

ST. AUGUSTINE CONCERT BAND INC.

Bylaws

Article I Name

This organization, a Florida not-for-profit corporation, shall be known as the St. Augustine Concert Band Inc. (the band).

Article II Purpose

The purpose of this organization is to foster and promote the concert band. In implementing this purpose, the organization's goals are:

1. To contribute positively to the musical environment of the area it serves;
2. To provide an opportunity for individual musical expression and growth among the membership;
3. To stimulate interest in the creation of concert bands through participation in music clinics and tours;
4. To assist in musical education through the presentation of concerts, clinics, festivals and scholarships;
5. To reaffirm the concert band's position in American music by broadening appreciation of the range and depth of wind band music.

Article III Membership

Section 1. QUALIFICATIONS

Applicants for membership in the St. Augustine Concert Band shall have attained the age of 18 years; be required to demonstrate satisfactory musical competence as determined by the music director; and agree to fulfill all the responsibilities of membership set forth in the bylaws and operating procedures.

Junior Membership is available to persons under 18 and meeting the other qualifications for membership. Junior Membership requires parent/guardian approval on the registration form. Junior Membership is non-voting during the junior member's first concert season and includes full voting privileges in succeeding seasons.

Section 2. APPLICATION PROCEDURE

Completion of a suitable audition constitutes an application for membership in the St. Augustine Concert Band. Acceptance will be determined by the music director based on proficiency and need. New members must submit a completed registration/information form.

Section 3. RESPONSIBILITIES OF MEMBERS

Members of The St. Augustine Concert Band are required to maintain satisfactory attendance at rehearsals, performances and other activities; demonstrate continuing musical competence; conduct themselves with collegial and respectful demeanor toward the band, its members, conductors and guests; and abide by the requirements and regulations issued by the board of directors. 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.

Section 4. MEMBERSHIP DUES

The board of directors may establish, change or abolish a membership dues structure and amounts. Members are responsible for timely payment of dues.

Section 5. ELECTIONS AND ANNUAL MEETING

The annual election of officers and board members and any other questions requiring a general membership vote may be scheduled by the Executive Board to occur at a regular general rehearsal, or by email ballot, on any date during the second half of the performance season, to be announced at least 30 days prior to the vote.

Section 6. QUORUM

Attendance by 20 members shall constitute a quorum. Attendance at a meeting by a member constitutes a waiver of notice.

Section 7. VOTING

Each member 18 and over and junior members in their second and succeeding years of membership in good standing will be entitled to cast one vote on each matter before the membership. Should a member not be able to attend a meeting for causes deemed reasonable by the president, vice president, or music director, that member may vote by absentee ballot. The request for a ballot must be submitted to the secretary at least seven days prior to the vote. All votes by absentee ballot must be delivered to the board in an envelope with the requester's printed name and signature on the outside with the sealed ballot inside.

Section 8. LEAVES OF ABSENCE

Any member who expects to be absent from the activities of the band for three or more consecutive weeks shall notify the president or music director and request a leave of absence. Approval will be communicated to the requester by the secretary.

Article IV Rehearsals, Performances and Other Activities

Section 1. PERFORMANCE AND REHEARSAL SCHEDULE

The performance season will typically begin in August and conclude in May of the following calendar year. No later than the June board meeting each year, the music director will present a proposed rehearsal and performance schedule for the upcoming season. The board will ratify the schedule no later than the July board meeting each year. The music director will finalize the adopted rehearsal and performance schedule to all band members no later than Aug. 1 each year. Absent extenuating circumstances (illness/injury, work conflict, family milestones), attendance at all rehearsals and performances listed on the schedule is mandatory

If, during the course of the performance season, the music director becomes aware of a performance opportunity not previously scheduled, it will be presented to the board for acceptance or rejection. Should it be approved, the board will canvass band members to ascertain whether the necessary personnel can commit to the performance date. The music director has final authority on which proposed additional performances will or will not be considered.

Section 2. CONCERT DRESS

At the beginning of the season, the board of directors will establish a uniform concert dress for the various performances of the band. Members may be required to purchase uniform items to comply with the dress standards.

Article V Board of Directors

Section 1. MEMBERSHIP

The board of directors of the St. Augustine Concert Band will consist of nine members of the band who are in good standing. The board will comprise the elected officers of the corporation (president, vice president, secretary, treasurer and four members-atlarge) and the music director. The president serves as board chair. The term for each board member is two years. Each member of the board has one vote. The music director serves as a voting member but cannot participate or vote on matters involving retention, compensation, or the removal of board members.

Section 2. ELECTION

The annual election for membership to the Board of Directors may be scheduled by the Executive Board to occur at a regular general rehearsal, or by email ballot, on any date during the second half of the performance season. **No later than** two weeks prior to this meeting, the nominating committee will publish a slate of candidates by positions. Additional nominations may be submitted in writing up to one week before the election. No nominations can be made verbally, and no provision for floor nominations is made. Elections shall be held by secret ballot.

Ballots will be tabulated by at least two band members who are non-candidates and the results will be reported during the same meeting in which the election is held. The top vote-getter in each office will be declared the winner. In the event of a tie the winner will be selected by board members present at the election on the basis of (1) prior service on the board; (2) longevity in the band; (3) longevity in the community. The decision of the board is final.

Section 3. ASSUMPTION OF OFFICE

Newly elected officers and members-at-large of the board of directors assume office as of July 1. A member of the board of directors appointed to fill the unexpired term of another member assumes office on the date of the appointment.

Section 4. REMOVAL OF BOARD MEMBERS

A member may be removed from the board of directors by a three-fourths vote of the remaining board members, excluding the music director.

Section 5. VACANCIES

Vacancies on the board occurring before the completion of a member's term will be filled by action of the board of directors based on simple majority vote of those present constituting a quorum.

Section 6. RESPONSIBILITIES OF THE BOARD

In addition to the responsibilities stated elsewhere in the bylaws, the board of directors may establish dues, approve the budget, commit the band to performance obligations and other activities, engage independent contractors and establish their duties and compensation, and enter into contracts and obligations of indebtedness.

Section 7. REGULAR AND SPECIAL MEETINGS

Regular meetings of the board of directors must be held no less than once per month at a time and location selected by the president. Regular meetings will be announced to board members and to the membership of the band at least one week in advance. Special meetings may be called as needed to address emergency matters or where immediate action is required. The board may declare itself in executive session solely for the purpose of discussing personnel matters. All non-executive meetings are open to the membership of the band. Members are welcome to attend and speak at board meetings. Those wishing to raise a specific issue should inform the chair/president in advance in order to be included on the agenda.

Five board members constitute a quorum of the board of directors. Tie votes will be decided by the president in his/her role as board chair.

Section 8. CONTRACTS

The board of directors may authorize any band member, officer or member of the board, other than those so authorized in the bylaws, to enter into a contract or obligation on behalf of the band. Such authorization unless specified in the authorization shall terminate no later than the last day of the band's fiscal year.

Section 9. BOOKS AND RECORDS

The board of directors will maintain complete, accurate and timely minutes of the business transacted at its meetings and records of the financial condition of the band, and all such information, with the exception of personnel matters discussed in executive session, will be made available upon request to the membership.

Section 10. FISCAL YEAR

The fiscal year of the Saint Augustine Concert Band begins on July 1 and ends June 30.

Section 11. LIMITATION OF LIABILITY AND INDEMNIFICATION

The authority and responsibility for the management of the band is vested in the board of directors, but it is expressly understood that neither the board, nor any member thereof, nor any officer, conductor, or member of the band shall be required to accept personal financial responsibility for the duly authorized bills or obligations, or for the litigation, that may arise from authorized activities of the band carried on in good faith and pursuant of the objectives, purposes and activities prescribed or authorized by the constitution and bylaws.

To the fullest extent permitted by law, the band indemnifies the board, members thereof, officers, conductors and the music director, and each of their heirs, executors, and administrators, from and against all actions, costs, charges, losses, damages, and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties and in their official capacities with the band, except for such acts done, concurred in, or omitted by or through their dishonesty, willful misconduct or gross and reckless negligence.

Article VI Administration

Section I. MUSIC DIRECTOR/CONDUCTORS

The music director and any assistant conductors of the St. Augustine Concert Band are appointed by the board of directors and serve at the board's discretion. In the role of conductor they shall serve as independent contractors. The music director exercises final authority in all musical matters. The music director determines the musical qualifications of applicants for membership in the band; makes all decisions regarding

acceptance of applicants, instrumentation and seating within sections, selects all repertoire, has final approval on the choice of guest artists, and assists with setting the performance schedule. The music director will ensure timely communication with the board.

Section 1A. ASSISTANT CONDUCTOR

In the event of an absence, long-term or short-term, of the music director, a designated assistant conductor will assume the music director's duties. When possible, the assistant conductor will coordinate with the music director regarding rehearsal and performance objectives. The assistant conductor may also provide supporting duties to the music director as requested.

No later than each June board meeting, board members will compile a list of assistant conductor candidates. Primary consideration will be given to active band members in good standing with experience leading school or community bands. Following a vote of the board members, the selected candidate will be notified no later than the following Aug. 1 and will assume duties with the season's first rehearsal.

Section 2. OFFICERS AND DIRECTORS

The executive committee of the St. Augustine Concert Band consists of the president, vice president, secretary and treasurer, who shall be elected by the membership of the band. The responsibilities of the officers shall include those listed below and any others that may from time to time be established by the board of directors. Each officer is a member of the board of directors.

PRESIDENT

The president is the chair of the board of directors. The president is chief executive officer of the band. He or she oversees the planning and operations of the band and, except as otherwise provided by the bylaws, appoints committee members.

VICE PRESIDENT

The vice president assists with the planning and operations of the band and, in coordination with the president, appoints committee members. The vice president assumes the executive duties of the president in the case of absence or vacancy in the office.

SECRETARY

The secretary keeps minutes of all meetings of the board of directors, rehearsal attendance, and all other permanent records of the band. The secretary maintains and updates a complete, chronologically organized archive of all board and committee documents, programs, recordings and other pertinent materials for the current season, and will make them available to members. The secretary is responsible for ensuring

timely and effective communications of minutes and any other announcements from the board of directors to band members.

TREASURER

The treasurer collects and deposits all dues income and other revenue, issues checks for payment of expenses, keeps the accounts, prepares monthly financial reports for presentation to the board of directors, and ensures successful completion of any audits. Additional duties are listed in the finance committee section. The treasurer is responsible for the timely submission of annual state and federal corporate filings.

DIRECTORS AT LARGE

Directors at large will perform such duties as specified by the president, including membership in standing and special committees. Directors form the pool from which officer vacancies may be filled pending regular elections.

Section 3. SUPPORTING PERSONNEL AND GROUPS

The board may create and fill other supporting positions as it deems appropriate. The board may establish and terminate supportive positions as it deems appropriate. All appointments to supportive groups will be made by the president.

Article VII Committees

Section 1. MEMBERSHIP

Membership on standing and special committees is open to any adult band member except as specifically defined below. All committee appointments are confirmed by the board of directors. The president, vice president and music director are ex officio members of all committees.

Section 2. STANDING COMMITTEES

The committees of the St. Augustine Concert Band are the Budget and Finance Committee, Administrative Committee, and Operations Committee. Except as otherwise specified, each committee will be chaired by an adult member of the board who will present periodic reports on the activities of the committee to the board. The term of the membership on standing committees will be for, but not limited to, one year. Any board member may be appointed chair or co-chair of these committees.

EXECUTIVE COMMITTEE

The executive committee consists of the president/board chair, vice president, secretary and treasurer of the band. Its responsibilities include the day-to-day management of the affairs of the band, including such emergency actions as may be necessary when a

meeting of the full board of directors is impractical. The executive committee will report such actions at scheduled board meetings. The president of the band chairs the executive committee. This committee quorum is three with a majority vote required to pass all motions.

BUDGET AND FINANCE COMMITTEE

The budget and finance committee at a minimum consists of the treasurer, who shall act as committee chair, and a director at large. Membership is also open to non-board members and SACB consultants. Its responsibilities include the preparation of an annual budget and review of the financial condition of the band, which it shall present at the annual meeting. The committee will also oversee fund-raising, marketing and advertising activities. This committee is required to develop long- range (at least three years) financial outlooks for the band.

OPERATIONS COMMITTEE

This committee is responsible for the transport, set-up and tear-down of equipment at all performance venues and will examine such venues for suitability and advise the music director accordingly. It also is responsible for ensuring an accurate physical inventory of all equipment belonging to the band, as well as storage and maintenance of that equipment. The chair will coordinate with small ensemble leaders regarding their performance needs.

ADMINISTRATIVE COMMITTEE

The administrative committee consists of the committee chair and up to three members. It presents to the board chair, no later than the second rehearsal in May, a slate of candidates for all officer and member-at-large positions up for election to the board of directors. The committee is responsible for oversight of the annual election. Other responsibilities include operation and maintenance of the band's website and other social media sites, and storage and operation of the band's music library. The chairman may appoint a music librarian.

Section 3. SPECIAL COMMITTEES

The board of directors may, from time to time, establish special committees. The term of special committees expires on the last day of the band's fiscal year unless otherwise directed.

Article VIII Budget and Finance

Section 1. ANNUAL BUDGET

The annual budget will be prepared by the treasurer and finance committee chair. Once developed, the annual budget will be presented at each July board meeting to be

examined and adopted by the board, and will serve as a guideline for expenditures. The board of directors will regularly monitor the progress of actual versus budgeted revenues and expenses.

Section 2. DEPOSIT OF FUNDS

All funds received by the band must be promptly deposited in such banks or other depositories as the board of directors may select.

Section 3. PAYMENT OF FUNDS

All checks or other drafts authorizing payment of funds will be signed by the treasurer.

Section 4. MUSIC DIRECTOR STIPEND

The music director may receive an annual stipend over the course of the SACB fiscal year as compensation for his/her duties and contributions to the band. At the May board meeting each year, the board will hold deliberations regarding the continuing status of any such stipend. No later than the June board meeting, the board will vote on the status and amount of any stipend for the next fiscal year. The board will notify the music director of its decision no later than the following July 1.

The total dollar amount of any stipend will be distributed to the music director in 12 monthly payments, beginning on July 1 of each fiscal year. A monthly schedule of payments will be set at the time of the stipend's adoption. Distributions will normally be made on the last Friday of each month, excepting holidays when the distribution may be made on the last business day preceding the holiday. Should the music director be unable to perform his/her duties for any month or portion thereof during the fiscal year, the elected board members may vote to prorate the monthly stipend proportional to the time away.

If the music director receives \$601 or more during any calendar year, the treasurer will provide the music director with an IRS Form 1099-Misc no later than Jan 31 of the following year.

Section 5. ASSISTANT CONDUCTOR COMPENSATION

No later than the June board meeting each year, the board may vote to approve some form of single-payment financial compensation or honorarium for the assistant conductor based on his/her performance during the preceding performance season.

Article IX Parliamentary Authority

The most recent revision of Roberts Rule of Order is adopted as the parliamentary authority.

Article X Amendments

These bylaws may be altered or amended by an approval vote of two-thirds of the membership in attendance or by absentee ballot at a duly called regular or special membership meeting. A copy of the proposed amendment will be provided to the membership no fewer than 15 days prior to such meeting.

The following categories of changes to the bylaws do not constitute amendments and may be adopted by vote of the board of directors: Correction of typographic, spelling, grammar or composition errors; changes required to assure compliance with current or future public statutes; changes to procedures made to reflect current practices; changes to operational efficiencies, consolidation of duties and/or assignment of responsibilities.

Revised and adopted May 2020.

Amended May 2024