

# CONSTITUTION OF THE BOULDER CONCERT BAND, INC.

## PREAMBLE

Be it known that the Boulder Concert Band is an organization formed with the aim of bringing to the Boulder area a community-based symphonic band for the following purposes:

1. To provide a continuing musical experience for adults.
2. To provide a source of concert band music for the benefit of the community and for the benefit of the participants.
3. To encourage excellence through individual and group performance.

It is our aim to provide diversified programs or events which offer cultural opportunities to the community.

## I. GENERAL

This document establishes and prescribes the authorized regulations pertaining to the functions and the operations of the organization.

### 1. Name

The name of the organization shall be the Boulder Concert Band, Inc.

### 2. Constitutional Amendments

Proposed amendments to this constitution shall be presented in writing at regularly called meetings of the Boulder Concert Band, Inc. These proposed amendments shall be declared adopted if approved by at least three-fourths of the vote cast by the membership. From and after such adoption the amendments shall become operative and effective immediately unless otherwise stated in the amendment.

If a favorable vote on the proposed amendment is less than three-fourths, yet there is a majority vote, the proposed amendment shall be tabled until the next regularly scheduled business meeting of the membership.

### 3. Advisory Council

The advisory Council shall consist of not less than nine (9) nor more than twenty-four (24) prominent citizens of the Boulder community. The purpose of the Advisory Council is to advise the Boulder Concert Band on matters pertaining to the interests of the Boulder Community.

### 4. Non-discrimination policy

We do not discriminate against individuals with regard to race, age, sex, sexual orientation, creed, color, religion, disability, economic status, or national origin.

## **II. CORPORATION**

The Boulder Concert Band was incorporated under the laws of the Sovereign State of Colorado as a nonprofit corporation on September 14, 1978.

### **1. Board of Directors**

The Corporation shall be represented in all matters by a board of Directors comprised of nine (9) members, elected from and by the members of the Boulder Concert Band.

### **2. Officers**

The officers of the Corporation shall be elected from and by the Board of Directors, and consist of a President, Vice President, Secretary, and Treasurer. The board may appoint such standing committees and/or assistants as they deem necessary.

### **3. Membership**

Members of the Boulder Concert Band shall be drawn from the community at large. Band membership shall be of three (3) types; viz.: active, inactive, and honorary.

### **4. Meetings**

A regularly scheduled business meeting of the Boulder Concert Band shall be held at least once per year. Meetings may be held more frequently when deemed advisable by the Board of Directors or when called for by one-half of the membership at large. The exact time of the meeting shall be determined by the Board of Directors.

### **5. Finances**

All monies of the Boulder Concert Band shall be received and expended by the treasurer. The fiscal year shall be determined by the Board of Directors. Financial policies of the Boulder Concert Band shall be governed by a budget adopted at the beginning of each fiscal year.

### **6. Activities**

The activities of the Boulder Concert Band, Inc. have always been and shall continue to be limited to those permitted under IRC section 501(c)(3).

### **7. Dissolution**

Upon dissolution of the Boulder Concert Band, Inc., all assets of the organization shall be distributed and permanently dedicated for exempt purposes as described in IRC section 501(c)(3).

# **BY-LAWS OF THE CONSTITUTION**

## **I. THE BOARD OF DIRECTORS**

The Board of Directors shall consist of nine (9) directors and shall exercise all of the powers of the Corporation. Directors must be active or honorary members of the band as defined in section VIII of the by-laws. No more than two honorary members may participate on the Board of Directors.

The 1978 regular membership meeting elected nine directors, four (4) directors for one-year terms and five (5) directors for two-year terms; in subsequent elections five (5) directors shall be elected for two-year terms on odd-numbered years, and four (4) directors shall be elected for two-year terms on even-numbered years. Vacancies among the Board of Directors shall be filled from the membership at large by election as soon as possible. The conductor and associate conductor may sit as ex-officio members of the Board. At the end of their term, members of the Board may be re-elected to one additional two-year term.

The Board of Directors may appoint responsible persons as they deem necessary to assist the Board in the performance of its duties. An honorary member may serve as an officer of the Board.

Reimbursement of officers for necessary expenses shall be at the discretion of the Board of Directors.

## **II. OFFICERS**

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall be chosen from and by the Board of Directors at their first meeting following the annual meeting of the members each year. Said officers shall hold their respective offices until their successors are elected and enter upon the duties of their offices. Vacancies among the officers may be filled at any meeting of the Board of Directors by the remaining directors.

## **III. DUTIES OF THE PRESIDENT**

It shall be the duty of the President to preside at all meetings of the Board, to direct the general course of the business of the Corporation, subject only to the Board of Directors; to sign and execute on behalf of the Corporation, all deeds, titles, agreements, contracts, notes, bills of exchange, and all other written documents which may require the signature of the Corporation; to endorse, transfer and deliver all notes, bills of exchange, due bills, orders and other written documents which may require such endorsement; to receive and to give full acquittance for all monies due the Corporation; and to do and perform all acts incident to the office and usually done or proper to be done by the president of such Corporation.

## **IV. DUTIES OF THE VICE PRESIDENT**

It shall be the duty of the Vice President to perform all such functions as belong to the office of the President in the absence of the President, or such other duties as may be assigned by the President. The Vice President, along with the President, and the Treasurer shall be authorized to co-sign or approve checks.

## **V. DUTIES OF THE SECRETARY**

The Secretary shall give due notice of all meetings of members and of the Board of Directors; shall keep minutes of all such meetings and other documents as the Board may prescribe; shall countersign and register all certificates of membership.

## **VI. DUTIES OF THE TREASURER**

The Treasurer shall be custodian of the funds of the Corporation; shall be responsible for all collections and disbursements of monies and the records therefrom; and perform all such other duties as are incident to the office. The Treasurer, the President, and the Vice President shall be authorized to co-sign checks, two signatures or verbal notification between any two of these members required.

## **VII. ADVISORY COUNCIL**

The Advisory Council, when it exists, shall consist of not less than nine (9) nor more than twenty-four (24) prominent citizens of the Boulder community, as selected by the Board of Directors. The purpose of the Council is to advise the Boulder Concert Band, Inc. on matters pertaining to the interests of the Boulder Community and on any other matters deemed necessary. Advisory Council members shall serve a term of three years unless terminated in writing for personal or professional reasons. Council members may also be removed by the Board of Directors for improprieties that may be harmful to the Band. With the approval of the Board of Directors, Council members may serve indeterminate consecutive terms of office.

The Advisory Council may also meet with or without the Board of Directors whenever they may deem necessary.

## **VIII. DIRECTORS MEETINGS**

Regular meetings of the Board of Directors shall be monthly or as determined by the Board; the August meeting shall be a budget meeting. Additional meetings may be called by the President or any two members of the Board of Directors by causing personal notice to be given to all directors. Directors meetings shall be held at Boulder, Colorado, or such place, either within or outside the State of Colorado, as the Board of Directors may determine. A majority of the Directors shall constitute a quorum for the transaction of business, but absent directors may be represented by written proxy. Actions taken by the Board of Directors shall be transmitted to the membership at the next regular rehearsal following such action. Meetings of the Board of Directors shall be open to the membership.

## **IX. MEMBERSHIP MEETINGS**

A regularly scheduled business meeting of the Boulder Concert Band, Inc. shall be held at least once per year. Special meetings of the members may be called by the Board of Directors or by one-half of the members of the Corporation. The purpose of any meeting of the members shall be contained in any

notice to such members at least seven calendar days prior to such meetings.

## **X. REMOVAL OF ANY OFFICER OR DIRECTOR**

Any officer of the Corporation may be removed from office at any time notwithstanding that his or her term is not expired, by a two-thirds vote of the Board of Directors. Any director or directors may be removed at any time by a two-thirds vote of the members present at a special meeting called for the purpose of such removal, subject to the restrictions provided by the laws of Colorado.

## **XI. DIVIDENDS**

There shall be no dividends made, declared, or distributed at any time by the Corporation. All surplus funds shall be used for the purpose enumerated in the Certificate of Incorporation, except on dissolution.

## **XII. AMENDMENTS**

These By-Laws may be changed, amended or revoked by a majority vote of the Board of Directors, subject to ratification by a majority vote of the members present at the succeeding regular meeting or any special members' meeting called for that purpose.

## **XIII. MEMBERSHIP**

All members in good standing shall be eighteen years of age or older, have paid their membership dues, and have satisfied audition requirements. The minimum age and/or audition requirements may be waived by the Board on the recommendation of the Conductor. The Board of Directors may waive the dues requirement with regard to individual members upon good cause shown.

Members must attend all rehearsals and concerts or a sufficient number of rehearsals prior to performances, so as to, in the opinion of the conductor, competently perform their parts. Members shall be removed from the Band's rolls after excessive unexcused absence.

All members of the Corporation who have paid their membership fees shall be entitled to receive a membership certificate. The certificate shall be in such a form as may be determined by the Treasurer of the Corporation.

Band members shall be of three types: active, inactive, and honorary. Active members are dues-paying members in good standing who attend a majority of the year's rehearsals and performances. They are eligible to hold office, serve on committees, and take an active part in all business and social affairs. Inactive members are those members who do not meet at least one of the two criteria for being an active member and who, for personal or professional reasons, cannot participate in activities of the Band. They are not eligible to be on the Board of Directors. They may serve on committees and take an active part in all social affairs. Honorary members are non-dues paying members who are generally recognized as outstanding in their field of endeavor or shall have performed outstanding service for the Boulder Concert Band, Inc. It is not necessary for them to possess any qualifications as musicians.

## **XIV. RECOGNITION OF CONTRIBUTORS**

It is recognized that individuals, families, organizations, companies and corporations will desire to support the Boulder Concert Band, Inc. although unable to participate directly in its musical activities. The following designations shall apply, depending upon the donation for each concert year:

Friend	\$5-\$24
Patron	\$25-\$99
Sponsor	\$100-\$499
Donor	\$500-\$999
Benefactor	\$1000 or more

Each concert program shall list contributors for the current concert year, together with the donation range for each class of contributor as listed above.

## **XV. AUDITIONS / SEATING**

The Conductor is authorized by the Board of Directors to:

1. Audition new Band members
2. Go through the Band section by section, and audition only those people who wish to be heard in audition.

The Conductor, or a qualified representative designated by the Conductor, is to hold these auditions whenever the Conductor deems necessary.

The Conductor and the Board of Directors, if necessary, will select a committee of two people from the Band membership, who will, along with the Conductor, sit in on all auditions. The Audition committee may be formed upon request by the individual, the Conductor or the Board of Directors.

After all necessary auditions have been accomplished in a section, the Conductor (with the aid of the committee), will determine the seating. The people in a section who chose not to audition will be seated at the discretion of the Conductor (and the committee).

If no one in a section wishes to audition, then the conductor will determine the seating. The Conductor will make his decision based upon present knowledge of the individual player.

Any player who wishes to move within the section must state his or her desires to the Conductor and the President of the Band, a request an audition. After this hearing, the seating of this individual will be decided by the Conductor (and the committee).

No auditions will be held within thirty (30) days prior to a formal concert.

The music used for audition purposes shall be selected by the Conductor or a qualified representative.

The Conductor, with the consent of the Board of Directors, may invite musicians who are not members of the Boulder Concert Band, Inc. to strengthen weak sections or fill in missing parts for concerts and other performances. It is expected that the number of such outside musicians will be kept to a minimum and be used only for the benefit of the Band as a whole.

## **Document Revisions**

2/5/2006 – Added Non-discrimination policy statement

1/1/1997 -

3/20/1995 -

9/21/1987 -