

Bylaws of the Tooele Valley Wind Ensemble

Approved initial release, June 7, 2021

I. Name

The organization is named "Tooele Valley Wind Ensemble".

II. Type of Organization

The Tooele Valley Wind Ensemble is incorporated in the state of Utah and has applied for and shall maintain recognition of 501(c)(3) tax exemption by the Internal Revenue Service (IRS) as soon as can reasonably be accomplished following the adoption of these bylaws.

III. Mission Statement/Purpose

The purpose of the Tooele Valley Wind Ensemble is to promote artistic enrichment in our community by providing performances of concert band music and by encouraging life-long learning through musical expression and enjoyment.

IV. Membership

Any area resident who exhibits satisfactory playing ability or potential, agrees to adhere to the band's policies, gives regular attendance to rehearsals, and performs regularly with the group is eligible for membership. A new member will be added to the band's roster after attending three rehearsals. Membership voting privileges will be granted to those who are up to date in their dues (if dues are required for the year).

Minors (those under 18 years of age) will be required to complete a parental permission waiver.

A member may self-terminate by informing the Band Manager.

A member may be terminated at the sole discretion of the Board of Directors. The Board of Directors may consider, but are not limited to, the following criteria for termination of membership:

- Violation of the Code of Conduct
- Failure to pay dues (if dues are required for the year) unless arrangements have been made according to the Dues section
- Failure to participate in rehearsals or performances

Membership may be reinstated at a future date except for violation of the Code of Conduct.

V. Attendance and Member Responsibilities

Members are expected to attend all rehearsals and concerts. The Band Manager shall be informed of anticipated absences. Members who will be absent for an extended period of time shall inform the Band Manager as far in advance as possible. Members are encouraged to practice outside of rehearsals but must bring the music to every rehearsal. If a member will miss a rehearsal they must turn in their music folder to the Librarian for safe keeping until they return. All members are required to participate with tasks necessary to run rehearsals and performances (for example: set-up, tear down, moving equipment, passing out and collecting music ...).

VI. Membership Voting

Members wishing to vote on organization issues must attend the meeting where voting will take place. Voting by proxy is not permitted in any form. At least two-thirds of the participating musicians on the current roster (a membership quorum) must be present at any meeting where a voting issue is on the agenda before a vote may be taken of the membership. All membership votes are affirmed by a majority (greater than one-half) vote of the membership quorum.

VII. Rehearsals and Concerts

Rehearsals are held weekly at announced times and locations. The concert dates and locations will be determined by the Board and announced as far in advance as possible. Any additional performance opportunities should be communicated to the Board as far in advance as possible. The Board may optionally query the members for their interest in possible future performances; in this case a simple majority is needed to decide.

VIII. Seating

Seating and assignment of parts will be at the discretion of the section leader. Informal auditions may be held by the Conductor, Co-Conductors, any Board member, or the section leader. Also see the Code of Conduct section. Any section with a large number of members should be self-monitored to maintain accurate instrumentation balance to the band size.

IX. Dress

Rehearsal dress is informal. Performance dress will depend on the venue and season. The performance dress code will be communicated as far in advance as possible.

X. Dues

Annual dues requirements (if any) shall be determined by the Board in January of each year. If required the dues shall be collected by the Treasurer. Cash will not be accepted. Dues (if any) are due by the last rehearsal in February. Exceptions to annual dues will be considered by the Board.

XI. Code of Conduct

Unacceptable behaviors will not be tolerated and can result in immediate and permanent removal from participating in the Tooele Valley Wind Ensemble. Judgement by the Board is final and cannot be appealed. The organization expects its members to conduct themselves in a businesslike manner, always showing respect for the other members. Some examples of unacceptable behaviors include (but are not limited to):

- Drinking, gambling, fighting, swearing
- Sexual harassment
- Discrimination
- Bullying, intimidating others, or otherwise acting in a way that reduces another member's ability to enjoy rehearsing and performing music.

XII. Meetings

General membership meetings will be held a minimum of once a year at a January rehearsal, and otherwise as needed. At these meetings voting will be open to all members in good standing. A general and financial report of the Board shall be given at the yearly meeting.

Board meetings will be held quarterly. Only members of the Board may vote in Board meetings. A quorum for voting by the Board shall be three of the five current voting Board members present. Robert's Rules of Order Newly Revised shall govern the actions of the

Board which are not covered in these bylaws. These rules may be suspended for informal meetings and discussions at the discretion of the chairing officer.

XIII. Fiscal Year

The fiscal year shall be January 1 to December 31.

XIV. Contracts

Only the President and other individuals designated by the Board may officially enter into contracts on behalf of the organization. Non-budgeted contracts may be initiated and executed on behalf of the organization only with the prior approval of the Board.

XV. Conflict of Interest

Whenever a Board member has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

XVI. Amendments to the Bylaws

The Board or any member may propose changes to these bylaws by December 1st for consideration at the annual meeting. Any amendments, changes, or revisions shall be voted on by the membership at the annual meeting. Any revision to these bylaws will take effect upon a majority yes vote of the membership.

XVII. Dissolving the Organization

In the event of dissolution of the organization, the assets of the corporation are to be distributed to a 501(c)(3) organization(s) that provides similar musical opportunities in Utah.

XVIII. Board of Directors

The officers of this organization shall be known as the Board of Directors (also called the Board). The initial Board shall be established at the first meeting that creates this organization. Board positions shall be for a maximum of two years, Board positions may be re-elected. Elections shall be held in December or January and the new board to take their positions in January. There shall be a minimum of five Board members. The quantity of Board positions may not be reduced. The Board positions are:

- President
- Band Manager
- Secretary
- Treasurer
- Conductor, if the Conductor is a paid position he/she is selected by the Board, not elected. He/she would then be a non-voting Board member.
- The most senior Co-Conductor if the Conductor is a paid position.

IXX. President

The President is responsible for leading Board and general membership meetings, and insuring the viability of the organization/business.

XX. Band Manager

The Band Manager (also known as the Vice President) is responsible for recruiting new musicians, maintaining the roster, and verifying absences/attendance.

XXI. Secretary

The Secretary is responsible for taking minutes at meetings, fill in where necessary to help other council members, and arrange performances and rehearsal space.

XXII. Treasurer

The Treasurer is responsible for maintaining the accounting for the non-profit business. A monthly summary/report should be presented at the 1st rehearsal after each month's closing. An annual report to be filed with the State each year. Federal IRS form 990 to be filed annually. The charitable organization permit shall be renewed with Utah Div. of Charities annually.

XXIII. Conductor

The Conductor is responsible for repertoire selection, rehearsing the band, and leading performances.

XXIV. Co-Conductor(s)

Responsible for covering for the conductor should they not be available. Each concert should have one piece conducted by one of the co-conductors, rotating thru the list of co-conductors.

XXV. Equipment Manager

The Equipment Manager is responsible for all arrangements (rehearsals and performances) for large equipment (chairs, stands, large percussion). The Equipment Manager should solicit assistance from the general membership and maintain a core group of helpers. Ideally the Equipment Manager should be from the percussion section.

XXVI. Librarian(s)

The Librarian(s) are responsible for maintaining our library of music. They shall distribute and collect music, keep any music folders for members that will be absent, provide for the orderly storage of all music, and place an identifying symbol on all band-owned music.

XXVII. Social Media Director

The Social Media Director is responsible for maintaining our Facebook page and any other future social media platforms, and maintaining access for Board members.

XXVIII. Website Designer

The Website Designer is responsible for creating and maintaining our web-site.

XXIX. Plurality of Duties

Individuals holding multiple positions is discouraged but allowable if there are no other options. In all cases there must be at least three individuals comprising the Board. If one person holds two positions (for example President and Treasurer) they only get one vote and a Co-Conductor shall be used for the fifth vote.