

## Bylaws

### Midland Concert Band, Inc.

#### ARTICLE 1 - Name and Purpose

1.1. This organization shall be known as the Midland Concert Band, hereinafter referred to as the MCB.

1.2. The MCB is a nonprofit corporation formed under the laws of the State of Michigan. It is recognized as a 501(c)(3) organization by the U.S. Internal Revenue Service and, as such, is exempt from federal income tax. Contributions to the MCB may be considered deductible by donors on their tax returns.

1.3. The purposes of the MCB shall be to:

1.3.1. Provide a pleasant and stimulating environment for those adult members of the community who wish to participate in community concert band activities.

1.3.2. Encourage interest and participation in music-oriented activities among youth.

1.3.3. Present high quality concerts of band music designed to entertain our audience.

1.3.4. Provide opportunities for specialized groups to form and function under the sponsorship of the MCB.

1.3.5. Create, develop and promote an appreciation of music and to educate members, as well as the public, in band literature.

1.3.6. Reaffirm the community concert band position in American music.

#### ARTICLE 2 - Fiscal Information

2.1. The Midland Concert Band (MCB) was incorporated in the State of Michigan on August 17, 1977.

2.2. The MCB received federal tax exempt status on September 12, 1978, under Internal Revenue Code, Section 1(c)(3). The MCB is also exempt from Michigan state sales tax.

2.3. The fiscal year of the MCB Corporation shall begin on the first day of September and end on the 31<sup>st</sup> day of August of each year.

2.4. The MCB logo became a registered trademark on July 18, 1979. The U.S. Registration number is 1,122,557.

2.5. The treasurer maintains records of the Band's Tax ID# and any registry numbers or accounts pertinent to band business.

2.6. In the event of the dissolution of the Midland Concert Band, the assets and estate of the Band, after payment and discharge of its debts, obligations and liabilities, shall be distributed to such charitable, scientific or educational purposes which are exempt within the meaning of Section 501-C (3) of the Internal Revenue Code of 1954, as amended by the members of the Board of Directors prior to its dissolution or during its legal administration after its dissolution, shall direct.

### ARTICLE 3 - Membership

3.1. Any adult who is interested in the purposes of the MCB may be considered a candidate for membership as provided in the Membership Handbook.

3.2. Applicants become members of the MCB when the membership request is accepted by the MCB Conductor and membership dues have been paid.

3.3. Membership limitations or exceptions may be imposed by the Board of Directors, upon the advice of the MCB Conductor, to maintain balance or to optimize organizational effectiveness.

3.4. Once a membership request has been accepted, the member remains a member as long as he/she shows musical competence, is current on dues owed the MCB and meets the conditions of membership as stated in the Bylaws.

3.5. High school students, who fulfill a musical need or are without a music program in their school, may be accepted as Associate members by the MCB Conductor for a specified time period. Associate members may play only two concerts during the MCB performance season with the following exception: At the discretion of the MCB Conductor and with input from the section leader and the Board of Directors, Associate members may be permitted to play in more than two concerts to address specific instrumentation needs. Associate members have no vote and are not required to pay membership dues. All other membership requirements are the same as for regular members.

### ARTICLE 4 - Responsibilities of Members

4.1. All members shall make every reasonable effort to attend rehearsals and performances as described in the Member Handbook.

4.2. Members shall cooperate with the Section Leader in the general operation of the section, including seating assignments.

4.3. All members should familiarize themselves with the Member Handbook and bylaws which will be available through the band website or from the Secretary by request.

4.4. Members shall pay annual dues as established by the Board of Directors. Dues may be waived as described in the Member Handbook.

4.5. Members are expected to promote the effectiveness of the organization by voluntary efforts on behalf of the MCB. These voluntary efforts include activities such as encouraging friends/relatives/business associates to attend concerts, and posting MCB promotional materials.

4.6. Concert Dress Policy shall be determined by the Board of Directors. Members shall adhere to that policy as set forth in the Member Handbook.

## ARTICLE 5 - Board of Directors

5.1. The activities of the MCB shall be governed by a Board of Directors.

5.2. The Board of Directors shall be comprised of eleven (11) members. Nine (9) members shall have full voting rights and shall be elected from the general MCB membership as follows:

1. Chair
2. Secretary
3. Treasurer
4. Director of Education
5. Director of Printed Materials
6. Director of Program Advertising
7. Director of Marketing
8. Director of Events and Tickets
9. Director of Hospitality

The Board also includes two (2) ex-officio members:

10. MCB Conductor
11. MCB Jazz Band Director

5.3. Excluding the two (2) ex-officio members, each member of the Board of Directors shall have one vote.

5.4. The term of each elected office shall be two (2) years. To encourage broader participation from the general MCB membership, no Board member may serve more than two consecutive terms in the same office. In the event that no new candidates are interested or available at the time of the election, the term limit for a specific board position can be waived at the time of the election by a majority vote of the band membership.

5.5. Elections for members of the Board of Directors shall be held as follows:

- 5.5.1. To be elected in odd-numbered years:

1. Chair
2. Director of Printed Materials
3. Director of Marketing
4. Director of Hospitality

5.5.2. To be elected in even-numbered years:

1. Secretary
2. Treasurer
3. Director of Education
4. Director of Program Advertising
5. Director of Events and Tickets

## ARTICLE 6 - Responsibilities of the Board of Directors

6.1. The Board will manage the affairs of the MCB, including all actions compatible with the best interests of the organization.

6.2. The Board will manage the financial affairs of the MCB, including, but not limited to, the establishment of an annual budget, fund-raising and setting membership dues.

6.3. The Board, with input from the Conductor, will oversee the creation of a rehearsal and concert schedule, including specific performances, soloists, guest performance groups and guest conductors.

6.4. The Board will establish and interpret the Policies concerning the operation of the MCB as stated in the Member Handbook and Job Descriptions.

6.5. The Board may form formal and ad hoc committees.

6.6. The Board shall appoint and dismiss the MCB Conductor, who shall serve at the pleasure of the Board. The appointment will be made annually, and compensation, if any, shall be determined by the elected Board at that time.

6.7. The Board shall appoint and dismiss the MCB Jazz Band Director, who shall serve at the pleasure of the Board. The appointment will be made annually, and compensation, if any, shall be determined by the elected Board at that time.

6.8. If a member of the Board of Directors is unable to complete a term of office, the Board shall appoint a replacement Board member from the general MCB membership. Time served as for an *appointed term* or partial term will not be considered when considering time served for term limits.

6.9. The Board shall conduct an annual meeting for the full MCB membership. Said meeting shall be announced at least one month in advance.

6.10. The treasurer will keep up to date records of the band financial activities, and this record can be examined by request of any member in good standing. For purposes of privacy, this information will not be posted on the website or reported to the public at large.

6.11. The Board may appoint or remove any person for the performance of a specific duty in the operation of the MCB, including, but not limited to, appointed positions.

6.12. The Board shall determine annually which, if any, positions will be compensated and the amount of said compensation.

### 6.13. General Monetary Policy

#### 6.13.1. MCB Board members and those members in Appointed Positions

6.13.1.1. May spend or commit to spend amounts that are reflected in an approved budget item, or up to an amount of discretionary money provided in the Member Handbook, without prior approval of the Board of Directors. The Board should be kept informed of all significant expenditures and should have the opportunity to approve unusual items.

6.13.1.2. Merchandise or services that are purchased for the MCB should be invoiced to the MCB directly. If this is not possible, the individual may pay for the item and submit a receipt to the Treasurer for reimbursement. All receipts should be dated, should indicate the merchandise or service that was purchased and should be signed by the person requesting reimbursement.

6.13.1.3. The MCB is exempt from state sales tax on all purchases. The vendor may request a sales tax exemption form. These are available from the Treasurer.

6.13.1.4. MCB Board members who regularly spend small amounts of money for items such as office supplies or photocopying may receive a cash advance from the Treasurer. The Board member will sign a receipt from the Treasurer for the advance. Periodically, the Board member should turn in accumulated receipts to the Treasurer, who may issue a check to the Board member for the amount of the receipts to replenish the advance, if necessary. All unused moneys from cash advances must be returned to the Treasurer at the end of each concert season.

#### 6.13.2. General MCB Membership

6.13.2.1. MCB members, who are not members of the Board of Directors or an Appointee of the Board, must receive approval from a Board member before any expenses on behalf of the MCB are incurred.

6.13.2.2. The MCB will reimburse members for approved expenditures. A receipt must be submitted to the Treasurer. All receipts must be dated,

indicate the merchandise or service purchased and be signed by the member requesting the reimbursement.

6.13.2.3. The MCB will reimburse members for automobile mileage accumulated while on MCB business. This does not include mileage accumulated during travel to or from MCB rehearsals, concerts or Board meetings. The reimbursement will be made at the same rate that the federal Internal Revenue Service sets for business mileage. A request must be submitted to the Treasurer indicating the reason for the travel, the number of miles travelled and the amount of reimbursement requested. Reimbursement will be made after approval by the Board of Directors.

#### 6.14. Conflict of Interest Policy

6.14.1. Purpose: The purpose of the conflict of interest policy is to protect the Midland Concert Band's (Band) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Band or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### 6.14.2. Definitions

6.14.2.1. Interested Person: Any director, officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

6.14.2.2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

An ownership or investment interest in any entity with which the Band has a transaction or arrangement,

A compensation arrangement with the Band or with any entity or individual with which the Band has a transaction or arrangement, or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Band is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under 6.14.3.2, a person who has a financial interest may have a conflict of interest only if the

appropriate governing board or committee decides that a conflict of interest exists.

### 6.14.3. Procedures

6.14.3.1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

6.14.3.2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

#### 6.14.3.3. Procedures for Addressing the Conflict of Interest

6.14.3.3.1. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

6.14.3.3.2. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

6.14.3.3.3. After exercising due diligence, the Board or committee shall determine whether the Band can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

6.14.3.3.4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Band's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 6.14.3.4. Violations of the Conflicts of Interest Policy

6.14.3.4.1. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

6.14.3.4.2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### 6.14.4. Records of Proceedings

6.14.4.1. The minutes of the Board and all committees with Board delegated powers shall contain:

6.14.4.1.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

6.14.4.1.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### 6.14.5. Compensation

6.14.5.1. A voting member of the Board who receives compensation, directly or indirectly, from the Band for services is precluded from voting on matters pertaining to that member's compensation.

6.14.5.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Band for services is precluded from voting on matters pertaining to that member's compensation.

6.14.5.3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Band, either individually or collectively, is prohibited from providing information to any committee regarding compensation for himself or herself.

#### 6.14.6. Annual Statements

6.14.6.1. Each Director, officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and



4. Understands the Band is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### 6.14.7. Periodic Reviews

6.14.7.1. To ensure the Band operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

6.14.7.1.1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

6.14.7.1.2. Whether partnerships, joint ventures and arrangements with management organizations conform to the Band's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

#### 6.14.8. Use of Outside Experts

6.14.8.1. When conducting the periodic reviews as provided for in 6.14.7, the Band may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews.

### ARTICLE 7 - Election of the Board of Directors

7.1. At the beginning of each concert season, the current members of the MCB Board of Directors will introduce themselves to the band membership, and briefly explain their roles and responsibilities. This activity will be repeated after the Holiday break, and at that time, current board members may announce if they do not intend to seek re-election.

7.2. On or about mid-March, the Chair will announce upcoming elections, and notify the band membership about upcoming vacancies or term limits of any board position.

7.3. Any MCB member can nominate any other member in good standing to be considered for election to the board. Self-nomination is also permitted. Nomination can be done publicly, or by contacting any board member at least 30 days before the elections in May.

7.4. Elections will take place at the first regular rehearsal in May. In cases where this is not possible or practical, a date for the elections will be announced at the same time as the election announcement in March.

7.5. A simple majority of those MCB members voting shall be sufficient for election.

7.6. The terms of all offices shall be September 1 of the current year through August 31 of two years later.

#### ARTICLE 8 - Meetings of the Board of Directors

8.1. The Board of Directors shall hold monthly meetings throughout the concert season at times agreed upon to accommodate optimum attendance. In the event a quorum cannot be achieved in a given month, the board can hold ad hoc meetings to resolve immediate concerns, or schedule extra meetings as needed as agreed to by a majority of members.

8.2. Additional meetings of the Board of Directors and meetings of the full MCB membership may be called: at the discretion of the Chair, by any two (2) members of the Board of Directors or upon request of any four (4) MCB members.

8.3. All meetings of the Board of Directors will be open to any MCB member, with the exception of meetings or portions of meetings pertaining specifically to personnel management. Said meetings may be restricted at the discretion of the Board.

8.4. Each of the nine (9) voting members of the Board is expected to attend at least 75% of all regularly scheduled Board meetings during the concert season. Board members who cannot attend a specific meeting shall make arrangements with another Board member to conduct the business of the absent member's office.

8.5. The presence of five (5) or more elected members of the Board (does not include ex-officio members) will constitute a quorum at a scheduled meeting.

#### ARTICLE 9 - Amendments to the Bylaws

9.1. A notice of a proposed amendment or revision to the Bylaws and a written version of the proposed change shall be made available to the Board of Directors and the Membership at least 15 days in advance of a vote. In most cases the proposal will be made available through the band website, but arrangements can be made with the Secretary to receive a written hardcopy.

9.2. An affirmative vote by two-thirds (2/3) of those MCB members present will be necessary for the adoption of amendments or revisions.

9.3. Revisions to the Member Handbook made by a two-thirds (2/3) vote of the MCB Board of Directors.

9.4. Revisions to Job Descriptions will be subject to Board approval, requiring a majority vote for approval of revisions.

#### ARTICLE 10 - Rules of Order

10.1. The rules contained in "Robert's Rules of Order" as revised shall govern the MCB in all cases to which they are applicable and in which they are consistent with the Bylaws of the MCB.

Original Bylaws Approved October 6, 1977  
Revised and Approved January 4, 1978,  
Revised and Approved February 1, 1979,  
Revised and Approved March 29, 1982,  
Revised and Approved April 21, 1983,  
Revised and Approved April 15, 1993,  
Revised and Approved April 19, 2001,  
Revised and Approved May 6, 2013 (DBSelley – secretary)  
Full Revision Approved October 23, 2014 (DBSelley – secretary)  
Revised and Approved February 9, 2017 (PLHeider – secretary)