

*Constitution
and
By-Laws
of the
Greenwood
Community
Band*

January 2016 (Revised)

Article I. Name and Purpose

Section A. - This organization shall be known as the Greenwood Community Band

Section B. - Its purpose shall be:

1. To contribute positively to the musical environment of the area it serves whether local, state, national or international.

2. To provide an opportunity for individual musical expression and growth among its members

3. To provide an opportunity for contact between and among musicians.

4. To reaffirm the community concert band position in American music.

Article II. Membership

Section A. - Qualifications for Membership

1. Anyone who is interested in the purposes of the Greenwood Community Band may be considered a candidate for membership, provided that:

a. The applicant qualifies to the satisfaction of the conductor.

b. Current membership dues have

been paid.

2. Individuals shall remain members as long as they show musical competence and agree to the conditions of membership as stated in the By-Laws.

Section B. - Duties of Members

All members shall take part in the activities of the band.

Article III. Board of Directors

Section A. - Executive Authority

The executive authority of the band is vested in a Board of Directors whose duties will include:

1. Management of the general affairs of the band, taking all action which is compatible with the best interests of the band.
2. Management of the financial affairs of the band.
3. The replacement of members of the Board of Directors who are unable to complete their term of office.
4. The establishment of a schedule of rehearsals and concerts.

Section B. - Titles

The Board of Directors consists of:

1. Elected members (who must be members of the band) including:
 - a. Secretary
 - b. Treasurer
 - c. Business Manager
 - d. Personnel Manager/Asst. Personnel Manager
 - e. Publicity Coordinator
 - e. Historian
 - f. Webmaster
 - g. Members at Large (2)
2. Appointed members of the band including:
 - a. The conductor
 - b. The assistant conductors
3. The Business Manager will be The presiding officer.
4. Each member of the board shall have one vote.

Section C. - Election of Board of Directors

1. On or before September first of each leap year, the Business Manager shall appoint a three-member nominating committee (one,

and only one, of who shall be a board member) for the purpose of preparing a slate of candidates.

2. The nominating Committee shall present its report to the band membership at the third rehearsal in September. They shall present the candidate(s) for each position on the board for election or approval by the entire band membership at this rehearsal.
3. Each elected member of the Board of Directors will serve a four-year term, beginning at the beginning of the following playing season.

Article IV. Meetings

Section A. - Meetings of the Board of Directors and meetings of full membership may be called at the discretion of the Business Manager.

Section B. - For any regular or special meeting fifty percent (50%) of the entire membership will constitute a quorum. A majority vote of those present will be sufficient to determine a question.

Section C. - All members in good standing are eligible to vote at all meetings of the members of the corporation.

Section D. - Bi-annual meetings

1. The first bi-annual meeting will be the second Tuesday in April of each year. The purpose of this meeting will be to discuss and plan the upcoming band season.
2. The second bi-annual meeting Will be the second Tuesday which immediately follows the Annual Fall Concert which is the second Sunday in October.

The purpose of this meeting is to review the band season and discuss the Annual Fall Concert. Ideas for the upcoming year may also be discussed.

Article V. Amendments

Section A. - Previous notice of a proposed amendment to this constitution, along with a copy of the proposed amendment, must be presented at a duly constituted meeting of the band membership at least 30 days prior to voting date will be announced.

Section B. - A three-fourths vote of those present and voting will be necessary for its adoption.

Article VI. Liability

Section A. - Limitation of Personal Liability of Directors

A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

The director has breached or failed to perform the duties of his or her office as defined in Section B below; and

The breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to:

The responsibility or liability of a director pursuant to any criminal statute; or

The liability of a director for the payment of taxes pursuant to local, state or federal law.

Section B. - Standard of care and justifiable reliance.

A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director,

including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she

has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board, committees of the board and individual director may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon person with whom the corporation has business and other relations and upon the communities in which the corporation is located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (1) of this Section.

Absent breach of fiduciary duty, lack of good faith of self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section C. - Indemnification in Third Party Proceedings.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the corporation, by reason of the fact that he or she is or was a representative of the

corporation, or is or was serving at the request of the corporation as representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had not reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding, by judgment, order, settlement, condition, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section D. - Indemnification in Derivative Actions.

The corporation shall indemnify any person who was or is a party or is threatened to be made party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in

its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believe to be in, or not opposed to, the best interests of the corporation and expect that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in review of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section E. - Mandatory Indemnification.

Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the corporation has

been successful on the merits of otherwise in defense of any action, suit or proceeding referred to in either Section C or Section D above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section F. - Determination of Entitlement to Indemnification.

Unless ordered by a court, any indemnification under Section C or D above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

By the Board by majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section G. - Advancing Expenses.

Expenses incurred in defending a civil or criminal action, suit or

proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in paragraphs 1 through 3 above.

Section H. - Indemnification of Former Representatives.

Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section I. - Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not

the corporation would otherwise have the power to indemnify such person against such liability.

Section J. - Reliance on Provisions

Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

By-Laws

Section A. - Membership

1. Attendance

- a. Attendance at rehearsals will only be recorded during the period 10 weeks prior to the October formal concert. Members are expected to attend 8 of 10

rehearsals prior to that concert.

2. Rehearsals

Rehearsals usually will be held on Tuesday evenings.

3. Concert Dress

Concert dress shall be determined by the Board of Directors and adhered to by the entire membership.

4. All chair seatings will be determined by the conductor.

5. Membership Dues- The Board of Directors will establish Membership fees

6. Fund Raising - Major fund raising projects involving extensive member participation shall be approved by a majority vote of the membership.

7. Office Location

The Office Location will be the address of the present band director. The corporation may also change office location and have other offices at such other place or places as the Board of Directors may, from time to time, determine.

8. Donated instruments owned by the Greenwood Community Band

Whereas, from time to time, band members, or community members, donate instruments to the Greenwood Community Band, the following policy shall be established. It is understood that the primary reason for donation of instruments is for use by band members. The director, or his designee, will evaluate the condition of donated instruments and recommend to the Board, whether the instrument can be used, or reconditioned by the band, and then used by volunteer band members. If the instrument cannot be used, or satisfactorily reconditioned for use, then the donor will be so informed and the instrument returned, sold or recycled. Usable, donated instruments will be made available on a no-rental fee basis to any Greenwood Community Band member by approval of the Board. It will be the member's financial responsibility to keep borrowed instruments in good repair and in playable condition, and return the instrument if they cannot participate with the band during any band season, usually beginning in May of each year.

Section B. - Board of Directors

1. The business and affairs of the corporation shall be managed by a Board of Directors, which may exercise all such powers of the corporation and do all such lawful

acts and things as are permitted by statute of by the Articles of Incorporation or these By-Laws, or directed or required to be exercised and done by the membership. The fiscal year will be January 1 to December 31.

2. Duties and Responsibilities

a. Business Manager

The Business Manager will schedule and conduct all band board meetings. He/She may assist the conductor in preparation of the agenda for band board meetings. He/She will order and distribute band shirts. He/She will secure ushers and flowers for the annual fall concert. He/She will secure gift cards for conductor (\$100), asst. conductor (\$50) and announcer (\$50) for the annual Fall concert. He/She may recommend appointment of ad hoc committees as needed.

b. Secretary

The Secretary will keep a record of all meetings of the Board of Directors and full membership and other permanent records as may be necessary. He/she will prepare all necessary band

correspondence directed by the board. The Secretary will be the alternate signatory for all checks in the event the treasurer is unable to perform that duty.

c. Treasurer

He/She will keep a record of all financial transactions of the band. He/She will collect and disburse all monies approved by the board and prepare a financial report at the biannual board meetings and when required by the board. He/She will be the primary signatory on all checks.

d. Publicity Coordinator

The Publicity Coordinator will promote and publicize all activities of the band.

e. Personnel Manager (Asst. Personnel Manager)

He/She will schedule and be the contact person for all band performances. He/She will keep an updated list of band members and a list of band member availability for all jobs

coordinating that information with the website administrator and the conductor. He/She may have an assistant as required.

f. Historian

The Historian will keep a written and pictorial record of the band's activities and accomplishments, and memorabilia as may be deemed appropriate.

g. Members-at-Large

The Members-at-Large may be assigned responsibilities by the Band Manager or conductor as needed.

h. Website Administrator

He/She will administer and manage the Greenwood Community Band internet website (www.greenwoodcb.com)

cooperation and best performance standards within the band, the director shall have the responsibility, where necessary, to make seating assignments, solo assignments and designate section leaders. In order to insure the best performance standards, the director shall take disciplinary action where necessary. Expulsion of band members for reasons of non-participation, performance ability or personal behavior shall be the responsibility of the Board.

Section C. - Director

1. The Greenwood Community Band is an adult community band, where participation is based on the desire to play and not by audition. Therefore, in order to provide