

WEST HILLS SYMPHONIC BAND, Inc.

BYLAWS OCTOBER 10, 2010

ARTICLE 1. NAME AND PURPOSE

- A. The name of the organization shall be the West Hills Symphonic Band, Inc., also referred to in this document as the 'Organization'.
- B. The purpose of this organization is:
1. To offer musicians of varying ages and ability levels a challenging means of developing and expressing their musical skills
 2. To provide quality concerts for local communities that enlighten, uplift and educate audiences
 3. To promote the rich heritage and ongoing, vital role of the American community band

ARTICLE 2. MEMBERSHIP

- A. The members of the West Hills Symphonic Band shall be known as 'Performing Members'. Performing members shall be nineteen years of age or older.
- B. Members who are high school students shall be classified as 'Associate Members'.
- C. Individuals who wish to become Performing or Associate Members shall contact the Principal Conductor/Musical Director, who will review qualifications, contact references as needed, and shall be responsible for the decision concerning acceptance.
- D. Performing and Associate Members maintain 'Active' membership status by participating in at least one concert during the Organization's season, defined as from September through August. Names of Active Members shall be included in concert programs, on the website, and in the email distribution list. The final determination of active membership status will be made by the Principal Conductor/Musical Director.
- E. Active Members are expected to attend as many rehearsals and concerts as possible, extending the courtesy of notification to the Organization when not able to participate.
- F. After consulting with the Principal Conductor/Musical Director, the Board, by a majority vote, may remove a Performing or Associate Member from Active Member status for actions deemed counter to the Mission Statement of the Organization.
- G. The Principal Conductor/Musical Director may invite other musicians to rehearse and/or perform to meet an instrumentation need for a given concert or concerts. Those musicians shall be classified as 'Guests' and not be granted membership status at that time.
- H. An individual may be named an 'Honorary Member of the West Hills Symphonic Band' for distinguished service to or support of the Organization. Only Performing Members may nominate candidates for consideration by the Board, with approval granted by majority vote of the Board.

ARTICLE 3. GOVERNMENT

A. Government of the Organization shall be vested exclusively in a Board of Directors, whose responsibilities shall include, but not be limited to, the following:

1. Managing the general affairs of the Organization
2. Appointing the Principal Conductor/Musical Director
3. Managing the financial affairs of the Organization from an established budget
4. Interpreting the Bylaws as well as existing policies and procedures
5. Overseeing the work of all committees

B. The Board of Directors shall consist of nine (9) Active Performing Members of the Organization. Members shall serve staggered terms of three (3) years each with three (3) elected each year. Members may be re-elected.

C. The Board of Directors shall determine a date, time and location for the Annual Meeting of Active and Performing Members, with written notification communicated at least ten (10) days in advance. The Annual Meeting, to include the election of the next Board of Directors, shall be held within three (3) weeks of the first rehearsal of the season. The President shall preside, with only Active Performing Members eligible to vote.

D. No later than three (3) weeks prior to the Annual Meeting, the President shall appoint a Nominating Committee comprised of three (3) members, with one designated as chairperson, to nominate candidates for the three Board Member positions up for election that year. Members of the Nominating Committee cannot be current members of the Board and shall not be eligible to be nominated. Any other Active Performing Member of the Organization shall be eligible to be nominated, with acceptance of nomination implying a willingness to serve.

E. At the Annual Meeting, the Nominating Committee shall present the names of three or more candidates. The quorum shall consist of the members present. Additional nominations may be made from the floor. Acceptance of nomination implies a willingness to serve. If there are more than three candidates, voting shall be by secret written ballot, with the ballots tabulated by the members of the Nominating Committee. A simple majority shall be needed for election, with ties broken by a runoff election held before the meeting is adjourned.

F. Should a vacancy occur on the Board of Directors, the President shall appoint an Active Performing Member to complete the term within four (4) weeks from when the notification was received.

G. New members of the Board of Directors shall take office at the first rehearsal following election or appointment.

H. Meetings of the Board of Directors shall be scheduled throughout the year at a frequency, date, time and place set by the President or, in the event of absence or inaction, by a majority vote of the Board of Directors.

I. A meeting of the Board of Directors cannot be held unless a quorum is present. A quorum shall consist of two-thirds (6) of its members. The Board of Directors shall determine a procedure for vote by proxy.

J. The Principal Conductor/Musical Director and the Associate Conductor shall be invited to attend each Board Meeting in a non-voting, advisory capacity, but may be asked to leave the room to permit the board to address a particular issue at the board's discretion.

K. A Board Member whose absences from three (3) official board meetings are unaccounted-for may be removed from the Board by a majority vote of the remaining Board members.

L. Standing Committees shall be organized within these general guidelines

1. All Active Performing Members shall be eligible to serve on a Standing Committee. The President shall appoint the chairperson, who then may choose to appoint additional members. The committee shall be active for one season, the remaining balance of the given season, or until the assigned duties are completed. Members may be re-appointed.

2. Each Standing Committee shall meet at the call of its Chairperson.

3. Each Standing Committee shall report to the Board of Directors as requested. If a written report is included, an electronic file and hard copy shall be submitted to the Secretary to be placed in the permanent records.

M. Ad Hoc Committees may be appointed by the President or the Board of Directors.

N. Special meetings of the Active Performing Members may be called by the Board of Directors with written notification of the date, time and agenda communicated at least seven (7) days in advance.

ARTICLE 4. OFFICERS

A. The Board of Directors shall elect officers at its first meeting to serve until the next Annual Meeting, including a President, Vice President, Secretary and Treasurer. The same person may hold both the Secretary and Treasurer positions if approved by a majority vote of the Board.

B. The President shall perform the following duties:

1. Preside at all official meetings of the Active Performing Members and the Board of Directors

2. Appoint committee chairpersons and serve as an ex-officio member of all committees

C. The Vice President shall perform the following duties:

1. Assist the President when called upon
2. Perform the duties of the President in his or her absence

D. The Secretary shall perform the following duties:

1. Keep accurate minutes at all official meetings of the membership and of the Board of Directors. Email an official copy of the minutes to each member within ten (10) days of the meeting
2. Keep a copy of the computer file and hard copy of meeting minutes and all other official documents to comprise the official permanent records of the Organization for archival reference and to pass on to the next Secretary
3. Maintain accurate attendance records of members participating in the concerts
4. Maintain an accurate membership roster with contact information, including name, address, home phone, cell phone and primary email address
5. Provide effective communications within the membership and externally as directed by the Board of Directors

E. The Treasurer shall perform the following duties:

1. Receive all funds and pay all bills or disbursements authorized by the Board of Directors
2. Maintain an itemized accounting of all receipts and disbursements
3. Sign checks for disbursements of \$100 or less, and sign checks for disbursements over \$100 along with the President
4. Submit a current budget report to the President no later than five (5) days prior to a scheduled meeting of the Board of Directors or when requested by the President or the Board itself. Submit a summary financial report for the entire fiscal year to the President no later than by September 1. The fiscal year of the Organization shall be from August 1 through July 31.
5. Submit financial records for review at any time as directed by the Board of Directors, including prior to the transfer of the records to a new Treasurer
6. Complete Federal tax forms

F. An officer may be removed from office by a majority vote of the quorum at an official meeting of the Board of Directors, with a replacement elected from the remaining members to complete the term.

ARTICLE 5. CONDUCTORS

- A. The Board of Directors shall appoint the Principal Conductor/Musical Director at an official meeting, with approval confirmed by a majority vote of the quorum.
- B. The Principal Conductor/Musical Director may nominate an Associate Conductor to the Board for consideration at an official meeting, with approval confirmed by a majority vote of the quorum.
- C. The Board of Directors may dismiss the Principal Conductor/Musical Director and/or the Associate Director at an official meeting by a two-thirds (2/3) vote of the entire Board. All nine members must be present or represented by proxy.

ARTICLE 6. ORDER OF BUSINESS AND RULES OF ORDER

Except as otherwise provided in these Bylaws, all questions of order of and with respect to any meeting or action of this Organization, its Board of Directors, or any committee appointed hereunder, shall be determined in accordance with Robert's Rules of Order Newly Revised.

ARTICLE 7. AMENDMENTS

These Bylaws may be amended, altered or revised by majority vote of the existing Board or proper quorum present at the vote meeting. If the Bylaws are to be amended, altered or revised, said amendments, alterations or revisions shall be read to the entire membership of the Organization at two rehearsals, or regular meetings, during the two weeks immediately preceding the scheduled vote meeting. Such readings shall include both the existing provision(s) subject to revision/amendment/alteration, and the proposed revision/amendment/alteration itself. The Secretary shall make copies of the existing provisions and the proposed revisions/amendments/alterations, and said copies shall be made available to members who may request them. Further, the Board Members shall make themselves available to the membership and shall solicit comment from the membership before the vote meeting.

ARTICLE 8. NON-PROFIT STATUS

A. No part of the net earnings of the Organization shall inure to the benefit of any member of the Board of Directors, Officer, Conductor, or any private individual or member, except that reasonable compensation may be paid for services rendered to or for the Organization affecting one or more of its purposes. No member of the Board of Directors, Officer, Conductor, or any private individual or member shall be entitled to share in the distribution of any of the Organization's assets upon dissolution. No substantial part of the activities of the Organization shall be the dissemination of propaganda or otherwise attempting to influence legislation. The Organization shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements.

B. Notwithstanding any other provision of these Bylaws, the Organization shall not conduct or carry on any activities not permitted under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

C. Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purpose of the Organization in such manner, or such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is 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 9. RESTRICTIONS

All members or groups of members of the Organization are prohibited from entering into any contracts on behalf of the Organization or incurring any liabilities in the name of the Organization without advance approval of the Board of Directors.

ARTICLE 10. INDEMNIFICATION

A. Indemnification: Subject to the limitations hereinafter set forth, the Organization shall indemnify the Musical Director, Associate Director, each member of the Board of Directors, officers, employees or agents of the Organization or any organization that such person is serving as a Board Member, director, officer, employee, or agent at the request of the Organization and the heirs, executors, administrators, or assigns of such person to an extent permitted by law, and within the limitations and amounts set forth in the prevailing liability insurance policy held by and in favor of the Organization, or, if so determined and prescribed by the Board of Directors, within the amount of cash assets held by the Organization, and expressly exclusive of other tangible assets including but not limited to printed music, instruments, equipment, supplies, and the like, against all judgments, fines, liabilities, and reasonable expenses of such person (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and only if the indemnified liability arises or arose from an action by or on behalf of the Organization in which such person, or persons, was involved because of anything such person(s) may have done or omitted to do as a director, officer, employee or agent of the Organization or of any organization that such person may have served as a director, officer, employee or agent at the request of the Organization, — but such indemnification can be made

only if a Determination is made by the Board of Directors, as hereinafter provided, that such indemnification should be made. Further, no indemnification of any person as afore-described shall be made outside the terms, limitations and amounts of the prevailing liability insurance policy held by and in favor of the Organization without the express consent of the Board of Directors. Any such indemnification, as described herein, shall not impair any other right any such indemnified person may have.

B. Said indemnification can be made only if a Determination has been made, with or without the advice of Counsel for the Organization, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the members, or by independent legal counsel in a written opinion: (1) that Music Director, Associate Director, Board Member, director, officer employee or agent acted or failed to act, and in either case, in good faith, and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Organization, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful, and (2) that the amount of the proposed indemnification is reasonable, and (3) that the proposed indemnification is just and proper and can be legally made by the Organization under then existing law, and (4) that the indemnification shall be made by the Organization in an amount stated in the Determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted a criminal act, willful misconduct, recklessness, or gross negligence.

C. Advance Payment of Expenses: Expenses incurred by the Musical Director, Associate Director, an officer, Board Member, director, employee, or agent in defending a civil or criminal action, suit or proceeding shall be paid by the Organization in advance of the final disposition of such action, suit or proceeding. However, if it is ultimately determined that the indemnified person(s) is not entitled to be indemnified by the Organization, all advance payments made to said person(s) shall be repaid to the Organization and the Board of Directors shall seek all reasonable, legal and equitable remedies to ensure repayment.

D. Insurance and Indemnification Fund. The Organization shall purchase and maintain liability insurance with reasonable and appropriate limitations, and may establish and fund a self-insurance indemnification reserve fund on behalf of the Musical Director, Associate Director, the members of the Board of Directors, officers, employees and agents of the Organization and a person serving at the request of the Organization as a director, officer, employee, or agent of another organization, against liability incurred in any such capacity, or arising out of the status of such.

E. Validity. The invalidity of any portion of this Article 16 shall not affect the validity of the remainder hereof.

F. Application. This Article shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to the date of enactment 10/10/10.

G. Contract Rights; Amendment or Repeal. All rights to indemnification under this Article 16 shall be deemed a contract between the Organization and each person to be indemnified under this Article 16 pursuant to which the Organization and each such person intended to be legally bound. Any repeal, amendment, or modification of this Article shall be prospective only and shall not affect any rights or obligations then existing.

ARTICLE 11. EFFECTIVE DATE OF THESE BYLAWS

These amended Bylaws were enacted by the membership of the West Hills Symphonic Band on 10/10/10 and supersede the Bylaws of the West Hills Symphonic Band Society dated January 2005.