

# BYLAWS OF THE SALINA MUNICIPAL BAND

## ARTICLE I -- NAME

The name of this organization shall be the Salina Municipal Band.

## ARTICLE II – PURPOSE

The Salina Municipal Band is organized for the following purposes:

- A. To contribute positively to the musical environment of the City of Salina, KS.
- B. To provide a means whereby musicians may assemble and play for their mutual enjoyment.
- C. To provide an opportunity for individual musical expression and growth among the membership.
- D. To foster and encourage the playing and appreciation of concert band music.
- E. To strengthen the community concert band position in American music.

## ARTICLE III - MEMBERSHIP

### A. Eligibility

- 1. Any musician who is interested in playing in the Salina Municipal Band may be considered for membership, provided that:
  - a. A vacancy exists, as defined by policies concerning size and instrumentation of the band which are published in the [Salina Municipal Band Guidelines].
  - b. The potential member possesses a level of musicianship which will contribute to the quality of the Salina Municipal Band, as determined by the Conductor.
- 2. Each person shall remain a member as long as he/she displays musical competence, participates in the required number of rehearsals and performances of the Salina Municipal Band annually, as described in the [Salina Municipal Band Guidelines], and is not removed from membership.

### B. Duties of Members –

Each member shall abide by the policies and procedures of the Salina Municipal Band as set forth in the [Salina Municipal Band Guidelines].

### C. Voting Rights

Each member is entitled to vote at any meeting of the band following completion of one season of membership, as set forth in the [Salina Municipal Band Guidelines].

## ARTICLE IV – MEETINGS OF THE MEMBERSHIP

- A. The Annual Meeting of the Salina Municipal Band shall occur immediately following the first rehearsal in August of each year. Business conducted at the Annual Meeting shall include a report of nominations for the Board of Directors from the Nominating Committee and the annual election. Other business may be conducted at this meeting as necessary.
- B. Additional meetings of the general membership may be called by the President, or any five (5) elected members of the Board of Directors, as needed. Prior notice need not be given if the meeting is held in conjunction with a regularly scheduled rehearsal, concert,

or other engagement. However, if any business meeting of the membership of the Salina Municipal Band is to be held other than in conjunction with a regularly scheduled rehearsal, concert, or other engagement, notice must be sent to the membership at least one (1) week in advance.

- C. The President of the Board of Directors, or, in his/her absence, the Vice President shall preside at all business meetings of the membership of the Salina Municipal Band.
- D. A majority of those present in the active membership shall constitute a quorum for all business meetings of the membership of the Salina Municipal Band.

## **ARTICLE V – BOARD OF DIRECTORS**

### **A. MEMBERSHIP AND DUTIES**

- 1. A Board of Directors consisting of seven (7) members of the Band shall be elected by the members of the Salina Municipal Band to execute the following responsibilities:
  - a. Management of the general affairs of the Salina Municipal Band, taking all action that is compatible with the best interests of the Salina Municipal Band.
  - b. Management of the financial affairs of the Salina Municipal Band, including, but not limited to, establishment of an annual budget at the beginning of each fiscal year, approval of the budget, the setting of all compensation (if any), and a review of the financial records prior to the annual meeting of the membership.
  - c. Maintenance and application of a document/policy entitled [Salina Municipal Band Guidelines], which shall include, but not be limited to, a set of specific duties for Board officers and standing committee chairs, as well as duties / responsibilities of members of the Salina Municipal Band.
  - d. Approval of all staff personnel matters, including the hire, renewal, dismissal, or non-renewal, on an annual basis, of the Conductor, General Manager and Librarian.
  - e. Appointment of a replacement member for the Board of Directors in the event of a vacancy.
    - i. Vacancies on the Board of Directors shall exist on the death, resignation or removal of any director. Any director may resign effective upon giving written notice to the President of the Board of Directors, unless the notice specifies a later time for the effective date of such resignation.
    - ii. Directors may be removed from office by a vote of five (5) voting members of the Board of Directors. Vacancies on the Board may be filled by approval of the remaining members of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person selected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

- f. Completion of all other duties normally performed by a Board of Directors, including general supervision of the affairs of the Salina Municipal Band between its business meetings.
2. The elected members of the Board of Directors may hire a Conductor, a General Manager and a Librarian who will serve as ex-officio members of the Board of Directors.
  - a. Those persons hired to fill the positions of Conductor, General Manager and Librarian shall be members of the Salina Municipal Band and may serve an unlimited number of terms. The Board may also appoint assistant positions for Conductor and General Manager. The extra positions are eligible to be ex-officio members of the board if the number of ex-officio members does not exceed three (3).
  - b. Ex-officio members of the Board of Directors shall have voice but no vote in meetings of the Board of Directors and will not be counted as part of a quorum.

#### B. Election

1. In even numbered years, three (3) members shall be elected to the Board of Directors.
2. In odd numbered years, four (4) members shall be elected to the Board of Directors.
3. In the voting for board members, each member of the Salina Municipal Band shall have the same number of votes to cast as there are positions to be filled, i.e., in even-numbered years, three (3); in odd-numbered years, four (4). The persons with the three (3) (or four (4), in odd-numbered years) highest votes will be declared the winners. There will be no need for a runoff unless there is a tie for last place.
4. The general election will be by written ballot.

#### C. Terms of Office

1. The term of office for each elected member of the Board of Directors shall be two (2) years, beginning with their election at the annual meeting of the Salina Municipal Band.
2. Board Members may serve a maximum of two (2) consecutive terms. After two (2) years absence from the board, a previous member may make known to the Nominating Committee that he/she would be willing to be nominated again. Exception to this requirement may be granted by the board on the occasion of unfilled slots on the ballot.

#### D. Officers

1. A president shall be elected by the Board of Directors from among the board members at the first Board meeting following the annual election of the board.
2. Six (6) Board Members will be assigned by the President to serve as officers or chairs of standing committees for the following year. These officers include, but may not be limited to: Vice President, Secretary and Treasurer.
3. Officers shall be determined at the first meeting of the Board which shall immediately follow the annual election meeting.

## E. Meetings

1. A quorum of the Board of Directors shall consist of four (4) elected members.
2. A simple majority of those present and voting, except as specified elsewhere in these Bylaws, shall be necessary to transact business.
3. The President, or Vice President, shall preside over the meetings of the Board of Directors. Minutes and other records of actions of the Board of Directors shall be handled by the Secretary. In the absence of the Secretary, the President shall designate another member of the Board of Directors to perform this function.
4. Except where provided for otherwise in this and other governing documents of the Salina Municipal Band, or applicable state or federal law, Roberts' Rules of Order (most recent edition) shall guide the conduct of business.
5. Meetings of the Board of Directors shall be called by the President, or in his/her absence/unwillingness to do so, by any five (5) elected members of the Board of Directors. A business meeting of the Board of Directors may be held without prior notice if it is in immediate proximity to (i.e., during an intermission or break or immediately after) any regularly scheduled rehearsal, concert or other engagement at which members of the Board of Directors normally would be in attendance. Otherwise, notice of a meeting must be sent to the membership of the Board of Directors by mail or e-mail at least one (1) week prior to the date of the meeting.

## **ARTICLE VI – COMMITTEES**

### A. Nominating Committee and Nominations/Election Process

1. The President shall appoint one (1) elected Board Member to be the Chair of the Nominating Committee. The Chair of the Nominating Committee shall appoint two (2) members of the Salina Municipal Band, who are not members of the Board of Directors, to serve with her/him as a three (3)-person Nominating Committee.
2. The Nominating Committee shall be formed prior to July 1 of each year. The Nominating Committee shall present its slate for election of Board Members during the third (3<sup>rd</sup>) rehearsal in July, based on the rehearsal/concert schedule.
3. The slate shall include at least one (1) candidate for each of the positions that are open for that year. All persons who make it known to the Nominating Committee that they are interested in running for a Board position shall be listed on the slate. Further nominations, including self-nominations, must be accepted from the floor before the election. Incumbents should not assume that they will be proposed by the Nominating Committee for an additional term.
4. No member may be nominated, either by the Nominating Committee or from the floor, for more than one (1) Board position in a given election.
5. The Nominating Committee shall conduct the election, count the votes, and report the outcome to the Board of Directors and to the full membership of the Salina Municipal Band.

**ARTICLE VII – AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the membership of the Salina Municipal Band present and voting at a meeting called for the purpose. The proposed amendment(s) must be read at a meeting or a written copy distributed to all members at least one (1) week prior to being acted upon.

**ADOPTION OF BYLAWS**

The preceding Bylaws were adopted by the membership of the Salina Municipal Band, after due notice and by a vote exceeding three-fourths (3/4) of those present and voting, on \_\_\_\_\_, 2008. It is understood that this document is intended to replace the previous “Constitution and Bylaws” of the Salina Municipal Band, and that the provisions of this set of Bylaws are effective immediately.

Board Member _____ Tom Arpke	Board Member _____ Shawn Loder
Board Member _____ Dennis Ball	Board Member _____ Ron McWilliams
Board Member _____ Nancy Klostermeyer	Board Member _____ Judy Weber
Board Member _____ Glenn Kohr	