
- c. Shall attend and participate in **EB & BOT** meetings in an advisory capacity.
- d. Shall not act in any official capacity on behalf of the ACB.
- e. Shall be appointed annually by the Voting Membership present at the annual ACB Membership Meeting (i.e. September).

### **4. Conductor and/or Guest Conductors**

- a. Shall demonstrate the ability to teach, create a positive learning experience, and work with community band membership that includes musicians of varying backgrounds, musical skills, and ages.
- b. Shall participate as an advisory member of the **EB**.
- c. Shall work collaboratively with the Artistic Committee, Chair of Music Programming or designee and the Voting Members to plan, organize, and program indoor benefit concerts, an annual joint concert with Atascadero Junior High School band (if requested), and weekly outdoor summer Concerts at the Atascadero Lake Park consistent with the mission and purpose of the ACB per the Bylaws.
- d. Shall make suggestions to the Artistic Committee for new music purchases within the annual budget approved by the **BOT**.
- e. Shall perform conductor responsibilities as an uncompensated volunteer consistent with the regulatory guidelines of the California Corporations Code for a Domestic Non-Profit Corporation and IRS Tax-exempt Nonprofit corporations pursuant to 501(c)(3).
- f. Shall be appointed by the **BOT** in consultation with the Artistic Committee and Voting Membership.
- g. Shall demonstrate flexibility and willingness to work as a collaborative member of a non-profit organization with a volunteer **BOT**.

### **Section 3. Removal of Officers**

- A. Any officer, regardless of the manner of election or appointment, may be removed by the ACB upon a quorum vote of the Voting Membership whenever, in its judgment, the best interest of the ACB would be served thereby. The officer being removed shall be given written notice of said meeting five (5) days in advance and given an opportunity to be heard.
- B. A written petition signed by a minimum of five (5) Voting Members, clearly stating the concerns and requesting removal of any elected or appointed officer must be forwarded to one of the remaining elected officers. The **BOT** shall call a special meeting to evaluate the matter at its earliest convenience. If the matter is not resolved after meeting with the officer or appointee being removed, the **BOT** will call a special meeting of the Voting ACB Membership to decide the matter by vote.
- C. A **BOT** member whose absences exceed three (3) **BOT** meetings may be removed from the **BOT** by a majority vote of the remaining Trustees.

### **Section 4. Limitation of Liability and Indemnification**

No current or past officer or member shall be personally liable to the ACB or its members for monetary damages for breach of duty, acts or omissions, and/or transactions as an officer or member. Likewise, the ACB shall not be liable to any current or past member or officer for monetary damages for breach of duty, acts or omissions and/or any transactions as an organization. Any indemnification offered to an officer, agent, or member who is or was involved with ACB shall be consistent with the California Corporations Code for 501(C)(3) public charities.

## **ARTICLE VI Nominations, Eligibility of Candidates, Terms of Office, and Vacancies**

### **Section 1. Nominations**

- A. Candidates for each of the **BOT** positions, Chair of Music Programing and Music Librarian shall be solicited by the Nominating Committee at least one (1) month prior to elections in September. All candidates for Trustees, Chair, and Librarian positions must be at least eighteen (18) years old and attend regularly scheduled rehearsals and performances.
- B. The Nominating Committee shall consist of two to three (2-3) Voting ACB Members. Members shall be participating members of ACB for a minimum of one (1) year. The Nominating Committee shall solicit at least one to two (1-2) candidates for each of the elected positions and forward the slate of candidates to the Secretary. (**SEE ARTICLE VIII**).

### **Section 2. Eligibility of Candidates**

- A. The five (5) **BOT** members (the President, Vice President, Secretary, Treasurer, and Property Manager) will be elected at the semiannual ACB Member Meeting in September. Likewise the Chair of Music Programing and the Music Librarian will be appointed to the respective position at the semiannual ACB Member Meeting in September.
- B. Nominees for any of the five (5) **BOT**, Chair of Music Programing, and the Music Librarian positions must be Voting Members of ACB, regularly attend scheduled rehearsals and performances, and be in good standing for a minimum of two (2) years prior to being considered for election. (**SEE ARTICLE IV Sections 1, 2 & 3**).
- C. The Student Officer may be nominated for appointment by any Voting Member in attendance at the semiannual Member Meeting in September. The approval of appointment of the Student Officer shall be by majority vote of the Voting Members present at the semiannual ACB meeting.

### **Section 3. Terms of Office**

- A. Trustees and other elected or appointed officers shall serve a term of two (2) years. Terms of office commence two (2) weeks following the annual membership meeting in September and terminate two (2) weeks after the next election for the respective position, i.e., odd or even year.

- B. The President, Secretary, and Property Manager shall be elected and the Chair of Music Programming shall be appointed in **even** numbered years. The Vice President and Treasurer shall be elected and the Music Librarian shall be appointed in **odd** number years.
- C. Incumbents for any elected or appointed position may be elected or appointed for another two (2) year term with a 2/3 majority vote. In the event there are no candidates willing to serve in a vacant or vacated Trustee position and the incumbent has already served four (4) consecutive years, voting members may reelect the Trustee with a 2/3 majority vote annually until a new candidate is qualified and voted into office.
- D. A student may be appointed for two (2) consecutive years as long as they remain a member of ACB in good standing with regular attendance at rehearsals and performances.

**Section 4. Vacancies**

- A. Should a vacancy occur on the **BOT**, the remaining Trustees, in consultation with the Voting Membership, shall appoint an eligible Voting Member within four (4) weeks or as soon as possible.

**ARTICLE VII Elections**

- A. Elections for officers shall be held annually in September prior to the beginning of each fiscal year. (**SEE ARTICLE X Fiscal Year**).
- B. Voting
  - 1. Only Voting Members may vote. (**SEE ARTICLE IV Section 1.**)
  - 2. Voting shall be by secret ballot.
  - 3. A two thirds (2/3) vote shall elect.
  - 4. Tie vote shall be broken by drawing lots.
- C. All Voting Members of ACB shall be notified in writing, and/or electronically, and verbally at a regularly scheduled rehearsal **one (1) month** in advance of a meeting held for the purpose of elections and/or amendment to the Bylaws.
- D. Upon his/her request, any Voting Member who is on sabbatical or temporary leave of absence shall be notified by mail of the upcoming election and may vote by absentee ballot.
  - 1. Absentee ballots must be received by a member of the Nominating Committee no later than the day before the annual election.
  - 2. No electronic or voting by proxy is allowed.

**ARTICLE VIII Standing Committees and Special Task Forces/Committees**

Special committees/task forces shall be appointed by the ACB President upon recommendation of the **BOT** and Voting Membership. The composition, terms and duties of any special or ad hoc committees/task forces shall be determined by the **BOT**.

The ACB President shall coordinate the appointment of a Bylaws Committee and Nominating Committee at least six (6 months) before the annual election of new officers and voting on Bylaw amendments, if any, in September. Committee members shall be appointed by the Voting Membership and serve one (1) year from the time of the appointment unless otherwise specified. Appointments shall be made on a year-to-year basis.

**Section 1. Standing Committees**

- A. Bylaws Committee
  - 1. Shall consist of a minimum of two to three (2-3) Voting Members, who have been Voting Members of ACB for at least two (2) years, and including at least one (1) member who is not currently holding an elected position on the **BOT** for ACB.
  - 2. Shall solicit recommended changes/amendments from the Voting Membership before November 1<sup>st</sup> each year and submit proposed changes to the Voting Membership for a vote in February. Revisions will be formatted and consistent with the provisions of **Article XIV AMENDMENTS**.
  - 3. Shall select a chair person to coordinate the committee's activities and report to the Voting membership.



B. Nominating Committee

1. Shall consist of two to three (2-3) Voting Members of the ACB who have been participating members of ACB for a minimum of one (1) year.
2. Members of the Nominating Committee shall not be eligible to serve simultaneously on the **BOT** in an elected or advisory capacity.
3. The Nominating Committee shall have responsibility for distributing, collecting, and tallying the votes.
4. Shall select a chair person to coordinate the committee's activities and report to the Voting membership.

C. Artistic Committee

The goal of the Artistic Committee is to provide a mechanism for members of the ACB to have input into the musical selections for concerts and rehearsals that are challenging to the Musicians and appealing to ACB's audience. The Chair of Music Programming shall coordinate the activities of the Artistic Committee. **(SEE ARTICLES V and VI).**

1. Shall consist of Voting Members, who have been Voting Members of ACB for at least two (2) years. Membership may include conductors and/or guest conductors.
2. Shall solicit ideas for programming from all instrument sections of the ACB. **(SEE ARTICLES V and VI).**
3. Shall meet at least annually in the spring to plan, organize, and program indoor benefit concerts, and weekly outdoor summer concerts at the Atascadero Lake Park for the upcoming fiscal year. Shall share tentative performance dates/times, themes, and music selections with the Voting Membership. **(SEE ARTICLES V and VI).**
4. Shall forward all recommendations for music purchases to the Librarian and **BOT** for approval in a timely manner.

**ARTICLE IX Board of Trustees, Executive Board, Regular and Special Meetings, and Responsibilities**

**Section 1. Board of Trustees**

The **BOT** for the ACB shall be composed of the President, Vice President, Secretary, Treasurer, and Property Manager. Each Trustee has one (1) vote.

A. Responsibilities of the **BOT**

1. The **BOT** of the ACB is authorized to enter into contracts or execute and deliver any instrument (e.g., legal document) in the name of, and on behalf of the ACB.
2. All checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness shall be co-signed by two (2) Trustees of the ACB. It is preferable that one (1) of the signatures be that of the elected Treasurer.
3. Within one (1) week of receipt all monetary gifts and donations monies shall be deposited by one (1) of the Trustees or an appropriate designee, directly to the financial institution holding the monies of ACB.
4. The **BOT** shall approve an annual budget for the ACB **prior** to the annual membership meeting.
5. The **BOT** shall ultimately be responsible to adhere to the Articles of Incorporation and current Bylaws for ACB, be informed of current State and Federal guidelines/rules that govern 501( c)3 public charities, make fiduciary decisions on behalf the ACB that are in the best interest of the organization taking precautions to avoid self-dealing and conflict of interest. Corp. code 5231 subd a,c and corp code 5233

B. Regular and Special Meetings of the **BOT**

1. The **BOT** will meet when a matter concerning the administrative functions of the ACB requires action (e.g., necessary expenditure not previously budgeted).
2. The President may call a Special Meeting of the **BOT**. **(SEE ARTICLE V Section 1 B. d.).**
3. The **BOT** may conduct an executive or closed session meeting to address matters concerning member discipline, legal issues or potential liability to the organization. Executive or closed session meetings can be scheduled before or after a regularly scheduled **BOT** or **EB** Meeting. The agenda for any executive or closed session shall be worded clearly and carefully to preserve confidentiality.
  - a. The Secretary shall take precautions to maintain separate minutes of all executive or closed session meetings.
  - b. The Secretary shall take precautions to preserve confidentiality required by law.

4. Meeting dates, times, and location shall coincide as much as possible with Tuesday evening ACB rehearsals. Upon a quorum vote of the **BOT**, meetings may be held at a mutually agreeable location in the North County.
5. The proposed agenda for **BOT** meetings, including executive or closed session meetings, shall be distributed to the Voting Membership during a regularly scheduled Tuesday evening ACB rehearsal in writing, and/or electronically, and verbally at least four (4) working days in advance of the meeting.
6. Four (4) elected **BOT** members shall represent a quorum in the case of a special meeting called for the expressed purposes of agenda items limited to State and Federal regulations for Non-Profit Corporations pursuant to 501(c)(3).
  - a. Should an urgent matter arise that requires a quorum of the **BOT**, a telephone vote by one (1) Trustee may be considered valid, providing all remaining Trustees present witness the entire dialogue and vote. The nature of the urgent matter and the details of the action taken must be recorded in the minutes of the special meeting.
  - b. Per regulatory guidelines no administrative or fiduciary matters can be voted on electronically.
7. The minimum agenda for any **BOT** meeting shall include: Date, Time, Location, and Call to Order, Roll Call to determine a quorum, specific action items and/or itemized expenses, and Adjournment.

## Section 2. Executive Board

The **EB** of ACB shall consist of seven (7) people: the five (5) members of the **BOT**, the Conductor/Guest Conductor, and the Student Officer. The five (5) members of the **BOT** will each have one (1) vote while the Conductor/Guest Conductor and Student Officer are non-voting, advisory members, who may enter into deliberations and /or render an advisory opinion on any matter.

### A. Responsibilities of the **EB**

1. The **EB** shall evaluate all requests for benefit concerts on a case-by-case basis, establish consensus on all requests for benefit concerts in consultation with the Voting Membership, and sponsoring agency, and assure compliance with regulations for non-profit organizations.
2. The **EB** shall review and approve substantive content sent by e-mail or published on the ACB website to assure compliance with tax-exempt public benefit 501(c) (3) corporations. Web activities, including, but not limited to, Performance Calendar updates, posting new photos on archive pages and sending thank you correspondence via email are not considered substantive content. Revisions to the web index, about us, support us and archive narrative pages, include, but are not exhaustive of, examples of substantive content.
3. The financial records of ACB shall be reviewed every three to five (3-5) years. The review of financial records shall take place as much as possible with the election of a new treasurer. The Voting Membership shall appoint a group of at least three (3) Voting Members in good standing, who have been a Voting member for at least three (3) years and have not served as an elected officer in the past three (3) years. The reviewers shall use financial record keeping guidelines published by the state and IRS expected of a 501(c)(3) public benefit tax-exempt organizations as a resource.
  - a. A written summary of the financial review shall be presented to the Membership at a regular Tuesday evening ACB rehearsal.
  - b. A written summary of the financial review shall become part of the official records of ACB held by the Secretary.

### B. Regular and Special Meetings of the **EB**

1. The ACB Executive Board shall meet at least quarterly.
2. Meeting dates, times, and location shall coincide as much as possible with Tuesday evening ACB rehearsals. Upon a quorum vote of the **EB**, meetings may be held at a mutually agreeable location in the North County.
3. The **proposed agenda** for **EB** meetings shall be distributed to the Voting Membership during a regularly scheduled Tuesday evening ACB rehearsal in writing, and/or electronically, and verbally at least **ten (10) working days in advance of the meeting**. Individual Voting Members may request the **EB** meeting agenda be sent to them by mail or e-mail.
4. Five (5) elected officers or if vacancies exist, a majority of positions filled shall represent a quorum for all regularly scheduled **EB** meetings to conduct the administrative functions of ACB.
5. Any **EB** member or Voting band Member may submit an item to be considered on the agenda.
6. **Executive Board** meetings are open to all Voting Members of the ACB. The President, or designated officer chairing the meeting, shall take note and guide the non-board members as to the appropriate time to

Speak on an issue listed on the agenda. All members in attendance are expected to speak only to the topic at hand.

7. The minimum agenda for any **EB** meeting shall include: Date, Time, Location, Call to Order, Roll Call to determine a quorum, Call for Additions to the Agenda, Approval of the Order of the Agenda, Approval of Minutes, and Adjournment.

### Section 3. **Action by Unanimous written consent without meeting:**

Any action required or permitted to be taken by the Board of Trustees (BOT) or Executive Board (EB) under any provision of law may be taken without a meeting, if all members of the BOT or EB shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the BOT or EB" shall not include any "interested trustee" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the BOT or EB. Such action by written consent shall have the same force and effect as the unanimous vote of the BOT or EB. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the BOT or EB without a meeting and that the bylaws of this corporation authorize the BOT or EB to so act, and such statement shall be prima facie evidence of such authority.

## **ARTICLE X Fiscal Year**

The ACB Fiscal Year shall begin on October 1 of each year, and end September 30 of the following year. **(SEE ARTICLE VII A.)**

## **ARTICLE XI Membership Meetings**

- A. The Voting Membership shall meet at least semi-annually on a Tuesday evening at the regular place and time of a regularly scheduled ACB rehearsal.
  1. One of the semiannual meetings of the Voting Membership shall be for the purposes of electing new Trustees, electing or appointing Chairs, the Music Librarian, and the Student Officer and committee members. Voting on any amendments to the Bylaws, may be scheduled at the same membership meeting as officer elections or scheduled at another time. The membership meeting to elect new Trustees or elect or appoint Chairs, the Music Librarian, Student Officer or committees shall take place in September each year.
- B. The **EB** in consultation with the Voting Membership, including the Nominating, Artistic, and Bylaw Committees, shall propose the agenda for any regularly scheduled and special meetings of the Membership.
- C. The proposed agenda shall be distributed to the Voting Membership during a regularly scheduled Tuesday evening ACB rehearsal in writing, and/or electronically, and verbally **at least ten (10) working days** in advance. Membership meetings scheduled to elect new Trustees, elect or appoint Chairs, the Music Librarian, and the Student Officer, and/or vote on any Bylaw amendments, require **one (1) month notice to the voting membership. (SEE ARTICLE VII C.)**
- D. The **minimum** Agenda for the Annual Membership meeting shall include: Call to Order, Call for a Recorder, Call for any Nominations of Trustees to add to the ballot, Call for appointment of Chairs, Music Librarian and the Student Officer, Call for the Nominating Committee to distribute, collect and tally the ballot for electing Trustees and any Bylaw amendments, review the proposed budget for the upcoming fiscal year, and Adjournment.
- E. Those Voting Members present at the Annual and any regularly scheduled or special Membership meetings shall constitute a quorum of the Voting ACB Membership.

## **ARTICLE XII Tax Status, Dedication of Assets and Distribution of Assets Upon Dissolution**

### **Section 1. Tax Status**

- A. This corporation is organized and operated exclusively for **charitable** purposes within the meaning of Internal Revenue Code section 501(c)(3).
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- C. The ACB is an exempt organization under sections 6210, 8210 and 9660 of the California Corporations Code, and the IRS 501(c)(3) Non-profit corporations as amended, or a successor statute.
- D. The **BOT** may accept, on behalf of the ACB, any gifts or contributions, bequest, or devise for the general purpose or for any special purpose of the ACB.
- E. Reports shall be filed **annually** with the IRS and the State of California as required for Domestic Non-profit Corporations and IRS Nonprofit 501(c)(3) tax exempt corporations.
- F. The current tax records, assets and any other information required by the Register of Charities will be updated at least bi annually to assure public access to the current tax status of ACB for the purposes of determining tax deductible donations. Reference: California Attorney General's Guide for Charities pages 15-18.

### **Section 2. Property Dedicated to Nonprofit Purposes**

The property of the ACB is irrevocably dedicated to 1) the specific and primary purpose of promoting the public appreciation of band music in the community and assisting and advancing the general interests of local musicians through the performance of band concerts in San Luis Obispo County. 2) Being a voluntary organization consisting of musicians of all levels who are committed to the practice, promotion, and performance of band concerts for charitable and/or educational organizations in the community. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its trustees, officers, music conductor(s) or member thereof or to the benefit of any private person except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in **ARTICLE II**.

### **Section 3. Distribution of Assets upon Dissolution**

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for the original mission and purpose stated in the Articles of Incorporation of ACB dated February 20, 1991 which has established ACB's tax exempt status under Internal Revenue Code section 501(c)(3).

- A. The **BOT** will present a complete and accurate accounting of the assets of ACB in writing to the Voting Membership before putting the matter of distribution of the ACB's assets and/or dissolution of ACB to a vote.
- B. Two thirds (2/3) vote of the Voting Membership voting is required for the **BOT** to initiate any dissolution proceedings of the ACB.
- C. The **BOT** shall adhere to the steps required by the Attorney General's Office Department of Justice current edition of the '*General Guide for Dissolving A California Nonprofit Corporation*'.

### **ARTICLE XIII Parliament Authority**

The parliamentary writings of General Henry M. Robert, *Robert's Rules of Order*, most recently revised edition, govern the ACB in all cases not covered by these Bylaws.

### **ARTICLE XIV Amendments**

Amendments to the Bylaws shall be referred to the Bylaws Committee for study and necessary revisions. Proposed amendments, as presented by the Bylaws Committee, shall be submitted to the Voting Membership at least thirty (30) days prior to being voted upon at the Annual Member meeting and must be approved by two-thirds (2/3) of the Voting Membership voting.

*These Bylaws were approved by the Voting Membership of Atascadero Community Band  
on day 24, month of September, 2019  
and supersede the Bylaws of ACB dated September 2017*

If passed the proposed amendments are effective immediately September 24, 2019.