

KALAMAZOO CONCERT BAND

By-laws

ARTICLE I – The Association

Section 1 – Definition

“The Association” refers to the Kalamazoo Concert Band Association, Incorporated. The Association is a nonprofit organization, as designated by the Internal Revenue Service code 501(c)(3). The State of Michigan has granted the corporation identification number, (CID), 863160, under the Michigan Nonprofit Corporation Act 162, originally filed November 17, 1961.

Section 2 – Purpose

The purpose of the Association shall be to enhance cultural growth within the community, to stimulate a continuing interest in instrumental music by offering “postschool” opportunities for its performing members, and to foster the adult band movement in southwestern Michigan.

Section 3 – Governance

The normal business of the Association shall be conducted by a representative Board of Directors. (Refer to Article III). The Officers (President, Vice President, Secretary, and Treasurer), elected by the Board of Directors, and the Immediate Past President (a nonvoting position unless still serving on the Board) shall be referred to as the Executive Committee. (Refer to Article VI).

Section 4 – Fiscal Year

The fiscal year shall be from May 1st of the current year until April 30th of the next calendar year.

Section 5 – Office

The physical office of the Association is the residence of the Business Manager, 325 Pratt Rd, Kalamazoo Michigan, 49001.

ARTICLE II – Membership

Section 1 – Definition

- A. Dues paying members of the Association shall be those persons who have completed and submitted to the Association such membership applications as may be required; have paid an annual membership fee, the amount to be determined by the Board of Directors annually; and perform on a regular basis with the Kalamazoo Concert Band.

Section 2 – Rights and Privileges

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- A. All members shall be eligible to attend association meetings unless otherwise restricted.
- B. All members and those recruited to serve on the Board shall be eligible for election to the Board of Directors or as officers on the Executive Committee.
- C. Voting
 - 1. Only the Board of Directors and those defined as members are considered qualified to vote at meetings of the Association.
 - 2. Only members of the Board of Directors can vote at meetings of the Board of Directors.
 - 3. Only officers are considered qualified to vote at meetings of the Executive Committee. (Refer to Article I, Section 3).

Section 3 – Dues

Annual dues shall be paid by each dues paying member. The amount shall be determined annually by the Board of Directors.

ARTICLE III – Board of Directors

Section 1 – Function and Compensation

- A. The business, property, and affairs of the Association shall be managed by the Board of Directors.
- B. The Board shall be composed of (11) Directors, who shall serve without compensation.

Section 2 – Election and Term of Office

- A. Members will be elected by the Association and one shall be appointed by the President with the approval of the Board. All terms are three (3) years in length. Additionally, the Immediate Past President receives a one year appointment to the Board, if not otherwise on the Board.
- B. Election shall be by written or electronic ballot of the members of the Association with the election to be held no later than March 31st of the current fiscal year. Officers will be elected at the Board of Directors meeting in April. Newly elected members are effectively on the Board as of May 1st, the first day of the next fiscal year.
- C. Service on the Board may be terminated upon the Board's acceptance of the written resignation of the director or upon a two thirds (2/3) vote of the Board of Directors, if a director has missed a number of Board meetings, has failed to fulfill the duties of the position, and/or has engaged in activities that are detrimental to the organization.
- D. Any vacancy in the position of a director may be filled by appointment of the President, with approval of the Board of Directors. This appointee is an acting director until the end of the vacant term.

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ARTICLE IV – Officers

Section 1 – Election

- A. The Board of Directors shall elect from members of the Board a President, Vice President, Secretary, and Treasurer.
- B. A slate of Officers to be elected for the next fiscal year, will be presented to the existing Board members prior to the April Board meeting. However, nominations from the floor will also be taken at the April meeting.
- C. A Quorum of Directors must be present to elect officers, that number being six (6) or more.

Section 2 – Term of Office

The officers of the Board shall assume their duties at the close of the last Board meeting of the fiscal year and shall hold office until the close of the last meeting of the next fiscal year or until their successors are elected and qualify.

Section 3 – Duties

- A. The President shall have general powers including duties of supervision and management of the Association and shall carry into effect the orders and resolutions of the Board of Directors. The President shall chair all the meetings of the Association, the Board of Directors, and the Executive Committee; shall be an ex-officio member of all other committees; and shall perform such other as shall be assigned by the Board of Directors.
- B. The Vice President shall be the chairman for the Budget Committee; and perform the duties of the office of the President in the absence of the President and shall perform such other duties as shall be assigned by the Board of Directors.
- C. The Secretary shall record the minutes of all the meetings of the Association, the Board of Directors, and the Executive Committee; shall be responsible for notices of all meetings; and shall perform such other duties as assigned by the Board of Directors.
- D. The Treasurer shall supervise custody of all the fund of the Association which shall be deposited in the depositories designated by the Board of Directors. The Treasurer shall be responsible for the books of the Association showing full and accurate accounts of receipts and disbursements. All funds shall be withdrawn or checks written by the Treasurer or such other officer or agent as the Board shall designate. The Treasurer shall perform such other duties as shall be assigned by the Board of Directors.
- E. The Immediate Past President shall generate a slate of Executive Officers to be elected for the next fiscal year, to be submitted to the Board after the general election in March. At the April Board meeting, the officers will be elected from this slate with the opportunity for nominations from the floor. The Immediate Past President shall have the courtesy of an automatic appointment to the Board, if no longer serving an elected term of office.

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Section 4 – Delegation of Power

For any reason deemed sufficient by the Board of Directors, the Board may delegate all or any of the powers or duties of any officer of the Board to any other officer, director, or committee, but no officer or director can vote in more than one capacity.

ARTICLE V – Meetings

Section 1 – Place of Meetings

Any and all meetings of the Association's members, Board of Directors, or Executive Committee shall be held at any place as may be determined by the Board of Directors. Meetings may be virtual.

Section 2 – Annual Meeting

The Annual Meeting of the Association, if deemed necessary by the Board, shall be held near the end of the fiscal year. This can coincide with the general election if done before the end of March.

Section 3 – Board of Directors Meetings

Meetings of the Board of Directors must be held at least annually in April and at the discretion of the Board.

Section 4 – Executive Committee Meetings

Meetings of the Executive Committee may be called by the President or at the request of any three (3) members of the committee.

Section 5 – Special Meetings

- A. Special meetings of the Association shall be held at the call of the President or at the request of twenty (20) percent of the dues paying members.
- B. Special meetings of the Board of Directors shall be held at the call of the President or at the request of any five (5) members of the Board.

Section 6 – Notice of Meetings

- A. Notification of the time and place of any meeting of the Association shall be given no later than ten (10) days prior to the date of the meeting.

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- B. Notification of the time, place and date of any meeting of the Board of Directors shall be given no later than five (5) days prior to the date of the meeting to each member of the Board.
- C. Executive committee meetings may be called on immediate notice in any manner.

Section 7 – Quorum

- A. Twenty (20) members shall constitute a quorum at Annual or special meetings of the Association.
- B. Six (6) members of the Board of Directors shall constitute a quorum at any meeting of the Board.
- C. Three (3) members of the Executive committee shall constitute a quorum at any meeting of the committee.

Section 8 – Meeting Protocol

Parliamentary procedures and the rules of the parliamentary practice comprised in “Robert’s Rules of Order” shall govern proceedings of the Association. These rules even allow for times when the rules can hamper the progress of a meeting, a motion can be made to “Suspend the Rules”, which requires a second, and a two thirds majority vote to execute. There is no debate or amendments when suspending the rules, and the rule does not even have to be named, the motion merely has to describe what you want to do right now that may violate the rules.

ARTICLE VI – Committees

Section 1 – Standing Committees

- A. The Executive Committee shall have and exercise the full authority of the Board in the management of the business of the Association between the meetings of the Board. (Refer to Article I, Section 3).
- B. Operational committees shall be appointed by the President as they are needed.

FINAL 05112023ARTICLE VII – Indemnification

Section 1 – Third Party Actions

- A. The Association shall indemnify any person, to the fullest extent permitted by Michigan law under the Michigan Nonprofit Corporation Act, against all judgments, payments in settlement, fines, and other reasonable expenses (including attorney fees) incurred by such person in connection with the defense of any action, suit, or proceeding, which is

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brought or threatened by a party other than the Corporation or its members, in which such person is a party or is otherwise involved because he or she was or is a director or officer of the Association or an affiliate. Indemnification shall be made if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its members.

- B. This right of indemnification shall continue as to a person who ceases to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 2 – Actions in the Right of the Association

- A. The Association shall indemnify any person, against all expenses, including actual and reasonable attorney fees, and the amounts paid in settlement incurred by such person in connection with the defense or any action, suit, or proceeding, which is brought or threatened by or in the right of the Association or its members, in which such person is a party or is otherwise involved because he or she was or is a director or officer of the Association or an affiliate. Indemnification shall be made if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its members. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Association unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.
- B. This right of indemnification shall continue as to a person who ceases to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of that person.

ARTICLE VIII – Liability

Section 1

- A. No volunteer director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of the volunteer director's fiduciary duty. However, this Article shall not eliminate or limit the liability of a volunteer director for any breach of duty, act, or omission for which the elimination or limitation of liability is not permitted by the Nonprofit Corporation Act, as amended from time to time.
- B. No amendment, alteration, modification, or repeal of this Article nor the adoption of any provision inconsistent with this Article, shall have any effect on the liability of any volunteer director of the Corporation with respect to any act or omission of such

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volunteer director occurring prior to such amendment, alteration, modification, or repeal, or prior to the adoption of any inconsistent provision.

Section 2

- A. The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director occurring on or after the date of this versions of the bylaws incurred in the good faith performance of the volunteer directors duties and in accordance with the Nonprofit Corporation Act, as amended from time to time.
- B. No amendment, alteration, modification, or repeal of this Article nor the adoption of any provision inconsistent with this Article, shall have any effect on the liability of any volunteer director of the Corporation with respect to any act or omission of such volunteer director occurring prior to such amendment, alteration, modification, or repeal, or prior to the adoption of any inconsistent provision.

ARTICLE IX – Dissolution

Section 1 – General

In the event of the dissolution of the Association, all of the Association’s assets, real and personal, shall be distributed to such charitable organization(s) as are described in Code Section 501 (c)(3) of the Internal Revenue Code of 1986 and which are exempt from federal income tax under Code Section 501 (a) or corresponding provisions of any subsequent federal income tax laws as the Board of Directors of the Association shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by order of the Circuit Court for the County of Kalamazoo to such organization(s), as said Court shall determine, which are described in Code Section 501 (c)(3) and which are exempt from, federal income tax under Code 501 (a) or corresponding provisions of any subsequent federal income tax laws.

Section 2 – No Inurement

No part of the net earnings of the Association shall be distributed to or inure to the benefit of any director or officer of the Association, contributor, member, or individual, as prohibited by Code Section 501 (c)(3).

ARTICLE X – Changing the Bylaws

Section 1 – Amendments

The Board of Directors shall have the power to amend the bylaws, providing however, that the Board shall not amend any bylaw fixing qualification, classification, number, or term of office of

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any current existing officer or member of the Board of Directors. Notice of the proposed amendment shall be contained in the notice of the meeting at which the amendment will be considered. Amendment of the bylaws by the Board shall require a two thirds (2/3) vote.

Section 2 – Revisions

The Bylaws shall be subject to revision at the discretion of the Board of Directors. Revision of the Bylaws shall require a two thirds (2/3) vote of the total Board of Directors. Since there are eleven (11) Board positions, eight (8) directors must vote in favor of revision to make a revision official.

Previously Revised 9/24/02; 10/95 (including earlier amendments); 5/96. [Current Revision – April 2006]

{April 2008: Board Members to 11}