

# **BYLAWS OF GATEWAY BANDS**

## **Article I – Name**

The name by which this corporation shall be known is Gateway Bands.

## **Article II – Purpose**

The purposes of this Corporation shall be:

1. To perform and participate in a broad range of music programs through the establishment of a concert band, a jazz band and/or various instrument ensembles to extend awareness and appreciation of music in the Mid-Michigan area and elsewhere.
2. To provide an opportunity for musicians from the community to play musical instruments.
3. To provide local residents and others with the opportunity to attend quality band performances and musical activities.
4. To support and engage in projects associated with music and the fine arts in the local Mid-Michigan area that will benefit the community.
5. To comply with non-profit tax exempt status and the purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, including for such purposes of making distributions to organizations that qualify as tax exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Unit of the Internal Revenue Law.

## **Article III – Activities**

Section 1: No part of this Corporation's net earnings can inure to the benefit of the Corporation's directors, officers, members, or any other private person except as specifically stated in this Article. This Corporation cannot participate in political campaigns, and no substantial part of its activities can be related to influencing legislation.

Section 2: All assets of the Corporation are to be permanently dedicated to an exempt purpose even in the event of the Corporation's dissolution.

Section 3: This Corporation shall assume the liability of directors and those volunteers serving at the request of the directors in any suits for damages by third parties for those acts incurred in the good faith performance of their duties.

## **Article IV – Membership**

Section 1: Membership in this Corporation shall be open to all individuals in sympathy with its purposes. There shall be two classes of membership, each class paying annual dues as set by the Board of Directors.

Section 2: Band Members shall be at least 18 years of age or older, shall agree to adhere to the band's policies and shall participate regularly in rehearsals and performances. Band members will have voting privileges.

Section 3: Supporting Members shall be those non-musicians interested in supporting the purposes of the Gateway Bands. Supporting members shall not have voting privileges.

## **Article V – Board of Directors**

Section 1: The Board of Directors shall consist of the six (6) Officers of the Corporation, chairpersons of the standing committees, and the Music Director (as an *ex officio* member).

Section 2: In the event of a resignation of any duly elected Director, the President shall appoint a new Director to serve out the remaining term of the resigning Director with the approval of the Board of Directors.

Section 3: Directors shall be nominated from among the band membership and shall be elected at the annual meeting.

Section 4: Directors shall be elected by the majority of those present at the annual meeting and shall not serve for more than two successive terms.

Section 5: A quorum shall consist of the majority of the Board of Directors. A quorum of the Board is required to conduct the business of the Corporation.

Section 6: Any Board member who fails to attend two consecutive meetings without prior notice to the President shall be subject to removal by a unanimous vote of the remaining Board members.

Section 7: Directors shall serve without compensation.

Section 8: The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 9: The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Michigan.

## **Article VI – Officers**

Section 1: This Corporation shall have six (6) Directors and collectively they shall be known as the Board of Directors. Directors shall serve for two (2) year terms. The President and Secretary shall be elected in the odd-numbered years; the Vice-Presidents and Treasurer shall be elected in the even-numbered years.

Section 2: The elected Officers of the Corporation shall be President, Vice-President, Vice-President of Community Relations, Secretary, Treasurer, and Past-President. The Officers shall serve as Directors on the Board of Directors.

Section 3: The Officers shall be elected from among the membership and shall perform the duties usually required of such officers. Such election shall take place at the annual meeting.

Section 4: The President shall preside over and conduct all meetings of the Corporation, including all band meetings, shall appoint all committees, shall be an *ex officio* member of all committees, and shall serve as a representative of the Corporation in all legal matters and public affairs.

Section 5: The Vice-President shall perform all the duties of the President in the absence of the President and shall be the chair of the nominating committee.

Section 6: The Vice-President of Community Relations shall publicize the band's activities through any available media outlets.

Section 7: The Secretary shall take the minutes of all meetings and record them in the corporate record book; notify the Directors and the members of the time and location of all meetings; and conduct the correspondence of the Corporation.

Section 8: The Treasurer shall maintain the financial records of the Corporation; shall issue monthly statements to the Board of Directors; shall prepare an annual financial statement for the membership for the annual meeting; and shall file all financial information required for government reports.

Section 9: The Past-President shall serve as an advisor to the President. The Past-President will be an *ex officio* member of the Board of Directors.

## **Article VII – Music Director**

The Music Director shall be elected by a simple majority vote of the band membership. The Music Director, in consultation with the Board of Directors and band members, shall be responsible for all concerts, performances and rehearsals. The Music Director shall have the final decision on all musical matters. The Music Director shall serve as an *ex officio* member of the Board of Directors.

**Article VIII – Committees**

Section 1: Standing committees of the Corporation shall include the Nominating committee. Additional committees may be appointed by the President at the direction of the Board of Directors.

Section 2: The Nominating committee shall be appointed in November. The Nominating committee shall convene when needed at the discretion of the Board of Directors and shall present a slate of candidates for Directors two weeks prior to elections. Nominations of candidates for Directors may also be taken from the floor at the annual meeting.

**Article IX – Meetings**

Section 1: Meetings of the Board of Directors shall be held monthly at a time and place designated by the Board.

Section 2: An annual meeting of the membership shall be held each November at a date, time and location set by the Board of Directors. If the meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient. Members shall be notified in writing or by electronic mail at least two weeks prior to the date of the meeting. A quorum at any annual meeting shall be a majority of the members present at the meeting.

**Article X – Disbursement Policy**

Expenditures shall be authorized by a majority vote of the Board members present. In the event that time will not permit, an expenditure not to exceed \$150.00 will be permitted with the approval of the President and one other member of the Board of Directors. The Board of Directors reserves the right to put a cap on expenditures by the Music Director.

**Article XI – Equipment/Music Purchase Policy**

All purchases for the organization shall become the property of Gateway Bands.

**Article XII – Nondiscrimination Policy**

This Corporation shall follow an equal opportunity policy, and all programs and activities are available to all persons without regard to race, creed, color, religion, national origin, sex, sexual orientation, disabilities, veteran status or marital status. This policy also applies to outside vendors, use of contractors and consultants and in dealing with the general public.

**Article XIII – Dissolution**

In the event of the dissolution of the Corporation, and prior to the completion thereof, all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, and all of the remaining assets, property, and income owned or held by the Corporation shall be expended for, or applied to, the purposes of the Corporation, or one or more of such purposes, by transferring and conveying such assets, property and income to one or more corporations or organizations organized and operated exclusively for charitable or educational purposes, to which exemption from income taxes has been granted under Section 501(c)(3) of the current Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), and no part of such remaining assets, property, or income shall be distributed to members or to any other persons whatsoever.

**Article XIV - Amendments**

Amendments to these bylaws may be made at any meeting of the general membership by a two-thirds vote of those present, after notification in writing to each member at least two weeks before the meeting at which the voting is to take place.

Ratified this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice-President

\_\_\_\_\_  
Vice-President of Community Relations

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer