

## BYLAWS

For the

### SPOKANE BRITISH BRASS BAND

#### **SECTION I. PURPOSE STATEMENT**

This corporation is formed for the purpose of performing all things incidental or appropriate in the achievement of the primary purposes as stated below, and shall have other exclusively charitable purposes, as the Board of Directors may authorize or approve from time to time. The corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Washington and as may be necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation.

The stated purposes and objects for which this corporation is organized shall be as follows:

1. To contribute positively to the musical environment of the area it serves, whether local, state, national or international.
2. To provide an opportunity for individual musical expression and growth among the membership.
3. To provide and opportunity for contact between and among musicians of advanced proficiency.
4. To re-affirm the community concert band position in American music, based on the British Brass Band tradition.
5. To provide a musical organization by which adult members of this community may continue with the skills acquired during school tenure and at the same time, give of their talents in an enjoyable and meaningful manner, both for themselves and for their community.
6. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation nor participate in, or intervene in any political campaign on behalf of any candidate for public office.

#### **SECTION II. BOARD OF DIRECTORS**

##### **Article 1. Powers and duties**

The Board of Directors shall have general power to control and manage the affairs and property of the corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and shall have full authority with respect to the distribution and payment of the moneys received by the corporation from time to time; provided, however, that the fundamental and basic purposes of the corporation, as expressed in the articles of

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incorporation, shall not thereby be amended or changed, and provided further, that the Board of directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any private individual.

### **Article 2. Number, Election and Removal**

The number of directors shall be not less than nine (9), the number to be fixed from time to time by resolution of the Board of Directors adopted by a majority of the entire Board of Directors as defined in these by-laws.

The directors shall be elected at the annual meeting of the Board of Directors by a majority vote. Each member of the Board of Directors shall have one (1) vote. Any director may be removed, with or without cause, by a vote of a majority of the directors then in office.

At least three (3) members of the Board of Directors shall be active members of the band.

### **Article 3. Terms of Office**

In order to establish an alternating system of tenure, the Board shall elect members the 1<sup>st</sup> year to either 1 or 2 year terms. The 4 officers shall be elected to a 2 year term, with all other board members serving a 1 year term for the 1<sup>st</sup> year. Thereafter, all terms of office shall be 2 year terms.

### **Article 4. Annual Meeting**

Beginning with the year 1997, an annual meeting of the Directors shall be held in the month of January at such date, time and place as the Board of Directors shall determine.

### **Article 5. Notice**

Notice of any special meeting of the Board shall be given at least two (2) days previous thereto by written notice delivered personally or sent by certified mail or telegram to each Director at his or her address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a director at any meeting shall constitute waiver of notice.

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### **Article 6. Quorum**

A majority of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

### **Article 7. Vacancies**

Any vacancy occurring in the Board of Directors or in any directorship shall be filled by a majority vote of Directors present at the annual meeting, or a duly called special meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

### **Article 8. Compensation**

No director of this corporation shall receive, directly or indirectly, any salary, compensation or emolument there from in his or her capacity as Director, but the Board may authorize reimbursement of reasonable expenses incurred by the Board members in connection with attendance at Board meetings.

## **SECTION III. OFFICERS**

### **Article 1. Number and Qualifications**

The officers of the corporation shall consist of a chairman, a vice chairman, a secretary, a treasurer, and such other officers as the Board of Directors may from time to time appoint.

### **Article 2. Election and Term of Office**

The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting immediately following the election of Directors. If the election of officers shall not be held at such meeting, such election of officers shall be held as soon thereafter as may be practical. The vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

### **Article 3. Removal**

Any officer of the corporation may be removed by a vote of the majority of the board of Directors then in office.

**Article 4. Chairman**

The chairman shall be the principal executive officer of the corporation and shall, in general, supervise and conduct the activities and operations of the corporation, He or she shall have general supervision of the affairs of the corporation, and shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, in the name of the corporation, all contracts and documents authorized either generally or specifically by the Board. He or she shall preside at all meetings of the Board of Directors and of the Spokane British Brass Band. He or she shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

**Article 5. Vice Chairman**

The vice chairman shall have such powers and duties as may be assigned to him or her by the chairman or the Board of Directors. In the absence of the chairman, the vice chairman shall, in general, perform the duties of chairman.

**Article 6. Secretary**

The secretary shall act as secretary of all the meetings of the Board of Directors and shall keep minutes of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of the corporation, and shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws. He or she shall perform all other duties customarily incident to the office of secretary, subject to control of the Board of Directors, and shall perform such additional duties as shall from time to time be assigned to him or her by the Board of Directors.

**Article 7. Treasurer**

The treasurer shall have custody of all funds of the corporation which may come into his or her hands. He or she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation, and shall deposit all moneys and other valuable effects of the corporation in the name and to the credit of the corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, he or she shall tender a statement of his or her accounts.

The treasurer shall at all reasonable times exhibit the corporate books and accounts to any officer or Director of the corporation and shall perform all duties customarily

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incident to the position of treasurer, subject to the control of the Board of Directors, and shall, when required, give security for the faithful performance of his or her duties as the Board of Directors may determine. The treasurer shall be required to prepare an annual accounting statement which must be presented to the Board of Directors at their annual meeting.

### **SECTION IV. COMMITTEES**

#### **Article 1. Committees of Directors**

The Board of Directors, by resolution adopted at a duly noticed meeting of the Board of Directors in office, may designate an executive committee, which shall consist of two or more Directors, and, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation.

#### **Article 2. Other Committees**

Other committees not having exercised the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by the Directors present at a meeting at which a quorum is present, Each committee must have at least one (1) board member. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the chairman of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

#### **Article 3. Term of Office**

Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless member shall cease to qualify as a member thereof.

#### **Article 4. Chairperson**

One member of each committee shall be appointed chairperson thereof.

#### **Article 5. Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case the original appointment.

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### **Article 6. Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### **Article 7. Rules**

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **SECTION V. BAND MEMBERSHIP**

### **Article 1. Membership**

Any adult who is interested in the purpose of the Spokane British Brass Band may be considered a candidate for membership provided that:

1. The applicant qualifies to the satisfaction of the conductor and the Board of Directors.
2. A successful audition has been completed.
3. He or she shall remain a member as long as he or she shows musical competence and agrees to the conditions of membership[ as stated in the bylaws.
4. Members of the Spokane British Brass Band will be expected to attend all rehearsals and concerts. If conflicts occur the member is expected to communicate with the band manager or the conductor. Band members attendance will be kept by the band manager for all rehearsals and concerts. Excessive absences would bring into question the members commitment to the organization. Members, the band manager and the conductor will resolve all conflicts in the band.

### **Article 2. Rehearsals and Concerts**

Rehearsals shall be held on Tuesday evenings with a starting time of 7:00 PM sharp.

Concerts outside of the Spokane area shall require the approval of the band membership.

## **SECTION VI. COMMUNITY ASSOCIATE MEMBERSHIPS**

### **Article 1. Membership**

Any adult who is interested in the purpose of the Spokane British Brass Band may be considered a candidate for an associate membership provided that:

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1. The applicant desires to be an associate member of the Spokane British Brass Band and pays a \$10.00 membership fee.
2. If the applicant volunteers or participates in the committees of the band, the membership fee can be foregone.

### **SECTION VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **Article 1. Contracts**

The Board of Directors may authorize any officer or officers of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, such authority must be in writing and may be general or confined to specific instances.

#### **Article 2. Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by written resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

#### **Article 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

#### **Article 4, Gifts and Donations**

The Board of Directors may accept on behalf of the corporation any contribution, gift, donation, bequest or devise for the general purposes or for any special purpose of the corporation.

### **SECTION VIII. OFFICE AND BOOKS**

#### **Article 1. Office**

The office of the corporation shall be located at such place as the Board of Directors may from time to time determine.

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**Article 2. Books**

There shall be kept at the office of the corporation correct books of account of the activities and transaction of the corporation, including a minute book which shall contain a copy of the articles of incorporation, a copy of these bylaws, and all minutes of the Board of Directors.

**SECTION IX. FISCAL YEAR**

**Article 1. Fiscal Year**

The fiscal year for the corporation shall begin February 1 and end on January 31

**SECTION X. REGULAR MEETINGS**

**Article 1. Notice**

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall designate and notice of such regular meetings need not be given.

**SECTION XI. AMENDMENTS**

**Article 1. Amendments of the Bylaws.**

These bylaws may be amended by the affirmative vote of two thirds of the Directors in office at any meeting of the Board of Directors.