

February 9, 2016

BY-LAWS *OF* DANE COUNTY NEW HORIZONS MUSIC, INC.

ARTICLE I. MISSION, VISION AND VALUES

Section 1.01 Mission: The mission of Dane County New Horizons Music (DCNHM), is to provide a band for mature, beginning and intermediate players, with additional bands, orchestras, and/or choruses developed as needed.

Section 1.02 Vision: DCNHM, will be an umbrella association under which the band and other ever evolving musical groups will operate. DCNHM will provide:

- Contracting for lessons and musical director services
- Supporting musical groups with educational, rehearsal and performance opportunities
- Providing instruments such as, but not limited to, percussion

Section 1.03 Values:

- Provide an environment that promotes collegiality
- Promote musical enjoyment and growth in playing ability
- Recognize music as a part of, and a way to obtain, mental and physical wellness and wholeness
- Respecting, honoring, and celebrating diversity in the mature community

ARTICLE II. MEMBERSHIP is open to all adults, with a primary focus on persons 50 years of age and older, who wish to participate in the DCNHM and who pay the participation fee set by the Board.

ARTICLE III. DONATIONS: operating as a non-profit 501(c)(3) corporation, DCNHM accepts individual and corporate donations for the on-going and long-term work of DCNHM.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 Any member of the DCNHM in good standing may be elected by the membership to serve on the Board of Directors (Board). Until the organization reaches a membership of 15 persons, the Board will consist of a President, a Financial Secretary/Treasurer and a Secretary. At such time additional officers and Board members will be elected by the membership of DCNHM and all officers and members of the Board shall begin serving as these by-laws stipulate.

Section 4.02 The role of President will be filled by the previous Vice President. The President will serve a two-year term of office, following which she/he will not be able to serve on the Board in any other capacity for a minimum of two years.

Section 4.03 The Vice President will be elected to serve a two-year term and at the end of this term will succeed the outgoing President.

Section 4.04 The Secretary and Treasurer will be elected in odd numbered years to a two-year term of office. The Vice President and Financial Secretary will be elected in even numbered years to a two-year term of office.

Section 4.05 Officers and members of the Board will be elected to serve a two-year term and may be elected to serve no more than two consecutive terms.

Section 4.06 An officer other than the President or member of the Board may be elected as Vice President even after completing two terms on the Board.

Section 4.07 If any officer or member of the Board is elected or appointed to complete a term of office lasting more than twelve months, she/he shall be considered to have served one whole two-year term for the purposes of re-election.

Section 4.08 The Board shall consist of:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Financial Secretary
- (e) Treasurer
- (f) Two at large members
- (g) The Board may determine if additional community members of the Board are needed and may add them at the Board's discretion.

Section 4.09 The Board shall:

- (a) Attend scheduled business meetings and inform the President or Secretary if the Board member anticipates being absent.
- (b) Serve on standing committees, task forces, and special projects as needed.
- (c) If any member of the Board is unable to attend Board meetings or is unable to perform her/his responsibilities as elected, she/he must tender her/his resignation. If the member refuses to resign, the Board may declare the position vacated.
- (d) In the event that a member of the Board resigns, an interim member may be named by the Board to serve until the next regularly scheduled election.

Section 4.10 Meeting procedures:

- (a) The Board shall meet at least quarterly, or more frequently as needed, to carry out the business of the DCNHM.
- (b) When impractical for a face-to-face meeting, a telephone conference call may be used to transact business with the same requirements as in face-to-face meetings. Since email voting does not allow for an easy question and answer discussion, email voting is not allowed for Board business.
- (c) The President, in consultation with the Executive Committee, shall designate the time and place of all meetings.
- (d) A quorum shall be those present and voting in order for all business to be conducted at a meeting of the Board or Executive Committee unless otherwise restricted by law.
- (e) Roberts Rules of Order shall be followed in all meetings unless these by-laws are in opposition and then the by-laws take precedent.
- (f) When new endeavors and/or changes to existing endeavors are discussed, members of the Board must share how the proposal would be a positive for the organization before they may share any reasons why the proposal should not be studied and/or implemented.
- (g) The DCNHM's musical director(s) shall attend only those portions of the Board meetings which directly relate to her/his/their responsibilities.
- (h) Members of the DCNHM may attend any meeting of the Board, except those portions where personnel matters are discussed.
- (i) Members of the DCNHM with concerns, issues to discuss, etc. should contact the President of the Board or Chair of the appropriate standing committee or task force to secure time on the agenda of a meeting. Such persons must be willing to have their name shared; to meet with the Board, standing committee, or task force; and to meet with any other concerned person(s) as appropriate.

Section 4.11 Responsibilities of the DCNHM Executive Officers:

- (a) President

- (i) Shall preside at all DCNHM membership meetings, Board meetings, and Executive Committee Meetings.
 - (ii) The DCNHM primary mailing address will be the current President's mailing address unless determined otherwise.
 - (iii) Shall appoint members and/or other qualified persons to task forces and standing committees and in consultation with the Board to serve as Web Master and Librarian.
- (b) Vice President
- (i) Shall assume the duties of the office of President if the president is absent from a meeting or is unable to complete the term of office.
 - (ii) Shall succeed the President on completion of her/his term.
- (c) Secretary
- (i) Shall record minutes at all DCNHM membership meetings, Board meetings, and Executive Committee meetings.
 - (ii) Shall maintain up to date by-laws.
 - (iii) Shall maintain all membership records.
- (d) Treasurer
- (i) Shall open, close, and maintain accounts at financial institutions as directed by the Board.
 - (ii) Shall sign checks and pay DCNHM bills upon receipt of completed check and payment voucher from the Financial Secretary
 - (iii) Payment of bills that exceed the pre-authorized amount set annually by the Board must be authorized by both the Financial Secretary and President.
 - (iv) Shall coordinate and prepare the annual operating budget with the Financial Secretary and Board for approval by the DCNHM membership.
- (e) Financial Secretary
- (i) Shall maintain all financial records of DCNHM including information on all musical instruments owned by DCNHM.
 - (ii) Shall maintain financial receipt records of members of DCNHM, shall notify members of any past-due membership fees and shall provide pertinent membership information to the Secretary.
 - (iii) Shall deposit all receipts of DCNHM, prepare a receipt voucher and forward a copy of the voucher to the Treasurer.
 - (iv) Shall review all bills, prepare a payment voucher and check and forward a copy of the voucher and the check to the Treasurer for her/his signature.
 - (v) Payment of bills that exceed the pre-authorized amount set annually by the Board must be authorized by both the Financial Secretary and President.

- (vi) Shall prepare financial statements in consultation with the Treasurer and distribute the same to the Board and membership at their meetings.
- (vii) Shall coordinate and prepare the annual operating budget with the Treasurer and Board for approval by the DCNHM membership.
- (viii) Shall ensure the completion of an annual audit of the DCNHM's financial records and ensure that all tax and regulatory filings are completed and is therefore the corporation's Registered Agent.

ARTICLE V. NON-BOARD LEADERSHIP

Section 5.01 Responsibilities of the musical director(s):

- (a) Is amenable to and serves at the pleasure of the Board and, when necessary, shall attend Board meetings for consultation and informational purposes.
- (b) Shall be considered an independent contractor.
- (c) Shall make decisions regarding music selection for rehearsals, concerts and purchase, following the budget approved by the Board.
- (d) Shall determine the amount of time needed during rehearsals for sectionals.
- (e) Shall make all decisions regarding dates, times, and locations of performances in consultation with the Board.

Section 5.02 Responsibilities of the Web Master:

- (a) Is amenable to and serves at the pleasure of the Board and, when necessary, shall attend Board meetings for consultation and informational purposes.
- (b) Shall design and maintain the DCNHM's web site in consultation with the Board.
- (c) Shall make available to the Board, and any subsequent Web Master, all necessary log-in names, passwords, and other information for maintaining the web site, domain name, etc.
- (d) Shall submit all bills to the Financial Secretary for payment for domain names, web hosting, etc.

Section 5.03 Responsibilities of the Librarian:

- (a) Is amenable to and serves at the pleasure of the Board and, when necessary, shall attend Board meetings for consultation and informational purposes.
- (b) Shall maintain copies of all music owned by DCNHM.
- (c) Shall maintain copies of all performance programs or play lists of DCNHM.
- (d) Shall prepare music for all members of DCNHM in consultation with the musical director(s).
- (e) Shall maintain and annually report all information required for compliance with performance rights of copyrighted music.
- (f) Shall submit all bills to the Financial Secretary for payment for music, copying, etc. for payment.

ARTICLE VI. STANDING COMMITTEES AND TASK FORCES:

Section 6.01 Members of standing committees and task forces shall be appointed by the President from the DCNHM membership and where desirable due to specific skill needs may include persons from the community.

Section 6.02 Members of DCNHM may serve for two, two-year terms on standing committees. Community members serve at the pleasure of the Board on standing committees.

Section 6.03 Duties shall be as determined by the Board, if not apparent from the committee or task force name.

Section 6.04 Responsibilities of the Personnel Committee

- (a) Advertise, interview, and contract with needed musical director(s) who are to be classed as independent contractors.
- (b) Review and recommend proposed written contract(s) for the Board's approval.
- (c) Develop measurable performance objectives for each musical director.
- (d) Meet regularly with each musical director to discuss the musical director's performance and any issues raised by members, the Board, and/or musical director.
- (e) Evaluate the performance of the musical director(s), based on the performance objectives, on an annual basis prior to renewing any contract for services.
- (f) If deficiencies in a musical director's performance are identified, develop an improvement plan with time line for completion in consultation with the musical director.
- (g) Keep written records of all meetings of the committee.

ARTICLE VII. MEMBERSHIP MEETINGS: shall be held each year prior to the start of the DCNHM's fiscal year and at other times as needed.

Section 7.01 The members of DCNHM who are in good standing and are present and voting, shall constitute a quorum for all membership meetings.

Section 7.02 The membership meetings shall be held at such time and place as the Board determines provided at least a thirty-day notice is provided to the membership of DCNHM.

Section 7.03 The business which must be conducted includes approving the budget for the ensuing calendar year, electing the appropriate officers and at large members of the Board, and such other business as is determined

by the Board, membership or required by the State and/or Federal governments for 501(c)3 corporations.

ARTICLE VIII. CONFLICTS OF INTEREST [per IRS 501(c)(3) Regulations]:

Section 8.01 The purpose of this by-law is to protect DCNHM's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Board member of DCNHM or might result in a possible excess benefit transaction. This by-law is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 8.02 Definitions:

- (a) *Interested Person*: Any Board member, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) *Financial Interest*: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (i) An ownership or investment interest in any entity with which DCNHM has a transaction or arrangement,
 - (ii) A compensation arrangement with DCNHM or with any entity or individual with which DCNHM has a transaction or arrangement, or
 - (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which DCNHM is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article VII, Section 8.03(b), a person who has a financial interest may have a conflict of interest only if the appropriate Board of committee decides that a conflict of interest exists.

Section 8.03 Procedures:

- (a) *Duty to Disclose*: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and committee members

with governing Board delegated powers considering the proposed transaction or arrangement.

- (b) *Determining Whether a Conflict of Interest Exists:* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, she/he shall leave the Board or committee meeting while the determination of conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- (c) *Procedures for Addressing the Conflict of Interest:*
 - (i) An interested person may make a presentation at the Board or committee meeting, but after the presentation, she/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (ii) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (iii) After exercising due diligence, the Board or committee shall determine whether DCNHM can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in DCNHM's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) *Violations of the Conflicts of Interest Policy:*
 - (i) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - (ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to

disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8.04 Records of Proceedings: The minutes of the Board and all committees with Board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 8.05 Compensation:

- (a) A voting member of the Board who receives compensation, directly or indirectly, from DCNHM for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of a committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from DCNHM for services is precluded from voting on matters pertaining to that member's compensation.
- (c) A voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from DCNHM, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 8.06 Annual Statements: Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest by-law,
- (b) Has read and understands the by-law,
- (c) Has agreed to comply with the by-law, and
- (d) Understands that DCNHM is charitable and in order to maintain federal tax exemption, DCNHM must engage primarily in activities which accomplish one or more tax exempt purposes.

ARTICLE IX. TERMINATING THE DCNHM: If it becomes necessary for any reason for DCNHM to cease to exist, its assets shall be transferred either to a successor organization, to New Horizons International Music, Inc., or to government.

ARTICLE X. BY-LAW CHANGES:

Section 10.01 These by-laws may be changed at any meeting of the DCNHM membership, provided that a 30-day written/mailed notice, including the proposed changes, has been given to the members.

Section 10.02 A two-thirds vote of the DCNHM members present and voting is required to amend the by-laws.