

Minnesota Valley Community Band Bylaws

The name of this organization shall be Minnesota Valley Community Band. The Minnesota Valley Community Band is a nonprofit organization for the purpose of providing community enrichment by contributing to the appreciation of music in the State of Minnesota. The members of the Minnesota Valley Community Band (hereafter referred to as the Corporation) adopt the following bylaws governing the management and regulation of the affairs of the Corporation.

Section I. Board of Directors

Subsection (a) - Overview:

The Corporation shall be governed by a Board of Directors (hereafter referred to as the Board) consisting of five elected members. Of the five elected members, one shall be elected as director at-large, and four shall be specifically elected to fill the positions of: President, Vice President (who shall also be the President-Elect), Treasurer, and Secretary. The five elected members must be active, performing members of the Corporation. The five elected members will have voting rights to manage the Corporation. Advisory members of the Board shall consist of the Music Director and the Associate Music Director. The Board will receive no compensation but may be reimbursed for expenses incurred in performing band business.

The Board shall have the authority to establish all budgets, approve expenditures, manage the general affairs of the Corporation, and establish committees. A quorum of three voting members of the Board must be present at a Board meeting for an issue to be voted upon. A majority vote of the Board is required for the passing of any action. The Board also has the right to approve or expel members of the Corporation. Expulsion from being a member of the Corporation can only be carried out for appropriate reasons that do not violate an individual's protected characteristics. The action of expelling a member of the Corporation requires the approval of at least four voting members of the Board. The expelled member must be provided with a written explanation, which must be retained by the Board for a period of at least six years.

The Vice President and director at-large shall be elected on odd years. The Treasurer and Secretary shall be elected on even years. The Vice President shall replace the President in odd years when the President's term has been completed and a new Vice President (and subsequent President-Elect) is elected. Each elected Director shall serve a two-year term and may serve for at most two consecutive terms. If a Director is elected as the Vice President in their second consecutive term, they are permitted to serve a third consecutive term as the President. The election for the first Board of the Corporation is detailed in a supporting document to these bylaws.

If there is no candidate for an open office, the Board shall appoint a willing band member to fill the position. This appointment may include an individual who has already fulfilled their term limit to serve on the Board. The candidate will serve in the appointed position for a one-year term until the next election, when a special election will be held to appoint the next member to fill the position. If the member is elected in the off-cycle year, they will serve in the office for a three-year term, and no election for this position will be held in the following year. If no member is elected in the off-cycle year, the Board shall appoint a willing band member to fill the position for another one-year term. This appointment may also include an individual who has already fulfilled their term limit to serve on the Board. This procedure may not be applied to the Vice President, who must be elected by the Membership.

Each elected Director has an obligation of loyalty to the organization, and upon acceptance of a role, agrees to abide by the Articles of Incorporation, these Bylaws, and any decisions made by the Board. A Director may be removed with cause by a two-thirds majority of voting members present at a meeting. A Director may resign by submitting a resignation to the President, in writing. When a vacancy occurs due to removal or resignation, the Board will appoint a willing band member to fill the position until the next election.

Subsection (b) - Duties of the Board:

The following shall be the duties of the **President**:

1. Preside at all meetings of the Board and at any business meetings of the Corporation
2. Be the organizational representative in any general affairs of the band
3. Sign contracts or documents on behalf of the Corporation with the approval of the Board
 - a. Approval may be received electronically when appropriate
 - b. Authorization to sign may be delegated to other Board members in writing and should be limited to the purpose specified in the writing of the authorization
4. Call special business meetings when necessary
5. Assume the lead role in grant writing

The following shall be the duties of the **Vice President (President-Elect)**:

1. Be prepared to assume the duties of the President in the event that the President is no longer able to serve, which includes the removal, resignation, or death of the President
2. Preside at all meetings of the Board or be the organizational representative in any general affairs of the band when the President is unable to be present
3. Appoint and empower Special Committees with the approval of the Board
4. Prepare to assume the role of the President in two years in accordance with the procedure described in Section I, Subsection (a) of these bylaws
5. Chair the fundraising committee²

The following shall be the duties of the **Treasurer**:

1. Maintain accurate financial records for the Corporation
2. Deposit monies and checks in the name of the Corporation
 - a. The signature of the Treasurer is required on deposits of the Corporation
3. Transfer monies to investment accounts with the approval of the Board
 - a. Monies may only be invested in fixed income securities that provide a guaranteed positive return every year and must be short-term securities¹
4. Provide the Board with a status of the financial condition of the Corporation every two months, or at a Board meeting if it occurs within two months of the previous update
5. Provide members with a financial statement of the Corporation every six months and within 14 days of a request to view the financial statement of the Corporation
6. Bring any spending not in the budget to the Board for review and approval
7. Oversee financial audits every three years as required by the State of Minnesota
8. Verify that payments exceeding \$100 have the signature of two Board members
9. Maintain a record of passwords

The following shall be the duties of the **Secretary**:

1. Record the minutes at all meetings of the Board and at any business meetings of the Corporation and maintain a record of resolutions passed by the Board
2. Maintain records of amendments to the Bylaws
3. Maintain records related to the membership of the Corporation
4. Maintain records of minutes for at least six years as required by the State of Minnesota.
5. Assist members with access of Board records upon request
6. Provide minutes of the previous general meeting at least one month prior to the upcoming general meeting of the Corporation

The following shall be the duties of the **Director At Large**:

1. Assist the Vice President in the oversight of Special Committees
2. Record the minutes at all meetings of the Board and at any business meetings of the Corporation at which the **Secretary** cannot be present
3. Carry out the duties of a Board position that becomes vacant until a replacement member is appointed or elected to the Board
4. Chair the publicity committee²

²The Vice President (President-Elect) and the Director at Large may exchange committee leadership if it is in the best interest of the organization.

Subsection (c) - Duties of the Music Director:

The following shall be the duties of the **Music Director**:

1. Conduct all rehearsals and performances of the Corporation
2. Have the sole authority in musical decision, including the instrumentation of the band
3. Accept and encourage suggestions from the band regarding musical matters
4. Appoint a librarian to maintain and organize all music owned by the band
5. Appoint and delegate musical responsibilities to section leaders
6. Act as an advisor to the Board

The membership shall use ranked-choice voting to identify their top candidates for the position of Music Director. The Board will make the final appointment after considering the candidate rankings. An **Associate Music Director** may be appointed by the **Music Director** and is subject to Board approval. The duties of the **Associate Music Director** shall be defined by the **Music Director** and can be reviewed by the Board at any time. There is no requirement to have an **Associate Music Director**.

The removal of a **Music Director** or **Associate Music Director** must only be carried out with cause. The action of replacing a Director requires the approval of at least four voting members of the Board. The removed Director must be provided with a written explanation, which must be retained by the Board for a period of at least six years. The contract of the **Music Director** and **Associate Music Director** (if one has been appointed) shall be approved annually.

Subsection (d) - Roles of Committees:

The Fundraising Committee is chaired by the Vice President (President-Elect), overseeing and coordinating the following:

1. Explore, develop, and organize fundraising opportunities
2. Establish and maintain a donor database
3. Establish and maintain relationships with personal donors
4. Establish and maintain relationships with cities in the community
5. Establish and maintain relationships with corporate sponsors

The Publicity Committee is chaired by the Director At Large, overseeing and coordinating the following:

1. Maintain the website of the organization
2. Publicize upcoming performances
3. Design, gather information for, and print concert programs
4. Manage the organization's merchandise page
5. Review communications external to the Corporation
6. Assist in recruiting for future band members
7. Manage other publicity opportunities as they arise, subject to Board approval

Section II. Membership

Subsection (a) - Overview:

The membership of the Corporation shall be adults over 18 years of age who are performing musicians with the band and participate in at least two concerts per year. The Corporation shall not require dues for membership. Membership may be revoked for appropriate reasons by the method defined in Section I, Subsection (a). Members are responsible for any property loaned to them by the Corporation. Upon resignation or removal from the Corporation, all property of the Corporation must be returned.

The Music Director may authorize students currently in high school to play with the band on a temporary basis. High school students may also be recommended to the Director, in writing, by an individual who is responsible for the instruction of the student. Student participation in the Minnesota Valley Community Band shall not be in lieu of school band membership, and must be approved by the Music Director. Temporary members shall not have voting rights within the Corporation.

Subsection (b) - Rehearsals and Performances:

The organizational year shall be divided into three seasons. The first performance season shall begin on January 1st and end on May 31st. The second performance season shall begin on June 1st and end on August 31st. The third performance season shall begin on September 1st and end on December 31st. At least one concert shall be included in each season. All performances shall be approved by the Board, including those which are recommended by the Music Director. The general membership may also provide performance recommendations to the Music Director and the Board.

Section III. Business Affairs

Subsection (a) - Meetings:

The Board shall schedule meetings at a frequency no less than once every two months. Meetings may occur in person or virtually as long as the time and location are agreed upon by all members of the Board.

A general meeting of the membership must be held no less than once per year to discuss business, examine the financial reports, and hold elections for the Board. Notification of the general meeting must be made at least one month prior to the date of the general meeting.

The Board may schedule informal meetings to discuss business with the general membership. These meetings must be attended by a quorum of the membership, which is defined as one-half of the active membership of the Corporation.

Subsection (b) - Amendments:

Members may recommend amendments to the bylaws, which must be submitted for review at least two weeks before the general meeting. The Board shall review the proposals and will carry forth amendments approved by a majority of the Board for a vote by the general membership. An amendment to the bylaws must be passed by a two-thirds majority of the general membership that chooses to vote on the proposed amendment.

Section IV. Adherence to Nonprofit Requirements

Upon dissolution of the Minnesota Valley Community Band, the Board of Directors shall, after paying or making provision for all liabilities of the Minnesota Valley Community Band, dispose of all assets through public sale. The remaining assets of the Corporation 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.

These bylaws are subject to the approval of the Internal Revenue Service. Any section found by the Internal Revenue Service to be inconsistent with the organization's status as a 501(c)(3) corporation are to be rescinded so as to not conflict with the organization's status.

Bylaws Version

The original version (Version 1) of the Bylaws was filed with the Secretary of State on February 6th, 2023. Future revisions to the bylaws will be listed on this page.

Version 2 (Current): February 12th, 2024