

**BYLAWS  
OF  
MERIDIAN COMMUNITY BAND**

**A Michigan Non-Profit Corporation**



Approved and Revised by the Board of Directors on November 22, 2011

---

Leann Heywood, Secretary

## **TABLE OF CONTENTS**

### **ARTICLE I NAME AND MISSION STATEMENT**

- 1.01 Name
- 1.02 Mission Statement

### **ARTICLE II MEMBERS**

- 2.01 Members
- 2.02 Voting Members
- 2.03 Annual Meetings
- 2.04 Special Meetings
- 2.05 Notice of Meetings
- 2.06 Quorum
- 2.07 Membership Donation
- 2.08 Termination and Suspension of Membership

### **ARTICLE III BOARD OF DIRECTORS**

- 3.01 Number of Directors
- 3.02 Tenure and Removal
- 3.03 Vacancies
- 3.04 Annual Meeting
- 3.05 Regular and Special Meetings
- 3.06 Notices
- 3.07 Quorum
- 3.08 Committees
- 3.09 Dissents

### **ARTICLE IV NOTICES, WAIVERS, OF NOTICE AND MANNER OF ACTING**

- 4.01 Notices
- 4.02 Waiver of Notice
- 4.03 Action Without a Meeting
- 4.04 Meeting by Telephone or Similar Equipment

### **ARTICLE V OFFICERS**

- 5.01 Elected Officers
- 5.02 Term of Office, Resignation and Removal
- 5.03 Vacancies
- 5.04 Authority

### **ARTICLE VI OFFICERS**

- 6.01 President
- 6.02 Vice President
- 6.03 Secretary
- 6.04 Treasurer
- 6.05 Assistant Secretaries and Treasurers

### **ARTICLE VII COMMITTEES**

- 7.01 Committees

ARTICLE VIII MUSICAL DIRECTOR

- 8.01 Contract
- 8.02 Board Member
- 8.03 Duties

ARTICLE IX SPECIAL CORPORATE ACTS

- 9.01 Orders for Payment of Money
- 9.02 Contracts and Conveyances

ARTICLE X BOOKS AND RECORDS

- 10.01 Maintenance of Books and Records
- 10.02 Reliance on Books and Records
- 10.03 Net Earnings
- 10.04 Use of Funds for Political Influence

ARTICLE XI INDEMNIFICATION

- 11.01 Insurance

ARTICLE XII DISSOLUTION

- 12.01 Dissolution

ARTICLE XIII NONDISCRIMINATION POLICY

- 13.01 Policy

ARTICLE XIV AMENDMENTS

- 14.01 Amendments

# **BYLAWS OF MERIDIAN COMMUNITY BAND**

**A Michigan Non-Profit Corporation**

**Revised November 2011**

## **ARTICLE I NAME AND MISSION PURPOSE**

### **1.01 Name**

The name of the corporation shall be Meridian Community Band, hereinafter referred to as "Band" or "Corporation".

### **1.02 Mission Statement**

The mission of the Band is to:

1. Encourage interest in the performance of quality band literature, and provide the community with the opportunity to attend those performances.
2. Encourage citizens of the community to participate in the performance of quality band literature and to refine technical musical abilities.
3. Provide music for civic and community functions.
4. Maintain 501(c)(3) status of the Internal Revenue Service Code.

## **ARTICLE II MEMBERS**

### **2.01 Members**

A Member of the Band for any period beginning any August 1<sup>st</sup> and continuing through the following July 31<sup>st</sup> (the "Band Year") is any person who rehearses or performs with the Band during the Band Year and who is determined by the Musical Director of the Band to be musically qualified to perform with the Band.

### **2.02 Voting Members**

A Voting Member, for purposes of a particular vote, is a Member who has attended not less than 50% of the Band's rehearsals during the Band Year that have occurred prior to and including the rehearsal at which the vote takes place.

### **2.03 Annual Meeting**

The Members shall meet in April or May of each year to elect directors and to consider other business that may come before the meeting.

### **2.04 Special Meetings**

A special meeting of Members may be held at such time and place as is determined by the President.

1. The President may call a special meeting at any time.
2. The President shall call a special meeting when requested to do so by ten or more Voting Members. The special meeting shall be held within 14 days after the date of the request.

### **2.05 Notice of Meetings**

The date, time, and place of the annual meeting and each special meeting must be announced at a Band rehearsal or performance not less than ten days or more than 60 days prior to the date of the meeting.

## **2.06 Quorum**

A majority of Voting Members present constitutes a quorum for the transaction of business.

## **2.07 Membership Donation**

The Board of Directors may suggest a membership donation. The donation is optional, and non-payment shall not affect membership.

## **2.08 Termination and Suspension of Membership**

The Board may suspend a Member at any time for conduct that is detrimental to the Band's reputation or activities, and, upon suspension, the Member shall not participate in performances, rehearsals, or any other activities until the suspension has been revoked by The Board. During suspension, a Member may not vote or participate in any activities of the Band.

# **ARTICLE III BOARD OF DIRECTORS**

## **3.01 Number of Directors**

The business and affairs of the Band shall be managed by a Board of ten voting Directors. The Musical Director of the Band shall be a non-voting Director. The Board of Directors shall have the discretionary authority to name any number of Emeritus Directors.

## **3.02 Tenure and Removal**

Each elected Director shall hold office for a term of two years that begins on the first of July following the election. The elected board members would be Board Members-Elect from the date of their election until the first of July and would have no voting rights. One half of the Directors will be elected at each annual meeting of Members. Any Director may be removed with or without cause by vote of the Members.

## **3.03 Vacancies**

Vacancies in the Board of Directors occurring by reason of death, resignation, removal, increase in the number of Directors, or otherwise shall be filled by the affirmative vote of a majority of the remaining Directors present though less than a quorum of the Board. A vacancy that will occur at a specific date, by reason of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the newly elected Director may not take office until the vacancy occurs.

## **3.04 Annual Meeting**

The Board of Directors shall meet each year immediately following the Annual Meeting of Members, inclusive of current board members and newly elected board members, for such business that may properly be brought before the meeting.

## **3.05 Regular and Special Meetings**

Regular meetings of the Board of Directors may be held at such times and places as the majority of the Directors may from time to time determine at a prior meeting, or as shall be directed or approved by the vote or written consent of all the Directors. Special meetings of the Board may be called by the President, and shall be called by the President or Secretary upon the written request of any two Directors.

## **3.06 Notices**

Notice of at least ten days but not more than 60 days shall be required for annual or regular meetings of the Board of Directors or for adjourned meetings, whether regular or special. Three days oral or written notice shall be given for special meetings of the Board, and such notice shall state the time, place and purpose or purposes of the meeting.

### **3.07 Quorum**

A majority of the Board of Directors or a majority of the Members of a Committee thereof constitute a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the acts of the Board or of the Committee, except as a larger vote may be required by the laws of the State of Michigan.

### **3.08 Committees**

The Board of Directors from time to time may, by like resolution, appoint such other committees of one or more Directors to have such authority as shall be specified by the Board in the resolution making such appointments. The Board may designate one or more Directors as alternate members of any committee to replace an absent or disqualified Director at any meeting thereof.

### **3.09 Dissents**

A Director who is present at a meeting of the Board of Directors, or a Committee of which the Director is a member, at which action on a corporate matter is taken is presumed to have concurred in that action, unless the Director's dissent is entered into the minutes of the meeting, or unless the Director files a written dissent to the action with the person acting as Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Band promptly after the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action.

A Director who is absent from a meeting of the Board, or a Committee thereof of which the Director is a Member, at which any such action is taken is presumed to have concurred in the action unless the Director files a written dissent with the Secretary of the Band within a reasonable time after the Director has knowledge of the action.

## **ARTICLE IV NOTICES, WAIVERS OF NOTICE AND MANNER OF ACTING**

### **4.01 Notices**

All written notices of meetings required to be given to Directors or any Committee of Directors may be given by mail, e-mail, or facsimile to any Director or Committee Member at the addressee's last address as it appears in the books of the Band. Such notice shall be deemed to be given at the time when the same shall be mailed or otherwise dispatched. Notices may be given orally.

### **4.02 Waiver of Notice**

Notice of the time, place, and purpose of any meeting of Directors or Committee may be waived by notifying an Officer before the meeting. Attendance of a person at any Meeting of Directors or of a Committee constitutes waiver of notice of the meeting. If the meeting was called unlawfully, a Director, at the beginning of the meeting, or upon his or her arrival, can object to the meeting or the transacting of business at the meeting, and does not thereafter vote for or assent to any action taken at the meeting.

### **4.03 Action Without a Meeting**

Except as may be provided otherwise in the Articles of Incorporation, any action required or permitted at any Meeting of Directors or Committee of Directors may be taken without a Meeting without prior notice and without a vote, if all of the Directors or Committee Members entitled to vote thereon consent thereto in writing, before or after the action is taken.

### **4.04 Meeting by Telephone or Similar Equipment**

A Director may participate in a Meeting by conference telephone or any similar communication

equipment through which all persons participating in the Meeting can hear each other. Participation in a Meeting pursuant to this section constitutes presence in person at the Meeting.

## **ARTICLE V OFFICERS**

### **5.01 Elected Offices**

The Board of Directors shall elect or appoint a President, a Secretary, a Treasurer, and one or more Vice Presidents, Assistant Secretaries, or Assistant Treasurers. All Officers must be members of the Board of Directors. The Officers shall be elected at the next scheduled board meeting and no later than 45 days after the Annual Meeting but no later than June 30<sup>th</sup>. The newly elected officers will not formally hold office until July 1<sup>st</sup> following their election. No two offices may be held by the same person. No Officer shall execute, acknowledge, or verify an action in more than one capacity if the action is required by law, the Articles of Incorporation, or these Bylaws to be executed, acknowledged, or verified by one or more Officers.

### **5.02 Term of Office, Resignation and Removal**

An Officer shall hold office for the term of one year from July 1<sup>st</sup> to June 30<sup>th</sup> for which he or she is elected or appointed, and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. An Officer may resign by written notice to the Board. The resignation is effective upon its receipt by the Board or at a subsequent time specified in the notice of resignation. An Officer may be removed by the Board with or without cause. The removal of an Officer shall be without prejudice to his or her contract rights, if any. The election or appointment of an Officer does not of itself create contract rights.

### **5.03 Vacancies**

The Board of Directors will fill any vacancies in any Office occurring for whatever reason.

### **5.04 Authority**

All Officers, Directors, and agents of the Band shall have such authority and perform such duties in the conduct and management of the business and affairs of the corporation as may be designated by the Board of Directors and these Bylaws.

## **ARTICLE VI DUTIES OF OFFICERS**

### **6.01 President**

The President shall be the chief executive officer of the corporation. The President shall ensure that all orders and resolutions of the Board are carried into effect, and the President shall have the general powers of supervision and management usually vested in the chief executive officer of a corporation, including the authority to vote all securities of other corporations and business organizations held by the corporation.

### **6.02 Vice Presidents**

The Vice Presidents, in order of their seniority, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors or the President may from time to time prescribe.

### **6.03 Secretary**

The Secretary shall attend all meetings of the Board of Directors, shall record all votes and minutes of all proceedings in a book to be kept for that purpose, shall give or cause to be given notice of all meetings and of the Board of Directors, and shall keep in safe custody the seal of the corporation.

The Secretary may delegate any of the duties, powers, and authorities of the Secretary to one or more Assistant Secretaries, unless such delegation is disapproved by the Board.

#### **6.04 Treasurer**

The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books of the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the President and Directors, whenever they may require it, an account of his or her transactions as Treasurer and of the financial condition of the corporation. The Treasurer may delegate any of his or her duties, powers, and authorities to one or more Assistant Treasurers, duly elected or appointed by the Board of Directors, unless such delegation is disapproved by the Board of Directors.

#### **6.05 Assistant Secretaries and Treasurers**

The Assistant Secretaries, in order of their seniority, shall perform the duties and exercise the powers and authorities of the Secretary in case of the Secretary's absence or disability. The Assistant Treasurers, in the order of their seniority, shall perform the duties and exercise the powers and authorities of the Treasurer in case of the Treasurer's absence or disability. The Assistant Secretaries and Assistant Treasurers shall also perform such duties as may be delegated to them by the Secretary and Treasurer respectively, and also such duties as the Board of Directors may prescribe.

### **ARTICLE VII COMMITTEES**

#### **7.01 Committees**

The Board of Directors shall organize committees and define their functions at their discretion. A Director shall be a member of each committee to oversee its function and report to the Board of its activities. Committee assignments will be reviewed annually at the first scheduled board meeting following the Annual Meeting and changed as needed. The President may remove a committee member at any time with or without cause. The President shall appoint a Chairperson for each committee. The Chairperson will appoint his or her members.

### **ARTICLE VIII MUSICAL DIRECTOR**

#### **8.01 Contract**

The corporation shall contract with a Musical Director as an independent contractor to serve as the corporation's conductor for purposes of rehearsals and performances and to serve as a resource person for the corporation for all musical aspects of the corporation's activities upon confirmation of at least two thirds of the Board. The Musical Director shall have such musical and conducting expertise as the Board of Directors shall determine.

#### **8.02 Board Member**

The Musical Director shall be a non-voting Member of each committee of the corporation and shall serve as a resource person for each such committee.

#### **8.03 Duties**

The Board of Directors shall determine the scope of activities of the Musical Director.



## **ARTICLE IX SPECIAL CORPORATE ACTS**

### **9.01 Orders for Payment of Money**

All checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the Band shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

### **9.02 Contracts and Conveyances**

The Board of Directors of the Band may in any instance designate an Officer and/or agent who shall have authority to execute any contract, conveyance, mortgage, or other action on behalf of the Band, or may ratify or confirm any execution. When the execution of any action has been authorized without specification of the executing Officers or Agents, the President or any Vice President, the Secretary or Assistant Secretary, or the Treasurer or Assistant Treasurer may execute the same in the name and on behalf of the corporation and may affix the corporate seal thereto.

## **ARTICLE X BOOKS AND RECORDS**

### **10.01 Maintenance of Books and Records**

The proper Officers and Agents of the Band shall keep and maintain such assets, books, records, and accounts of the Band's affairs, minutes of the proceedings of its Board and Committees, if any, as the Board of Directors shall deem advisable, and as shall be required by the laws of the State of Michigan and other states or jurisdictions empowered to impose such requirements. Books, records and minutes may be kept within or without the State of Michigan in a place that the Board shall determine.

### **10.02 Reliance on Books and Records**

In discharging his or her duties, a Director or an Officer of the Band, when acting in good faith, may rely upon information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

1. One or more Directors, Officers of the Band, or agents of a business organization under joint control or common control, whom the Director or Officer reasonably believes to be reliable and competent in the matters presented.
2. Legal counsel, public accountants, engineers, or other persons as to matters the Director or an Officer reasonably believes are within the person's professional or expert competence.
3. A Committee of the Board of which he or she is not a Member, if the Director or Officer reasonably believes the committee merits confidence.

A Director or Officer is not entitled to rely on the information set forth above if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

### **10.03 Net Earnings**

No part of the net earnings of the Band shall inure to the benefit of or be distributable to its Members, Directors, Officers or other private persons, except that the Band 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 above.

### **10.04 Use of Funds for Political Influence**

No substantial part of the activities of the Band shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public

office. Notwithstanding any other provisions of these Bylaws, the Band shall not carry on any other activities not permitted to be performed:

1. by a Band exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code; or
2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **ARTICLE XI INDEMNIFICATION**

### **11.01 Insurance**

The Band will purchase and maintain a general liability insurance policy by an admitted carrier of the State of Michigan.

## **ARTICLE XII DISSOLUTION**

### **12.01 Dissolution**

In the event of dissolution or liquidation, the net assets of the Band, after provision has been made for payment of all debts, shall be transferred or conveyed to one (1) or more domestic corporations, societies, or organizations, including federal, state, and/or local governmental agencies, engaged in activities furthering such exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE XIII NONDISCRIMINATION POLICY**

### **13.01 Policy**

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

## **ARTICLE XIV AMENDMENTS**

### **14.01 Amendments**

The Bylaws of the Band may be amended, altered, or repealed, in whole or in part, by the Board of Directors by two-thirds of a vote at any meeting duly held in accordance with these Bylaws and ratified by a simple majority of the voting membership in attendance.