# Brass Band Northwest

June 20, 2010 version

As amended February 28, 2012

## Vision Statement

The purpose of Brass Band Northwest is to perform and preserve the literature and style of British Brass Band music by educating the public and performers in a fun and entertaining manner through regular rehearsals, concerts, recordings, clinics, workshops and special programs.

## By-Laws and Articles of Incorporation:

### Article 1: Organization

Section 1. The name of the organization is Brass Band Northwest (BBNW).

Section 2. The organization is organized exclusively for charitable artistic and educational purposes, including, for such purposes, the presentation of public concerts, educational seminars and clinics, production of recorded music, and the making of distributions to other organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. No part of the earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in section 2 above. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. Upon the dissolution of the organization, 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 a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes of to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 5. Meetings of the members and directors may be held at such places as may be designated by the Operations Director, Artistic Director and/or the Board of Directors.

## Article 2: Definitions

Section 1. "BBNW" shall mean and refer to the non-profit corporation, Brass Band Northwest, its successors and assigns.

Section 2: "Founders" shall mean Steve Keene and Dennis Schreffler, who are the originators of BBNW.

Section 3. "Board of Directors" (BOD, Board) shall be the group of individuals charged with the governing of BBNW as defined in Articles 3, 4 and 5, below.

Section 4. "Operations Director" (OD) shall oversee all administrative aspects of the corporation. His/her duties are outlined in Article 6, below.

Section 5. "Artistic Director" (AD) shall oversee all creative aspects of the corporation. His/her duties are outlined in Article 7, below.

Section 6. "Conductor" shall be the person, or persons, designated by the Board of Directors and the Artistic Director to conduct the band in rehearsals and concerts as provided in Article 8, below.

Section 7. "Band Member" shall mean and refer to those persons entitled to membership in the performing ensemble as provided in Article 9, below.

Section 8. "House Rules" shall mean the set of rules formulated and published by the Founders, which designate the requirements for membership in BBNW. These House Rules shall be re-evaluated on no less than an annual basis by the Artistic Director and a committee of no fewer than three (3) current Band Members. The House Rules may be reviewed and adjusted on a more frequent basis if deemed necessary by the Artistic Director. Any member may petition the Artistic Director to consider re-evaluation of the House Rules. The House Rules shall be published as a separate document from the by-laws, and available to all members and prospective members via the BBNW web site.

Section 9. "Staff" shall mean those people designated and/or retained by the OD or AD in positions to further the goals of the organization. These positions shall include, but not be limited to: Secretary, Treasurer, Librarian(s) and

Special Programs Chairperson(s). Staff Positions are described in Article 10, below.

Section 10. "Fiscal Year." The fiscal accounting and activity year for BBNW is designated as the time between September 1 and August 31.

Section 11. "Net Assets" shall mean musical arrangements, instruments, music stands, uniforms, equipment and other material goods hereafter purchased by, donated to, or otherwise belonging to BBNW as a corporation.

Section 12. "Proxy vote" shall mean the act of one person casting a vote for or against a proposed action on behalf of another person who is not actually participating in the meeting where the proposed action is being considered.

## Article 3: Board of Directors

Section 1. The business and charitable affairs of BBNW shall be managed under the direction of a Board of Directors (BOD) which shall consist of no fewer than five (5) members, as determined by the Board. The BOD shall include the Operations Director, Artistic Director, at least two Band Member Representatives elected by the Band Members, and at least one party from outside the band membership. The number of Band Members on the Board shall not exceed one-third of the total number of Board members.

Section 2. The OD and AD shall be members of the BOD ex officio. The Band Member Representatives on the Board shall be nominated and elected by a simple majority vote of the Band Members at large. The outside member(s) of the board shall be nominated and elected by a majority of the current members of the BOD. Board elections will be organized in such a manner that approximately one-third of the positions available are elected each year.

Section 3. Each elected member of the BOD shall serve a term of three (3) years, which shall run the same as the organization's fiscal years. An elected director may serve no more than two consecutive three-year terms.

Section 4. Should a Director die, resign or be removed, the remaining board members (or Band Members, should the position be one of the Band Member Representative positions) shall elect a replacement to serve the remainder of the unexpired term.

Section 5. An elected Director may be removed from office, with or without cause, by an affirmative vote of a majority of the Directors present at a duly called meeting, provided that no fewer than five (5) days' and not more than 30 day's notice of such meeting, stating that the removal of such Director is to be on the agenda, shall be given to each Director.

Section 6. No compensation shall be paid to any member of the BOD for **services as member of the board**, except that by resolution of the BOD, Directors may be reimbursed for expenses incurred on behalf of the corporation.

Section 7. The Chairperson of the Board shall be elected by a majority vote of the Board membership, and so as to avoid any conflict of interest issues, may not be the OD or AD who are under contract to the BOD as well as members ex officio. The Chairperson position shall have a term of one year, and reelection to the position is permitted.

Section 8. The BOD must meet at least quarterly and may hold its meetings at such times and places as a majority of the Directors in office determine. The board may delegate this determination to the Chair.

Section 9. Special meetings of the BOD may be called at any time upon request of the Chair, OD, AD, or any two Directors, provided that any such request shall specify the purpose of the meeting. Such a meeting shall be held within fifteen (15) days of such a request.

Section 10. Written notice of regular and special meetings shall be given no fewer than fifteen (15) days prior to such meetings. E-mail notification shall be considered the same as written notification.

Section 11. At all meetings of the BOD, a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 12. Except where otherwise required by law, the articles of incorporation, or these by-laws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action. Proxy votes in any form shall not be permitted.

Section 13. Any action required or permitted at a meeting of the BOD may be taken by a written action (posted mail, FAX or email), provided that all (100%) of the Directors approve the action. The written action is effective when signed by all directors.

Section 14. Robert's Rules of Order will govern the conduction of all BOD meetings.

## Article 4: Duties of the Board of Directors

Section 1. The Board of Directors is charged with the Duty of Care: to diligently and prudently oversee the affairs of BBNW, and the Duty of Loyalty: to act in good faith and not allow personal interests to override responsibilities as a director.

Section 2. Individual members of the BOD, including the Chair, shall have no authority except as given by the Board or as stated in the articles of incorporation and these by-laws.

Section 3. The Board shall have the power to make and amend rules for its own procedures, including these by-laws, providing the process described in Article 12, Section 3 is followed.

Section 4. The board shall make decisions only in meetings or through proper "Actions in Writing" as described in Article 3, Section 13 above.

Section 5. The BOD is ultimately accountable for the responsible and prudent use of money and other assets, and is charged with determining BBNW's fiscal responsibilities and internal control practices. The board shall review and

approve the budget prepared by the OD and his/her staff, and shall determine the conditions under which property of the corporation may be loaned to other organizations or individuals.

Section 6. The Board shall have the power to accept, receive, manage and administer any property given, in trust (loaned) or otherwise, to BBNW which, in its judgment, will further the purposes of the corporation. The Board shall also have the power to sell or otherwise dispose of property belonging to the corporation, provided that the rules referred to in Article 11 are adhered to.

Section 7. The Board will work with the OD and AD and their staffs to review the vision and mission of BBNW. It will review and approve the strategic, long-range direction and goals prepared by the staff, and when necessary aid in the work-up of these objectives.

Section 8. Board members shall be expected to aid in fundraising activities for the ongoing operations of BBNW, and to contribute financially or materially to the benefit of the corporation either of their own assets or through the securing of contributions of others.

Section 9. The Board shall review and approve all operating policies developed and formulated by the OD, AD and their staffs, but shall not be charged with creating those policies.

Section 10. The Board shall appoint the OD and AD by affirmative votes of a majority of the members of the BOD.

Section 11. The Board shall set compensation guidelines for all staff personnel. However, the OD and AD shall be responsible for appointing their necessary staff.

## Article 5: Officers of the Board of Directors

Section 1. Chairperson: Shall be elected by an affirmative vote of the members of the BOD to preside at meetings, keep the Board directed toward its goals, delegate responsibility for tasks to other members or committees of the BOD, and serve as the primary contact between the BOD and the OD/AD. The Chairperson is responsible for keeping the BOD functioning effectively and efficiently.

Section 2. Vice Chair: Shall fulfill the responsibilities of the Chairperson in his/her absence, and shall be elected by an affirmative vote of the members of the BOD.

Section 3. Committee Chairperson(s): Shall be designated by the Chairperson as the need arises to form or create committees for various functions and tasks. Committees and their chairperson shall have only the authority specifically given them by the by-laws or the BOD. All committees shall be considered to be temporary and formed for the accomplishment of specific tasks and then disbanded.

## Article 6: Operations Director

Section 1. The Operations Director (OD) is the Chief Operating Officer of BBNW. His/her job is to oversee and administer all of the day-to-day operations of the organization. The OD serves the BOD and the Band in a contractual relationship, under the terms of an annual or other length contract, as established by the BOD.

Section 2. The OD shall work closely with the AD on many aspects of the administration of the band, and as such is expected to have a good, professional working relationship with the AD.

Section 3. The OD may appoint staff, within the compensation guidelines established by the BOD, to aid in the execution of the office of the OD, and all staff appointed by the OD shall be directly responsible to him/her for the accepted performance of their duties.

Section 4. The OD and his/her designated staff are responsible for producing concerts for the organization, including booking concerts, advertising and concert logistics.

Section 5. The OD and his/her designated staff shall oversee community outreach efforts to increase exposure for BBNW

Section 6. The OD and his/her designated staff shall be responsible for identifying and applying for artistic grants

Section 7. The OD and his/her designated staff, in consultation with the AD, shall create an annual forward operating budget for BBNW, which will be presented to the BOD for approval prior to the end of each fiscal year. Budget and accounting shall follow the rules of Generally Accepted Accounting Principles (GAAP).

## Article 7: Artistic Director

Section 1. The Artistic Director (AD) is the creative force behind BBNW. His/her job is to provide artistic and creative direction and vision for the organization. The AD serves the BOD and the Band in a contractual relationship, under the terms of an annual or other length contract, as established by the BOD.

Section 2. The AD shall work closely with the OD on many aspects of the administration of the band, and as such is expected to have a good, professional working relationship with the OD.

Section 3. The AD will designate and appoint all conductors, other than the Principal Conductor, of BBNW, within the compensation guidelines established by the BOD, and within the budget constraints established by the OD. The "Principal Conductor" will be selected in the manner described in Article 8, below, but all other conducting positions are filled at the discretion of the AD.

Section 4. The AD may appoint staff, within the compensation guidelines established by the BOD, and within the budget constraints established by the OD, to aid in the execution of the office of the AD, and all staff appointed by the AD shall be directly responsible to him/her for the accepted performance of their duties.

Section 5. The AD shall hold veto power over performances scheduled by the OD, but must justify such an action to the BOD.

Section 6. The AD works with the conductors to choose the musical selections and programs for all performances and special programs and has sole final approval of same.

Section 7. The AD may also be designated as the Principal Conductor of the organization, but is not required to be.

## Article 8: Conductors

Section 1. "Principal Conductor" is the primary conductor of rehearsals and concerts of BBNW. His/her primary duties are: to work with the Artistic Director to select music for concerts and develop programs for BBNW; to conduct rehearsals in a manner to improve the performance of band members both individually and as a whole; to prepare music for performance through rehearsals of the ensemble and personal study; to conduct the majority of concerts and pieces of music on those concerts.

Section 2. The Principal Conductor serves the BOD and the Band in a contractual relationship, under the terms of an annual or other length contract, as established by the BOD. The Principal Conductor shall be approved by the BOD and Band Members on an annual basis or in accordance with whatever contract term is enacted.

Section 3. If a new Principal Conductor is to be appointed, a search shall be conducted by a committee formed within the BOD, with candidates rehearsing and conducting at least one concert series with BBNW. A vote shall be taken for approval of a candidate. Board members shall have one vote each, and must vote on behalf of themselves. No proxies will be permitted. The collective votes of the BOD shall constitute 50% of the total vote for a Principal Conductor, and the collective votes of the Band Members constitute the other 50%. In the event of a tie, voting must be redone or a new selection process initiated.

Section 4. The Artistic Director will sign the contract with the conductor on behalf of BBNW, or if the AD and Principal Conductor are one and the same, the Chairperson of the BOD will sign the contract.

Section 5. An Assistant Conductor may be appointed or retained by the AD to act in the absence of the Principal Conductor. The Assistant Conductor may also be called upon by the AD to conduct rehearsals or concerts when needed or desired. (Old Section 3)

Section 6. Guest Conductors may be designated to direct special programs, clinics, sectionals, or festivals. The AD will be solely responsible for the appointment of any and all Guest Conductors. (Old Section 4)

## Article 9: Band Membership

Section 1. A member of BBNW shall be any person appointed to a performing position by the AD according to a set of "House Rules" defined in Article 2, section 8, above.

Section 2. Band Members shall have the right to vote for Band Member Representatives to the BOD.

Section 3. Band Members shall have the right to vote on the selection of any new Principal Conductor (See Article 8 for definition of the "Principal Conductor."), and their vote, collectively, shall have a value of 50% of the total decision. A majority vote from the band membership shall constitute a single vote to the BOD towards this decision, but the Band Member Representatives shall still be entitled to their own votes as members of the BOD. For all matters of voting, Band Members must be present at the meeting to cast their ballot. No proxies, mailed or emailed votes will be permitted.

Section 4. Revocation of Band Membership may be imposed for acting in a manner detrimental to the interests of BBNW or violating terms set forth in the House Rules. Final determination of revocation of membership shall be at the discretion of the AD and Member Representatives to the BOD.

## Article 10: Staff

One of the duties of each staff member shall be to aid the OD in formulating an operating budget for each year by requesting itemized funding for the various tasks they are assigned. To further the goals of the organization, the OD and AD shall both have the right to create positions other than those listed below as the need arises and the budget allows, and to adjust the job description of each position as necessary.

Section 1. Secretary: Shall record minutes of all staff meetings and be the primary person responsible for creating and answering corporate correspondence. The Secretary may also be asked to record the minutes of all BOD meetings but shall not be considered a member of the Board unless elected as a Director. This position may be combined with the Treasurer position. The Secretary shall report to the OD.

Section 2. Treasurer: Shall maintain all checking and savings accounts belonging to BBNW, and provide current reports on financial status, income and expenses. The Treasurer will prepare all checks and invoices of BBNW, maintain records of all accounts receivable and payable, and the inventory of items for sale, such as CDs, T-shirts, and other items. S/he will also maintain the records of the value of all assets belonging to BBNW. The Treasurer is responsible for filing tax returns, 1099's, and other tax forms or reports related to the corporation (BBNW) with the City, County, State and Federal governments, as required. This position may be combined with that of the Secretary. The Treasurer shall report to the OD.

Section 3. Librarian(s): Shall maintain the library of music owned by or on loan to BBNW. The Librarian is charged with keeping all music in an organized filing system, copying and distributing all parts as needed and seeing that all music not checked out to band members is available at all rehearsals and performances. The Librarian shall report to the OD.

Section 4. Special Programs Chairperson(s): Are temporary staff positions created by either the OD or the AD (the Creator) to aid in the organization and implementation of specific events or projects. Each event or project, and subsequent chairperson position, shall have a finite duration defined by the Creator as the need arises. Chairpersons shall have the authority to conduct business on behalf of BBNW only as designated and approved by the Creator.

## Article 11: Conflict of Interest Policy

Section 1. Definition: A conflict of interest may exist when the interests or activities of any member of the BBNW Board of Directors, officer or staff member may be seen as competing with the interests or activities of the Corporation, or the Director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 2. Disclosure: Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director, or to the Artistic Director if the person with the potential conflict is a staff member or any other officer.

Section 3. Abstention from vote: When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter. However, the presence of any director disclosing a possible conflict of interest may still be counted in determining the presence of a quorum at a meeting of the Board of Directors of a committee thereof.

Section 4. Absence from Discussion: Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Directors or its committee is meeting and shall not participate

in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors or committee with any and all relevant information.

Section 5. The minutes of the meeting of the Board of Directors or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final decision or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation has raised the doubt.

Section 6. Annual Review: A copy of this conflict of interest by-law and any conflicts of interest policy shall be furnished to each member of the Board of Directors, officer and staff member who is presently serving the Corporation, or who may become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of directors, officers and staff. Any new directors, officers or staff shall be advised of this policy upon undertaking the duties of such office.

## Article 12: Special Rules

Section 1. All checks written by the treasurer must be approved by the OD. Expenditures obligated by anyone which exceed budgeted amounts are subject to the approval of both the OD and BOD, and may be declined at the expense of the obligating party.

Section 2. BBNW shall secure business liability insurance, which will indemnify members of the BOD and its sponsoring organization against losses due to medical injuries, negligence or other liabilities that may be brought against the corporation. Insurance shall also be purchased to cover the damage or loss of property belonging to BBNW or the property of others on loan to the corporation. However, all members shall be responsible for obtaining their own insurance for musical instruments and equipment belonging to them and used in the course of participating in the activities of BBNW.

Section 3. These By-Laws may be amended, altered, added to or repealed by an action of the BOD provided a proposal to do so is stated in the notice announcing such action and the change(s) is approved by an affirmative vote of an 80%, or higher, majority of all current Board Members. One hundred percent of the BOD must vote on proposed changes. No proxies shall be permitted, and a simple quorum shall not be considered valid for voting on By-Laws changes.