

# **Austin Civic Wind Ensemble Bylaws**

The bylaws are the rules and methods we follow to ensure legality and productivity of Austin Civic Wind Ensemble. The bylaws are considered a legal document that dictates how the organization is governed. They are a well-planned and clear structure of the organization, and take some of the guesswork out of dealing with disagreements.

## **ARTICLE I: Purpose and Legal Status**

### **Section 1: Purpose**

Austin Civic Wind Ensemble (ACWE) is organized exclusively for charitable and educational purposes, more specifically to provide a quality musical experience to amateur musicians and to provide musical outreach to the community.

ACWE can conduct any activity permitted by law which is not specifically prohibited by these Bylaws and which, in the good-faith judgment of the Board, is in furtherance or relating to these Purposes, and which is judged to be beneficial to the organization.

### **Section 2: Legal status**

ACWE is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE II: Exemption Requirements**

No part of the net earnings of ACWE 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 Article I hereof. 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

# **ARTICLE III: Membership**

## **Section 1: Qualifications**

### ***Sub-section a: Full Membership***

Full membership is open to anyone age 18 or older who plays an instrument in the Western woodwind, brass, or percussion families.

### ***Sub-section b: Junior Membership***

Junior membership is open to those under the age of 18 who play an instrument in the Western woodwind, brass, or percussion families upon approval of the Music Director.

## **Section 2: Dues**

Dues shall be reviewed and set by the Board of Directors annually. The Board may grant a dues waiver to a member when circumstances warrant such a waiver (e.g., hardship, employment, health).

## **Section 3: Good Standing**

A member in good standing is one whose dues are current and is regular in attendance. A member is defined to be regular in attendance when he or she has participated in at least 70% of the rehearsals leading up to the designated performance. When circumstances warrant (e.g., hardship, employment, health), the Board may grant "regular in attendance" status to an individual who has paid their dues, but does not meet the 70% attendance requirement.

## **Section 4: Classes of Membership**

ACWE members are categorized into the following groups:

1. **Active Members** are members currently in good standing.
2. **Voluntarily Inactive Members** are previously Active members who have either (1) let their membership lapse through inactivity or through not having paid dues; (2) indicated to ACWE that they are now retired from active participation; or (3) do not have current contact information on file with the ACWE.
3. **Affiliate Members** are invited guests and new participants in trial participation who are deciding whether to become Active members. Affiliate membership is limited to two consecutive seasons, which may be extended with Board approval. Affiliate Members may be considered members in good standing without paying dues for the duration of these two consecutive seasons.

The Board shall have the authority to establish and define additional non-voting categories of membership.

## **Section 5: Rights of Members**

Only Full, Active members are permitted to vote in ACWE elections, run for office as an elected officer, or serve as an appointed officer.

## **Section 6: Termination of Membership**

Members are expected to follow the Code of Conduct at all times during official ACWE activities: sectionals, rehearsals, performances, Board and business meetings, and ACWE-sponsored social events. The Board reserves the right to terminate the membership of any individual per the terms set forth within the Code of Conduct. Members who have been terminated by ACWE may regain Active

member meeting policies established by the Board.

Other rights may be granted from time to time by the Board.

## **ARTICLE IV: Board of Directors**

### **Section 1: Role**

The Board of Directors (“Board”) shall be the governing body of the ACWE.

The Board shall have control and management of the affairs and business of ACWE, including such activities as authorizing expenditures, allocating resources, setting overall policies and directions of ACWE, creating and filling Appointed positions and Committee chairs, and delegating responsibility for operations to Committees, Projects, and the like. The Board shall establish policies and procedures to ensure proper and adequate internal controls exist, particularly for financial affairs. The Board has the authority to hire independent contractors, paid personnel, or contract for professional services for duties not specifically identified as Board functions.

### **Section 2: Conflict of Interest**

Any Board member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse him or herself from the discussion and vote in question.

### **Section 3: Elected Officers**

Duties of the elected officers shall be as follows:

#### **PRESIDENT:**

The President is the Chairman of the Board, sets the agenda for the Board, calls and presides over all Board and business meetings, and is an ex officio member, with vote, of all committees, except the Election Committee. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization, providing broad leadership and direction of the organization with the advice and consent of the Board. The President performs all duties and powers as may be from time to time assigned by the Board. The President may delegate from time to time to any other Officer any or all of such duties and authorities. The President may co-sign checks with the Treasurer.

#### **VICE PRESIDENT:**

The Vice President performs the duties of the President in the absence of or at the request of the President. If the office of President becomes vacant, the Vice President becomes President and serves for the balance of the term. The Vice President performs such duties as may be delegated by the President or assigned by the Board. The Vice President schedules concert events and may co-sign checks with the Treasurer.

#### **SECRETARY:**

The Secretary records and posts minutes of all Board and business meetings and handles all official ACWE correspondence.

#### **TREASURER:**

The Treasurer shall have the care and custody of all monies belonging to ACWE and shall be solely responsible for keeping regular books of account for the organization. The Treasurer takes in and disburses all monies of the organization with approval of the Board. The Treasurer shall be the primary signatory on all checks or drafts of the organization, with the President and Vice-President serving as co-signatories. The Treasurer shall exercise all other duties incident to the office of Treasurer, or as shall be assigned by the President or the Board, including the handling of all relevant tax documents. The Treasurer is responsible for developing and reviewing fiscal procedures and the annual budget with the Board. The Board must approve the budget, and any subsequent major change in the budget. Annual reports are required to be submitted to the Board showing income and expenditures. The financial records of ACWE are public information and shall be made available to the membership, Board members, and the public.

#### **BAND REPRESENTATIVE:**

The Band Representative represents the interests of the membership at all Board and business meetings. The Band Representative must be a Full, Active member of ACWE. The Band Representative maintains the membership database, recruits new members, and takes roll at concerts and rehearsals.

#### **Section 2: Board Terms**

A Board term shall consist of one fiscal year. Elected officers may serve no more than five (5) consecutive terms on the Board and no more than three (3) terms in the same position. Appointed officers do not have term limits.

#### **Section 3: Board Nominations**

A candidate or candidates for each office shall be nominated by a nominating committee named by the President and including at least one officer.. Each nominee must be age 18 or older. If the candidate is a current member of ACWE, he or she must be in good standing. Nominations shall be presented to the membership at least one week before the election. Additional nominations may be made from the floor by members in good standing when the nominating committee makes its report.

#### **Section 4: Elections**

Election date shall be set by the President. The election shall preferably be held at least one month before the beginning of the fiscal year. Elections shall be held by secret ballot. Votes shall be tallied by the three-member committee to be appointed by the President.

#### **Section 5: Appointed Officers**

Appointed officers are members of the Board who fulfill various responsibilities for the day-to-day operation of ACWE. Appointed officers have the authority to create operating procedures within their area of responsibility. Appointed officers may vote on all matters before the Board. The Board has the authority to create new positions and directorates, and to appoint officers through normal Board votes. Elected officers shall elect nominees to fill appointed officer positions by simple majority vote. This vote shall occur approximately at the same time as officer elections.

Duties of the appointed officers shall be as follows:

**DIRECTOR OF MARKETING:** Publicizes events to the Austin community.

**DIRECTOR OF TECHNOLOGY:** Maintains the website, email, social media, and all other aspects of ACWE's online presence.

**DIRECTOR OF SOCIAL EVENTS:** Responsible for planning and organizing activities and social events for the membership.

**LIBRARIAN:** Responsible for distribution and collection of all music and for maintaining the ACWE music library.

**EQUIPMENT MANAGER:** Responsible for the set-up and takedown of chairs, stands, and any special equipment at rehearsals and concerts. Responsible for the maintenance, repair, transportation, and inventory of ACWE property.

**HISTORIAN:** Maintains the history of ACWE.

### **Section 6: Officer Installation**

New officers will be installed at the beginning of the fiscal year at a joint meeting of outgoing officers and newly elected officers.

### **Section 7: Incomplete Terms**

In the event of inability to finish a term, the officer shall give one month's notice to the Board and shall assist in finding a replacement. Vacancies will be filled by appointment by the elected officers.

### **Section 8: Removal of Board Members**

Complaints against individual Board members may be lodged with any Board member. Such complaints shall be brought to the offending party by the President or Vice President. A Board member may be removed by a two-thirds majority vote of the Board. Grounds for which a Board member may be removed include, but are not limited to: neglect of duties; habitual absence from meetings; or inability to operate within the scope and intent of these bylaws.

## **ARTICLE V: Music Director**

### **Section 1: Appointment**

The Board shall contract with someone of sufficient qualification to be the Music Director of the Austin Civic Wind Ensemble. The contract shall last one fiscal year and may include a nominal fee. The contract can be renewed.

### **Section 2: Duties**

The Music Director has sole discretion in the musical selection for ACWE as long as it fits within the budget, and reflects the mission of the ACWE. The Music Director is in charge of rehearsals. The Music Director shall set the rehearsal and concert schedule in conjunction with the Board. The Music Director shall attend and give a report at Board meetings. The Music Director does not have a vote on any ACWE business. The Music Director has no financial authority.

### **Section 3: Removal**

The Board may remove the Music Director with a two-thirds majority vote.

### **Section 4: Assistant Music Director**

The Music Director may appoint an Assistant Music Director. The appointment may include a nominal fee. The Assistant Music Director does not have a vote on any ACWE business. The Assistant Music Director has no financial authority. The Board may remove the Assistant Music Director with a two-thirds majority vote.

## **ARTICLE VI: Meetings**

### **Section 1: Rehearsals**

#### ***Sub-section a: Frequency***

Members shall meet once a week for a minimum of two hours in order to rehearse the current music selection. The day and time shall be determined by the Music Director and Board. There shall be two breaks each fiscal year, one starting in December and ending in January and the other starting in July and ending in August. Exact dates will be set by the Music Director and Board.

#### ***Sub-section b: Quorum***

There is no quorum for holding a rehearsal.

### **Section 2: Board Meetings**

#### ***Sub-section a: Frequency***

Board meetings shall occur a minimum of once per fiscal quarter. During months with no Board meeting, the President shall request a status report from each officer. Officers have 48 hours to respond with their reports.

#### ***Sub-section b: Quorum***

A quorum shall consist of both of the following:

1. At least 50 percent of all Board members (elected and appointed officers)
2. At least two (2) of the five (5) elected officers

#### ***Sub-section c: Open Meeting***

Board meetings shall be open to all members in good standing. Members shall be notified at least one week in advance of a board meeting.

#### ***Sub-section d: Motions***

Motions made during a Board meeting will follow this procedure:

1. An officer is recognized and makes a motion.
2. Another officer seconds the motion.
3. The presiding officer restates the motion.
4. The officers debate the motion.
5. The presiding officer asks for the affirmative votes and then the negative votes.
6. The presiding officer announces the result of the vote and instructs the appropriate officer to take action.

The Board may conduct motions by email and/or internet polling at the discretion of the President and only after all members of the Board have been notified electronically. The same procedure as above should be followed. The email thread or polling should be clearly labeled "MOTION". Decisions made electronically will only be considered valid after votes have been cast by two-thirds of the officers. Officers shall have 48 hours in which to respond to the debate and call for votes. The secretary shall record all electronic motions.

### ***Sub-section e: Voting***

Each Board member shall have one vote. Normal votes of the Board require a simple majority of votes cast to pass a motion, unless otherwise specified by other Bylaw provisions.

### **Section 3: Offices**

ACWE shall not be required to maintain physical offices. The Board may establish a principal office at any time. ACWE shall be required to maintain a physical mailing address for legal service and other matters.

## **ARTICLE VII: Fiscal Year**

The fiscal year of the Austin Civic Wind Ensemble shall be September 1 through August 31 of the following year.

## **ARTICLE VIII: Personal Liability**

To the extent permitted by State law, no member, officer, or Director of this organization shall be personally liable for the debts or obligations of this organization of any nature whatsoever, nor shall any of the property of the members, officer, or Directors be subject to the payment of the debts or obligations of this organization.

## **ARTICLE IX: Document Retention Policy**

The Board shall establish and maintain a Document Retention Policy.

## **ARTICLE X: Dissolution**

ACWE may be dissolved upon a vote of two-thirds of the Board and the membership. 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 the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI: Amendment of the Bylaws**

These Bylaws may be amended when necessary by an affirmative vote of not less than two-thirds of Board members present at any meeting, provided a quorum is present, and provided a copy of the proposed amendments are distributed to each Board member at least one week prior to voting. Proposed amendments must be published or distributed to the membership at least one week prior to voting.