

**BYLAWS OF THE
ROSEVILLE COMMUNITY CONCERT BAND
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE ONE – NAME

The name of this corporation is Roseville Community Concert Band (Band). This organization is a non-profit public benefit corporation (Corporation), organized under Section 501(c)3 of the Non-profit Public Benefit Corporation Law for charitable purposes.

ARTICLE TWO – OFFICE

The principal office of the Corporation is located in Placer County, California. The Board of Directors (Board) may change the principal office from one location to another within the county by noting the new address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

PO Box 23, Roseville, CA 95678

Dated: November 6, 2010

_____ Dated: _____

_____ Dated: _____

ARTICLE THREE – PURPOSE

The purpose of the Roseville Community Concert Band is to:

- Give qualified musicians, ranging from talented students to senior adults, the opportunity for individual musical expression and growth;
- Enhance the cultural experiences of those in the community by providing live music at public, private, and civic performances in Roseville and the surrounding areas; and
- Educate the community about the importance of the performing arts.

ARTICLE FOUR – MEMBERSHIP

Section 1 – Qualifications and Admission of Members

Applicants for membership shall be required to audition, unless waived by the Music Director. Each applicant must schedule an audition with the music director and the appropriate section leader. Upon completion of the audition, the applicant will be informed of the membership decision.

Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws, all members shall have the same rights, privileges, restrictions, and conditions. In the course of fulfilling its mission, the Band shall operate without regard to sex, race, national origin, marital status, age, political views or affiliation, religious views or affiliation, sexual orientation, disability, or other factors unrelated to the support of the mission.

Section 2 – Responsibilities of Members

All members of the Band must complete a Membership Form and agree to fulfill all the responsibilities of membership set forth in the Constitution, Bylaws, and Member Handbook. Members shall be responsible for timely payment of any

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membership dues as established by the Board of Directors. The Members shall be required to maintain satisfactory attendance at rehearsals, performances, and other activities; demonstrate continuing musical competence; conduct themselves with collegial and respectful demeanor towards the Band, its members, conductors and guests; and abide by the requirements and regulations stated in the Constitution and Bylaws issued by the Board of Directors. A member of this Corporation is not personally liable for the debts, liabilities or obligations of the Corporation.

Section 3 – Membership Roster

A membership roster shall be kept by a member of the Board of Directors, as appointed annually by the President, and will contain members' contact information and musical experience; attendance and participation records; annual dues payment; and a record of all volunteer tasks the member undertakes throughout the season.

Section 4– Termination of Membership

By a majority vote of the Board of Directors, an individual may be placed on probation or have his or her membership terminated for failure to meet the above responsibilities or upon one or more of the following: (1) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests and purposes of the Corporation or (2) Failure to attend regular rehearsals over a period of six (6) months and/or does not show any indication of continuing his or her membership. A Board member will provide written notice to the member regarding the termination of his/her membership in a timely manner.

Section 5 – General Membership Meeting

An annual general membership meeting shall be held each spring at a date and time fixed by the Board of Directors for the purpose of electing new Directors and transacting other business as may be appropriate for the Corporation. Notification of meetings shall be given by the Board of Directors. Special meetings may be called by the Board of Directors, the President, or by 5% or more of the members.

The following proposed actions must be approved by 2/3rds of members present: (1) amending the Articles of Incorporation or By-laws or (2) voting to voluntarily dissolve the Corporation. Meetings shall be presided over by the President or, in his or her absence, by the Vice-President, or in the absence of both, by a Board member chosen by a majority of the members present.

ARTICLE FIVE –BOARD OF DIRECTORS

Section 1 – Qualifications

At least half the members of the Board of Directors should be members of the Band.

Section 2 – Composition

The activities and affairs of this Corporation shall be conducted by the Board of Directors. The Board of Directors shall consist of between six and ten members in good standing with the Band. Specifically, the Board should consist of a President, Vice President, Secretary, Treasurer, between one and five members-at-large (of which one or two may be student representatives), and the Music Director.

Section 3 – Election and Term of Office

Elections will be held annually at the general membership meeting in the spring. A ballot will be prepared in advance of this meeting, and additions to the proposed slate of officers may be made prior to the election. Election will be by secret ballot and each member may cast one vote. Candidates receiving the highest number of votes shall be elected for a term consistent with the Corporation's fiscal year, starting on July 1 of that calendar year, and ending on June 30 of the following calendar year.

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Section 4 – Compensation

Directors shall serve without compensation, with the exception of the Music Director. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in performance of their duties as a director.

Section 5 – Board Meetings

Regular meetings, usually monthly, of the Board of Directors shall be held at a time and location selected by the Board of Directors. Special meetings of the Board may be called by the President, Vice-President, Secretary, or by any two (2) Directors to handle emergency matters or where immediate action is required. A quorum of one-half (1/2) of the Directors must be present to conduct business. All meetings shall be open to the membership of the Band. Each member of the Board shall have one vote.

The Board may declare itself in executive session (President, Vice President, Secretary and Treasurer) solely for the purpose of discussing personnel matters. The Music Director shall serve as a voting member of the Board of Directors, but shall not participate or vote in any matters involving his or her retention, compensation, or terms of contractual agreement.

The President shall preside over meetings of the Board of Directors, or in his/her absence, by the Vice-President, or in their absence, by a member chosen by the majority of the Directors present. The Secretary shall record appropriate minutes of the meetings of the Board or in his or her absence, the presiding officer shall appoint another member to act as Secretary.

Section 6 – Vacancies

Vacancies on the Board of Directors shall exist upon the death, resignation, or removal of any Director. A member may be removed from the Board of Directors for cause by a three-fourths (3/4) vote of the remaining Board members. The Board may declare vacant the office of a director who has been declared unsound of mind by an order of court or convicted of a felony. Any director may resign effective at a later date or upon giving notice to any member of the Board of Directors.

A vacancy on the Board of Directors occurring between elections shall be filled as soon as possible. New Board members may be proposed by the Board or may volunteer themselves. In lieu of a mid-term election, new Board members shall be voted into office by a majority vote of the Board of Directors.

Section 7 – Non-Liability of Directors

A Director shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 8 – Conflict of Interest

Any Board member may, at any time, recuse himself or herself from discussions or votes in which he or she has any conflict of interest. The Board of Directors may recommend, by a majority vote, to have a Board member recuse himself or herself.

ARTICLE SIX – RESPONSIBILITIES OF DIRECTORS

Section 1 – Responsibilities of Directors

In addition to the responsibilities stated elsewhere in the Constitution and Bylaws, the Board of Directors shall have the authority to establish dues, approve the annual budget, commit the Band to performance obligations and other activities, engage independent contractors and establish their duties and compensation, enter into contracts, enter into

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obligations of indebtedness, and determine the pledging of assets as security. The Board of Directors shall develop and publish the Membership Handbook and other policies of the Band as necessary to implement the Constitution, Bylaws, and actions of the Board. The Board of Directors may appoint such other committees, volunteers or agents as it wishes. Such committees, volunteers or agents shall serve such terms, have such authority, and perform such duties as prescribed by the Board.

Section 2 – Responsibilities of the President

The President shall: preside at all meetings of the Corporation and of the Board of Directors unless a substitute person is specifically appointed; provide oversight of all standing and ad hoc committees, volunteers and agents for the Corporation; provide oversight of all Board members and Band members; execute such deeds, mortgages, bonds, contracts, insurance, and checks as authorized by the Board; assign necessary tasks to Board members, committees, agents and volunteers as necessary to the functioning of the Band; and perform such other duties as necessary to carry on the work of the Board.

Section 3 – Responsibilities of the Vice-President

The Vice-President shall: assume the powers and duties of the President during his or her absence or recusal; assist the president in oversight of all committees, volunteers, and agents; assist the president with administrative matters; serve as parliamentarian of meetings and other activities of the Board; assist the President in assigning necessary tasks to Board members, committees, agents and volunteers as necessary to the functioning of the Band; and perform such other duties as necessary to carry on the work of the Board.

Section 4 – Responsibilities of the Secretary

The Secretary shall: maintain the original or copy of these Bylaws as amended; maintain a book of minutes of all meetings of the Board, meetings of Committees, and both regular and special meetings of the Corporation; exhibit the Bylaws, membership rosters and minutes of Board meetings as requested; and perform all duties of the office of Secretary, including taking minutes and other duties as assigned by the Board.

Section 5 – Responsibilities of the Treasurer

The Treasurer shall: be responsible for all funds and securities of the Corporation, and to deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be approved by the Board; receive and give appropriate receipt for monies received by the Corporation from any source; disburse funds of the Corporation as may be required; maintain and keep adequate and correct accounts of the Corporation's properties, equipment, and business transactions, including accounts of its assets, liabilities, receipts and disbursements; exhibit at all reasonable times the books of account and financial records to any Director or to his or her attorney; render to the President and Directors whenever requested an account of any or all of his or her transactions as Treasurer of the financial condition of the Corporation; prepare or cause to be prepared, the Financial Statements and supporting documents including Tax Records for certification; be responsible for annual payment of Liability Insurance; prepare an annual budget to submit to the Board of Directors for the Spring meeting; and shall perform all duties of the office of Treasurer and such other duties as may be assigned by the Board.

Section 6 – Responsibilities of Board Members-at-Large

There may be up to 5 elected Board Members-at-Large who shall perform duties as prescribed by the Board of Directors. One or two of the at-large positions may be filled by a student representative (12th grade or younger) of the Band. Members-at-Large are voting members of the Board and are available to perform duties assigned by the Board.

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ARTICLE SEVEN –MUSIC DIRECTOR

Section 1 – Hiring of the Music Director

When a new Music Director is needed, the Board will locate such a person by whatever means it believes appropriate. All candidates must possess qualifications to maintain and improve the Band's level of performance involvement and improvement in the community. A majority vote by the Board of Directors is required to hire a new music director.

Section 2 – Contracting with the Music Director

The Music Director of the Band shall serve as an independent contractor appointed by the Board of Directors. Execution of this contract must be in compliance with requirements of contracts as referred to elsewhere in these bylaws. Contracts with the Music Director will be for a one-year term, July 1 – June 30, to coordinate with the Band's fiscal year. Contracts may be renewed annually. Contract terms are to be negotiated and finalized in Executive Committee and then approved by a majority vote of the complete Board.

Section 3 – Responsibilities of the Music Director

The Music Director shall exercise final authority in all musical matters. He/she shall determine the musical qualifications of applicants for membership in the Band; make all decisions regarding acceptance of applicants, instrumentation, and seating within sections; select all repertoire; have final approval on the choice of guest artists; and assist with setting the performance schedule. The Music Director will insure timely communication with the Board and will coordinate repertoire selection with the Band's publicity, audience development, and grant writing activities.

The Music Director will serve as an ex-officio member of the Board of directors. The Music Director shall serve as a voting member of the Board of Directors, but shall not participate or vote in any matters involving his/her retention, compensation, or terms of contractual agreement.

Section 4 – Termination of Music Director Contract

Termination of a contract with the Music Director must be discussed and approved by three-fourths (3/4) of the Corporation's Board of Directors and voted in agreement by a majority of the Corporation's members. Upon termination of an active contract by this Board or by the Music Director, a new Music Director should be hired, using the terms listed above in Section 1.

ARTICLE EIGHT – COMMITTEES, AGENTS AND VOLUNTEERS

Section 1 – Appointing Committees, Agents and Volunteers

The Board of Directors may designate committees, agents or volunteers to act in an advisory capacity to the Board. These designees need not be current members of the Band. All committees, agents and volunteers should keep regular records of their activities and report to the Board as needed.

Section 2 – Executive Committee

The Executive Committee shall consist of the Music Director, President, Vice President, Secretary and Treasurer. Responsibilities shall include the day-to-day management of the affairs of the Band including the taking of such emergency actions as may be necessary when a meeting of the Board of Directors shall be impractical. The Executive Committee, minus the Music Director, shall be responsible for negotiating contract terms with the Music Director.

Section 3 – Activities of Committees, Agents and Volunteers

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The scope of responsibilities for committees, agents, and volunteers can vary from season to season, and can include, but are not limited to: publicity, fund raising, grant writing, equipment management, music library, historian, social events, audience development, budget and finance, concert planning, and personnel. The President of the Corporation will ensure that all tasks necessary to the functioning of the Band are assigned and completed.

ARTICLE NINE – ADMINISTRATION

Section 1 – Execution of Contracts

The Board of Directors may authorize any Director or agent of the Corporation to enter into any contract or execute and deliver any documents in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no single director or agent shall have any power or authority to bind the Corporation by any contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 – Checks and Notes

Checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Corporation shall be signed as determined by the Bank or other financial institution. The Board shall be responsible for designating signatory requirements for expenditures.

Section 3 – Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 – Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for the charitable or public purposes of this Corporation without expectation of services by the Band or Board.

Section 5 – Corporate Records

The Corporation shall keep at its principal office or at such other place as the Board may determine:

- (a) Minutes of all meetings of the Board, of committees of the Board, and of all meetings of the Corporation, including the time and place of holding such meetings, whether regular or special, how called, the names of those present, and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, and income/expense and tax records.
- (c) Membership roster.
- (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, that shall be open to inspection by the members of the Corporation at all reasonable time.

Section 6 – Inspection Rights

Every Director or his agent or attorney shall have the right to inspect and copy all books, records and documents and also to inspect the physical properties of the Corporation at any reasonable time. A member of the Corporation or his or her agent or attorney shall have the right to inspect all books, records and documents of the Corporation or of the Board upon written request by the member, for a purpose reasonably related to such person's interests as a member.

Section 7 – Annual Report

The Board shall furnish an Annual Report not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors and to any member who requests it in writing. The report shall contain the

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following information:

- (a) A Balance Sheet of the assets and liabilities for the fiscal year end.
- (b) Receipt and Application of Funds Report listing the principal changes in assets and liabilities.
- (c) An Income Statement listing the income and expenditures for the fiscal year.

Section 8 – Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each year.

ARTICLE TEN – AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit non-profit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Majority approval of the Board of Directors, unless the Bylaw amendment would materially and adversely affect the rights of members, and
- (b) By majority approval of the members of this Corporation.

This document is created without the benefit of any professional legal counsel. It is the understanding of the Corporation that the intent of any statements made here shall prevail.

DATED: November 6, 2010

Joseph Oele, President

Leslie Whitesel, Vice President

Elizabeth Young, Secretary

Brian Heywood, Treasurer

Stephanie Sugano, Music Director