



A California Public Benefit Corporation

BYLAWS OF THE SOLANO WINDS

Ron Garrison, President

Governing Board Adopted: September 10, 2019



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BYLAWS OF THE SOLANO WINDS

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1 NAME AND OFFICES

SECTION 1. CORPORATE NAME

The name of this corporation is the Solano Winds (the “corporation”).

SECTION 2. OFFICES

The principal office of the corporation for the transaction of its business is located in Solano County, California.

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

P.O. Box 722, Fairfield, California 94533-0072

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate, as in:

3321 Whitemarsh Lane, Fairfield, California 94534

ARTICLE 2 PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The Solano Winds is a community concert band and is a charitable organization conducting its activities in accordance with section 501(c)(3) of the United States Internal Revenue Code. The general purpose for which this corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public Benefit Corporation Law of California, provided, however, nothing in this Article shall be construed to authorize this corporation to carry on any activity for the profit of its Officers, Directors or other persons or to distribute any gains, profits or dividends to any of its Officers, Directors or other persons as such. Furthermore, nothing in this Article shall be construed as allowing the corporation to engage in any activity forbidden under Section 501(c)(3) of the Internal Revenue Code.

The primary objectives and purposes of this corporation known as the Solano Winds shall be:

- To provide local and regional musicians with a recreational opportunity for rehearsing and performing traditional and modern concert band literature;
- To benefit the local and regional community through musical performances by the larger concert band and/or small ensemble groups;
- To offer public performances that enhance civic pride and educate citizens in artistic appreciation, broadening the public awareness of band literature;
- To encourage local school music programs and music students;
- To support, when possible, new concert band compositions by regional composers.

The goal of the Solano Winds is to provide brass, woodwind and percussion players with a place to play their instruments in a friendly and supportive atmosphere, while rehearsing and performing concert band musical literature.

Many American communities have a proud history of "town bands", and our area has demonstrated that it can support a large community concert band and small brass, woodwind and percussion ensembles. Our volunteer musicians rehearse each week, coming to us from their homes in various surrounding counties.

ARTICLE 3 NONPARTISAN ACTIVITIES

SECTION 1. PUBLIC PURPOSE

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

SECTION 2. PROHIBITED ACTIVITIES

The corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above in Section 2.1.

ARTICLE 4 DEDICATION OF ASSETS

SECTION 1. PROPERTY USE

The property of this corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Internal Revenue Code. No part of the net income or assets of this corporation shall ever inure to the benefit of any Director or Officer thereof or to the benefit of any private person; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person

or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the corporation.

SECTION 2. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5 MEMBERSHIPS

SECTION 1. MEMBERSHIPS

This corporation shall have no memberships, employees, or committees with the power to vote on the business of the corporation outside of the Board of Directors. For the purposes of this corporation and these Bylaws, the term “band member” does not imply membership in the corporation but refers only to participants of the band who are part of the Solano Winds organization.

SECTION 2. NON-VOTING MEMBERS

The Board may adopt policies and procedures for the admission of associate members, standing committee members, task committee members or other designated members who shall have no voting rights in the corporation unless they are also current members of the Board of Directors. Such associate or other members, such as band members, are not “members” of the corporation as defined in Section 5056 of the California Corporations Code or any successor provision.

ARTICLE 6 OFFICERS AND DIRECTORS

SECTION 1. NUMBER

The corporation shall have four voting Officers, who consist of President, Vice President, Secretary and Chief Financial Officer (Treasurer), and a minimum of five voting Directors with no more than fifteen voting Directors. Any number of offices may be held by the same person except that neither the Secretary, nor the Treasurer may serve as the President. Officers and Directors are elected by the Board of Directors. Officers and Directors shall be known collectively as the Board of Directors and, as such, have the power to vote on all corporate matters. All business, corporate and organizational actions will be approved by a majority vote of the Board of Directors. The number of Officers and Directors may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as Officer or Director of this corporation. Officers and Directors shall be elected by the Board of Directors, at any time, and each officer shall hold office until they resign, are removed or otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first. Since there are no members of the corporation outside of the Board of Directors and each Officer and Director has specific roles as outlined in these Bylaws, there exists no “at-large” member representing the entire membership of Officers, Directors or band participants.

SECTION 3. OFFICERS AND DIRECTORS AS STANDING COMMITTEE CHAIRPERSONS

The Board of Directors may appoint Officers, Directors or agents as it may deem desirable, to become a Chairperson of one or more standing committees or task committees performing specific benefits to the organization.

SECTION 4. REMOVAL AND RESIGNATION

Any Officer or Director may be removed, with or without cause, by the Board of Directors, at any time by a two-thirds majority vote. The Officer or Director in question may not vote nor may any relative or spouse then serving on the Governing Board vote regarding the removal. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the independent contractor status or employment of any Officer or Director of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer or Director shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 6. POWERS

Subject to the provisions of the California Nonprofit Corporation Law, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, or management company provided that the activities and affairs of the corporation be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

SECTION 7. SPECIFIC POWERS

Without prejudice to the general corporate powers described in Section 6.1., and subject to the same limitations, the Board shall have the following powers.

SECTION 8. OFFICERS, DIRECTORS, AGENTS AND CONTRACTORS

At its pleasure, select, remove, and supervise all Officers, Directors, agents, management companies and contractors of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.

SECTION 9. BORROW MONEY

The Governing Board may authorize the corporation to borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

SECTION 10. DUTIES

It shall be the duty of the Officers and Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Vote or abstain on issues and items affecting the organizational maintenance and governance of the corporation;

(c) Provide leadership, formulate and establish policies and set the Solano Winds strategic corporate direction, ensuring its financial health and general governance;

(d) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation;

(e) Each Director shall serve as chairperson on at least one standing committee while for Officers, serving as a standing committee chairperson is optional;

(f) Supervise agents and employees of the corporation to assure that their duties are performed properly;

(g) Meet at such times and places as required by these Bylaws;

(h) Register Officer and Director addresses with the Secretary of the corporation and valid notices of meetings mailed or e-mailed to them.

SECTION 11. TERMS OF OFFICE

Each Officer and Director shall hold office until the next annual meeting for election of the Officers and Board of Directors as specified in these Bylaws, and until their successor is elected and qualifies.

SECTION 12. COMPENSATION

Officers and Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 6 of this Article. Officers and Directors may not be compensated for rendering services to the corporation in any capacity unless such compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 13. RESTRICTIONS REGARDING INTERESTED OFFICERS OR DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Governing Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months. This may include an Officer or Director serving in a special capacity as an independent contractor to the organization such as musical director or musical librarian or any other position deemed necessary by the Board of Directors. These persons shall be offered reasonable compensation for their expertise as independent contractors approved by the Board of Directors. Compensation of this kind to an Officer or Director is deemed by the Solano Winds Governing Board to be a 5233(d)(2) exception to California Public Benefit Corporation law. These special capacity persons, if members of the Board of Directors, may not participate in Board discussions or vote on their continued participation as an independent contractor or any amount of compensation. Independent contractors may also be required to sign a contract approved by the Board of Directors.

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Officers or Directors and (2) whenever the number of authorized Officers and Directors is increased.

The Board of Directors may declare vacant the office of an Officer or Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Officers and Directors may be removed without cause by a two-thirds majority vote of the Governing Board.

Any director may resign effective upon giving written notice to the President, Secretary, or the collective Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Officer or Director may resign if the corporation would then be left without a duly elected Officer or Director in charge of its affairs, except upon notice to the Attorney General of the State of California.

Vacancies on the board may be filled by approval of the Governing Board or, if the number of Officers and Directors then in office is less than a quorum, by (1) the unanimous written consent of the Officers and Directors then in office, (2) the affirmative vote of a majority of the Officers and Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Officer or Director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until the Officer or Director's death, resignation or removal from office.

SECTION 15. NON-LIABILITY OF OFFICERS AND DIRECTORS

Solano Winds Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, an Officer, Director, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including an Officer, Director, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 7 MEETINGS

SECTION 1. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors.

In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone or similar communications equipment or by email if reasonable and timely steps are taken to ensure facts and opinions are communicated and discussed between members of the Governing Board. Only after a reasonable time has occurred for communication and discussion among a quorum of Governing Board members, may votes be called for by the President, or in the President's absence, the Vice President. The voting format must be simple and transparent among Governing Board members. After the vote, the President will announce the outcome and the Secretary will record and file the results as official minutes of the meeting.

SECTION 2. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Governing Board shall be held the second Tuesday of each month, August through June at 6:00 PM, unless such day falls on a legal holiday or concert date, in which event the regular meeting shall be held at the same hour and place the following week.

At the annual meeting of the Governing Board held in August, Officers and Directors shall be elected by the Board of Directors in accordance with this section.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any Officer, or by any two Directors.

SECTION 4. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the Board shall be held with twenty-four (24) hour notice delivered by e-mail to each Officer and Director. Such notices shall be addressed to each Officer and Director at their email address as shown on the books of the corporation. Notice shall be given of any adjourned regular or special meeting to Officers and Directors absent from the original meeting by the Secretary.

SECTION 5. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 6. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that after the meeting each Officer or Director not present acknowledges approval of the minutes at the next Board meeting. All approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 7. QUORUM FOR MEETINGS

A quorum shall consist of a majority of current Officers and Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as defined above, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in these Bylaws.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Officers or Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 8. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Officers and Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Governing Board.

SECTION 9. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in the absence of the President, by the Vice president. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Judge Rosenberg's *Rules of Order*, revised 2011, and as such, rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provisions of law.

SECTION 10. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" or "self-dealing" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Officers and Directors to so act, and such statement shall be *prima facie* evidence of such authority.

ARTICLE 8 SPECIFIC DUTIES OF OFFICERS AND DIRECTORS

SECTION 1. DUTIES OF THE OFFICERS

Each Officer will:

- Attend board meetings as a corporate member of the Governing Board;
- With Directors, discuss and vote on issues pertinent to the Solano Winds organization;
- Voluntarily contribute in one or more standing or task committee, if time and outside obligations permit;
- If necessary, identify volunteers and delegate these assistants to share the responsibilities for standing committee and task committee duties;
- Abide by Rosenberg's *Rules of Order* during Governing Board meetings;
- Prepare reports to the Governing Board as requested by the Board President;
- Read, understand and adhere to the Bylaws of the Solano Winds;
- Assume fiscal and organizational responsibilities of a Governing Board member as directed by the Board President and as required under the provisions of these Bylaws.

SECTION 2. DUTIES OF PRESIDENT

The President shall:

- Be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers and individual Directors;
- Perform all duties related to the office and other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or those that may be prescribed from time to time by the Board of Directors;

- Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and prepare each *Agenda* for meetings;
- Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors;
- Manage insurance policies including general liability and D&O coverage;
- Assign Advisory Chair positions to Officers and/or Directors;
- Communicate regularly with band participants regarding organizational issues;
- From time to time present to the Board of Directors new policies and procedures that may be required by law or other regulators, such as insurance carriers.

SECTION 3. DUTIES OF VICE PRESIDENT

The Vice President shall:

- In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President;
- The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors;
- Assist Chairpersons of standing committees and task committee participants in meeting their responsibilities.

SECTION 4. DUTIES OF SECRETARY

The Secretary shall:

- Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date;
- Keep at a place as the Governing Board may determine, a book of minutes of all meetings of the Officers and Directors, and, if applicable and practicable, meetings of Standing Committees and task groups, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- Be custodian of the records, the execution of which on behalf of the corporation is authorized by law or these Bylaws;
- Collaborate with the Membership Chair to keep an accurate roster of the current band participants;
- Exhibit at all reasonable times to any Director of the corporation, or to the Director's agent or attorney, on request thereof, the Bylaws, the membership roster, and the minutes of the proceedings of the directors of the corporation;
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these

Bylaws, or which may be assigned to the Secretary from time to time by the Board of Directors.

SECTION 5. DUTIES OF TREASURER

Subject to the provisions of these Bylaws the Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Write receipts and then give addresses and contact information of donors to the Donor Chair;
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to their agent or attorney, on request thereof;
- Render to the President and Directors, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the corporation;
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors;
- Coordinate with Solano Winds accountant to ensure proper filing of taxes and regulatory documents;
- Collect funds from donor events.

SECTION 6. MUSICAL DIRECTOR DUTIES

Musical Director (Concert Band/Small Ensembles) will:

- Be responsible for the musical and artistic integrity of Solano Winds performances and for the overall community popularity of Solano Winds;
- Provide concert program planning by supporting each musical selection to the Governing Board regarding its expected level of performance difficulty, cost, audience enjoyment, educational qualities and anticipated reception by student, beginner and experienced audience members;
- Design each concert performance including theme development and integration of guest artists, ensembles, soloists and visual elements while collaborating with appropriate Standing Committee members;
- Arrange dates and venues for small ensemble and concert band performances;
- Select music and rehearse concert band and small ensembles;
- Submit budget projections to the Board for music programming, equipment and guest artists or conductors as part of the yearly fiscal planning;
- Select and arrange for the procurement of music;

- Conduct approximately thirty-five (35) rehearsals and four (4) concerts during the Solano Winds concert season;
- Work with the Governing Board, band participants and public volunteers to promote a positive atmosphere of community within the organization;
- Network other arts organizations, music directors, and community groups to increase the visibility of the Solano Winds and to encourage collaboration;
- Make final decisions on section leaders, chair assignments and concert participation
- Communicate regularly with section leaders regarding musical expectations and repertoire to cover in any sectionals;
- Have the discretionary ability to make artistic and musical decisions regarding music or musicians;
- Recruit new members as necessary for good instrumental balance;
- Participate in the publicity and promotion of concerts, the community concert band concept and philanthropic support as needed or requested by the Governing Board;
- Work with the Marketing/Publicity Chairperson to provide program notes, biographical sketches of guest performers or conductors and other essential information for use in concert programs;
- Work with the Stage Manager to arrange for all equipment and associated needs at the Downtown Theatre, PVE and other venues for concert performances;
- Coordinate arrangements with individual and group guest performers and conductors;
- Manage all musical aspects of the concert band and small ensembles;
- Participate in professional development opportunities when possible;
- Provide logistical support to the concert band and small musical ensembles;
- Make musical personnel decisions regarding individuals who participate in both the concert band and the small musical ensembles;
- Attend Governing Board meetings and provide a monthly report to the Governing Board.

SECTION 7. DUTIES OF THE DIRECTORS

Each Director will:

- Attend board meetings as a corporate member of the Board of Directors
- With the Officers, discuss and vote on issues pertinent to the Solano Winds organization;
- Be the Chair of at least one standing committee and voluntarily contribute in one or more task committees, if time and outside obligations permit;
- If necessary, identify volunteers and delegate these assistants to share the responsibilities for standing committee and task committee duties;
- Abide by Rosenberg's *Rules of Order*, during Governing Board meetings;
- Prepare reports to the Governing Board as requested by the Board President;
- Read, understand and adhere to the Bylaws of the Solano Winds;
- Assume fiscal and organizational responsibilities of a Governing Board member as directed by the Board President and as required under the provisions of these Bylaws.

SECTION 8. SPECIFIC DUTIES OF STANDING COMMITTEE CHAIRPERSONS

Concert Sponsor Chair will:

- Manage all concert sponsorship activities;
- Recruit a subcommittee to research, identify, solicit, and obtain sponsors;

- Compile a prospect list consisting of past and potential new sponsors;
- Keep accurate mailing lists and records of corporate sponsors;
- Develop, maintain, and implement concert sponsorship guidelines to increase sponsorship recruitment, satisfaction and support;
- Maintain positive working relationships with all corporate or individual concert sponsors.

Donor/Gifts Chair will:

- Organize donor envelope mailing;
- Coordinate with Treasurer for mailing lists of donors as they become available;
- Send thank you letters to donors along with information for free tickets, and provide receipts and confirmation mail for all donors;
- Arrange for any gifts that the board deems appropriate for individual or corporate donors;
- Seek additional donor opportunities;
- Work in coordination with Planned Giving Chair for all large donation activities;
- Maintain positive working relationships with all corporate and individual donors.

Facilities Chair will:

- Collaborate with the Musical Director to secure rehearsal and performance venues;
- Collaborate with the Musical Director, stage manager and local house technicians on issues involving the performance, audience or venue;
- Work with the stage manager to support concert planning and logistics;
- Ensure that any guest artists or visiting group needs are accommodated during rehearsals and concerts.

Grant Chair will:

- Contact organizations that have grant funds available for groups such as Solano Winds;
- Identify, write and submit grants on behalf of the Solano Winds;
- Write all documents as required by the grant, such as applications, reports, financials, evaluations and any other documents;
- Manage grants throughout the course of their existence;
- Develop plans and actions for sustainability and renewal of grants;
- Attend meetings associated with grants applicable to the Solano winds;
- Report to the board on progress of retaining and maintaining grants.

Librarian Chair will:

- Inventory, store and file all music that is owned by Solano Winds;
- Stamp new music with donor name and with Solano Winds name;
- Insure that a sufficient number of parts required by number and instrumentation of band participants are available;
- Assemble and distribute all parts for each work to be performed in a particular concert set, and collect, collate and file all copies of music by individual title;
- Record, maintain, and issue all numbered folios;
- Collect music and music folios from members that leave the band.

Mail, Downtown Theatre Contact and Awards Chair will:

- Obtain and open mail at least twice a week located at P.O. Box 722, Fairfield, California 94533-0072, and immediately inform the Treasurer or Musical Director of any important mail received;
- Bring all mail to band rehearsals to give to Treasurer and Musical Director, as appropriate;
- Assist the President and Musical Director with collaboration and cooperation between the Fairfield's Downtown Theatre and the Solano Winds;
- Pick-up checks of concert profit from the Downtown Theatre after each performance;
- Order and obtain any concert sponsor, donor or other awards or recognitions approved by the Governing Board.

Marketing, Advertising, Publicity and Public Relations Chair will:

- Develop marketing plans to promote the Solano Winds;
- Prepare schedules of marketing mechanisms and publicity publications;
- Arrange newspaper advertising for each concert;
- In collaboration with the Musical Director, select a theme with a consistent design plan for each concert program, poster, postcard, advertisement and other media;
- Explore alternate media for advertising and publicity;
- Coordinate with the Musical Director for key features of concert promotion;
- In collaboration with the Musical Director and President of the Governing Board, act as a representative for public relations, including press releases, interviews, and other public relation opportunities;
- Regularly report to the Board of Directors on the status of Solano Winds marketing, advertising, publicity and public relations;
- Search for competitive agreements with graphic artists and printing shops for quality of work, preferential pricing, delivery schedules and simplified billing.

Membership Chair will:

- Manage all aspects of initial, continuing and ending membership for Solano Winds band members;
- Maintain roster of participants in the band, including current contact information with photographs by consent of the new member;
- Maintain a consensual email list for band participants and Governing Board members;
- Send copies of the current roster to all members of the band;
- In collaboration with the Musical Director, prepare the current years' band participant *Companion*, together with band rehearsal and concert schedules;
- Enthusiastically respond and support individuals seeking to join the Solano Winds;
- Remove members from lists when they exit the Solano winds.

Planned Giving (Major Gifts, Bequests, Endowments) Chair will:

- Build and sustain a strategic planned giving program, with a focus on current donors of \$500+ a year and those giving less who may be candidates for future planned giving opportunities;
- Design and implement comprehensive strategies to identify, research, qualify, cultivate, solicit, and steward major donors;

- Coordinate with the Marketing Chair a strong fund-raising message that appeals to potential donors and is consistent with the mission of the Solano Winds;
- Develop and organize campaigns or events that will lead to soliciting donations;
- Coordinate donor appreciation events with the Donor Chairperson;
- Develop a long-range fund development plan with a mix of strategies including revenue goals and action plans;
- In collaboration with the Musical Director, develop the case for philanthropic support;
- Monitor, track and report progress on the planned giving program;
- Participate in problem solving with the Musical Director and members of the Governing Board to address lags in achievement of objectives and targets.

Raffles Chair will:

- Solicit products from band participants to create baskets to be raffled at selected concerts;
- Arrange baskets, objects to be raffled, furniture for presentation and provide tickets to be sold at each raffle;
- Work in collaboration with the Marketing Chair to advertise each raffle event;
- Organize other minor fund-raising activities;
- Work with Treasurer to secure state raffle/auctions permission documents;
- Announce and/or post results of raffle winners at selected events.

School Liaison and Outreach Chair will:

- Contact directors of Solano County middle and high school music programs to promote student attendance at Solano Winds concerts and offer free tickets and other promotional enticements to deserving students at Solano Winds concerts;
- Work with school personnel to provide concert marketing materials;
- Collect acceptable marketing information on students who attend concerts;
- Give an iTunes or other gift card to one student at each concert;
- Outreach to other community and regional organizations to promote collaborative events and performances;
- Pursue master class/joint performance opportunities when appropriate;
- Assists with communicating to area high schools regarding the Briggs scholarship.

Special Events Chair will:

- Manage all aspects of special event activities;
- Coordinate special event activities with other Chairpersons;
- Contract special event sites as required;
- Arrange for venue, food, service and logistics of special events;
- Work with Marketing Chair to advertise and promote the special event;
- Recruit volunteers both inside and outside of the band to work at the special event.

Technology Chair will:

- Update website design and content with current information;
- Maintain Solano Winds website domains;
- Act as liaison with all electronic vendors;
- Arrange for website services and website content requested by the Governing Board;

- Create and maintain band email list for Membership Chair;
- Work with Treasurer for payments or reimbursements;
- Work with Marketing Chair to make sure calendar and concert information is current and correct;
- Assist in the production and display of multimedia presentations to be used at concerts in collaboration with the Musical Director and photographer;
- Collaborate with concert recordings technician to place recordings on web-site under “Website Music and Video Store”.

Truck Volunteers/Transportation Chair will:

- Register band participants to assist with loading and unloading the truck for each concert at the beginning of each season;
- Send reminders to truck volunteers before each concert;
- Oversee loading and unloading of equipment before and after concerts;
- Manage truck driver responsibilities, including renting appropriately sized truck for equipment;
- Arrange with truck driver as to time and place for each concert pick up and return;
- Identify, recruit, and assign volunteers to perform equipment transportation duties for the band as needed;
- Manage aspects of transportation needs when required.

Uniform Chair will:

- Work with vendor to design, manufacture and distribute Solano Winds shirt;
- Coordinate with Treasurer for vendor and member purchases;
- Maintain adequate inventory of shirts for new and current members;
- Replace white shirt buttons with black shirt buttons if needed;
- Receive money for shirts from members and deliver money to Treasurer;
- Replace shirts of current band participants when requested.

Paradise Valley Estates (PVE) Resident Council Representative will:

- Acts as liaison between Paradise Valley Estates (PVE) and Solano Winds;
- Arrange for concert and special event dates and facilities at PVE;
- Advocate for the continued successful partnership between PVE residents and the Solano Winds.

SECTION 9. NON-GOVERNING BOARD TASK GROUP RESPONSIBILITIES FOR SOLANO WINDS BAND PARTICIPANTS

Section Leaders will:

- Provide musical leadership for their instrumental section;
- Entertain inquiries from prospective new members about joining the band, and, in consultation with the Musical Director, decide whether to accept each new member based on the availability of space within the section, the new member's musical abilities and any other relevant musical or logistical considerations;

- Decide where to place new members within the section based on the section's needs and the musical skills of the section members;
- In collaboration with the Membership Chairperson, organize a section roster with addresses, phone numbers, and email addresses;
- Notify the Membership Chair of any member or contact information changes;
- In collaboration with the Membership Chair, distribute blank Member Information Forms to new and current members to complete, collect the completed forms, and return them to the Membership Chair along with any other pertinent information regarding those new or current band participants;
- Establish and maintain positive relationships between all members of the section. Decide on the part distribution and individual seating assignments within the section, in consultation with the conductor as appropriate;
- Be available to all members of the section to address any questions concerning playing techniques, intonation, and part interpretation;
- Make certain that all section members have a copy of the *Solano Winds Companion*, are aware of any changes in schedule, and understand the expectations for concert dress, attendance, paying dues, and music folder responsibilities;
- Report to the conductor any projected absences within the section for required rehearsals and concerts;
- In collaboration with the Music Director, lead sectional rehearsals as requested.

Stage Manager will:

- Manage and direct physical arrangements for each rehearsal and concert;
- Work with section leaders to determine rehearsal and performance needs;
- In collaboration with the Music Director, develop a seating chart for the band for each concert and concert venue;
- Coordinate the stage venue arrangement and strike rehearsals and concerts with venue staff and the Musical Director;
- Work with the Music Director and Truck Volunteer Chair to arrange for the use of all required Downtown Theatre, PVE or other venue equipment necessary for performances.

Recordings Technician will:

- Select vendor, if necessary, for concert recordings and report findings to the Musical Director;
- Work with vendor and Downtown Theatre personnel to schedule recordings of concerts;
- Collaborate with Technology Chair to place recordings on web site under “Website Music and Video Store”;
- Inform band participants when recordings are available.

Concert Narrator will:

- Contact Musical Director to identify music to be performed at concert;
- Research program notes from musical scores, *Program Notes for Band* (by Norman E. Smith), internet, or other sources;
- Write and rehearse script for the concert selections;
- Utilize a professional stage voice and script, delivering oral musical selection notes in an educational, entertaining and, when possible, humorous manner;

- Communicate with Musical Director and Board President for any special announcements that may need to be communicated to an audience during the concert or intermission.

Sunshine/Goodwill/Hospitality Coordinator will:

- Promote happiness and well-being among members of the Solano Winds and the community it serves;
- Express to band members a kindly feeling of approval, support, benevolent interest or concern on behalf of the Solano Winds organization;
- Perform hospitality and goodwill functions on behalf of the Solano Winds, when requested;
- Recognize personal events among band members such as birthdays, anniversaries, births, illnesses, sympathies, congratulations, or any other appropriate recognition;
- Work with the Special Events chairperson to plan unique events celebrating the accomplishments and lives of Solano Winds band members;
- If requested, reach out to band members who are experiencing a time of crisis, challenge, or transition;
- If requested, provide a message of caring and support on the behalf of the entire Solano Winds community for any band member or family members experiencing a serious illness, injury, severe predicament or death.

Solano Winds Photographer and Historian will:

- Be the official photographer of the Solano Winds;
- Produce high quality, high resolution photographs suitable for use in marketing, advertising and publicity;
- Use skilled techniques for photographic imaging and post production;
- When requested, produce quality, high resolution movies of the Solano Winds for use in marketing, advertising and publicity;
- Assist in the production and display of multimedia presentations to be used at concerts in collaboration with the Musical Director and Technology Chair;
- Gather and store historical records of the Solano Winds including photographs, recordings, documents, movies and memorabilia.

ARTICLE 9 COMMITTEES

SECTION 1. STANDING AND TASK COMMITTEES

The corporation shall have non-voting standing committees and task committees as may from time to time be designated by a resolution of the Board of Directors. Standing committee chairpersons will consist of a majority of persons who are members of the Governing Board with a minority of standing committee chairpersons coming from contributing band participants. Task committees may be comprised of members of the Governing Board or contributing band participants in any ratio. All committees shall act in a task achievement capacity, serving the organizational needs of the Solano Winds without voting powers. From time to time, standing and task committees may be increased or reduced by the Governing Board. No other committees, except for standing and task group committees described above shall be allowed under the provisions of these Bylaws.

ARTICLE 10
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer, Director or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, Director agent, employee or independent contractor shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 11
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, shall be open to inspection by the public, at the corporation's website: www.solanowinds.org.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. BOARD MEMBERS' INSPECTION RIGHTS

Every Officer and Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation, if applicable.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by any agent or attorney of a Board Member and this right to inspection includes the right to copy and make extracts upon written demand, a judicial period of time for collection and payment of a reasonable charge.

SECTION 5. ANNUAL REPORT

The Governing Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO OFFICERS AND DIRECTORS

This corporation shall communicate or deliver to all Officers and Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any Director or Officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or Officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 12 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 13 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the Board of Directors.

ARTICLE 14 AMENDMENT OF ARTICLES OF INCORPORATION

SECTION 1. AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation or Bylaws of this corporation shall only require the majority approval of the Board of Directors.

ARTICLE 15 BAND AND SMALL ENSEMBLE PARTICIPATION

Section 1. TERMS AND CONDITIONS OF CONCERT BAND PARTICIPATION

The Solano Winds is open to all interested local and regional brass, woodwind and percussion musicians. New and Current Band participants will:

1. Possess a level of musical competence commensurate with other musicians in the band;
2. Complete and submit a *Member Information Form*;
3. Pay to the Treasurer of the Solano Winds the current annual participation fee, if any;
4. Refer to the Solano Winds band participant *Companion* and website at www.solanowinds.org for answers regarding band participation;
5. Adhere to established rehearsal, band room, concert, dress and artistic etiquette;
 - a. Informal Concert Attire: All members wear the Solano Winds shirt, black pants, black socks and black shoes;
 - b. Formal Concert Attire:
 - i. Women – black top, black slacks, black dress or knee-length skirt, nylons or black socks and black shoes;
 - ii. Men – black suit, white shirt with dark necktie, black socks and shoes;
6. Regularly attend announced band rehearsals at the established time and location
 - a. If a band participant determines that they will miss a rehearsal, an email sent to memberstatus@solanowinds.org will be required of that participant to communicate their absence;
 - b. If a band participant misses three or more of a concert set's rehearsals, the musician may be ineligible to perform at that concert;
 - i. Extenuating circumstances may be taken into consideration;
 - c. The Musical Director, in consultation with the section leader and other participants of the section, will make the final decision regarding concert involvement;
7. Attend band performances at established times and locations;
8. Obtain and maintain individual music and music folios;
 - a. Music must be returned after each concert following procedures outlined by the music librarian;
 - b. Folios must be returned directly and immediately to the music librarian either when:
 - i. A band participant leaves the band;

- ii. The current season is completed, usually during the last concert;
- 9. Participate in supportive tasks from time to time for the Solano Winds such as loading concert trucks, serving on standing or task committee participant or as a Governing Board member, being or assisting a section leader, acting as a stage manager, etc.;
- 10. Securing through membership or replacement, an official Solano Winds shirt for use at concerts.

Section 2. TERMS AND CONDITIONS OF SMALL ENSEMBLE PARTICIPATION

- 1. All musicians that participate in the Solano Winds small ensembles are:
 - a. Current band participants in good standing with the Solano Winds;
 - b. Previous members of the Solano Winds who have performed with the band;
 - i. Former members of the Solano Winds participating in only a small ensemble are not required to pay the annual participation fee;
 - c. Able to consistently attend extra small ensemble rehearsals and performances in addition to those performed by the larger concert band, if applicable;
 - d. Approved for participation in a small ensemble by the Musical Director of the Solano Winds;
 - e. In a situation where a potential small ensemble musician does not meet the participation requirements described above as Terms and Conditions, and where no other musician within the Solano Winds requests to perform in the small identified ensemble, the Musical Director may, using the Director’s discretionary ability, temporarily welcome that musician to a Solano Winds small group ensemble. Participation in a Solano Winds small ensemble by a non-member of the concert band may:
 - i. Be subject to the Terms and Conditions of a regular concert band participant including etiquette, participation fees, rehearsals and other requirements;
 - ii. Be provisional, lasting only for a short period of time;
 - iii. Provide an opportunity for the small ensemble musician outside of the Solano Winds organization to consider joining the larger concert band;
 - iv. Be exempted from band participation fees.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS
CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Solano Winds, a California nonprofit public benefit corporation; that these Bylaws, consisting of twenty-eight (28) pages, are the Bylaws of this corporation as adopted by the Board of Directors on September 10, 2019; and that these Bylaws have not been amended or modified since that date.

Executed on September 10, 2019 at Fairfield, California.

Print Name

Signature, Secretary, Solano Winds Concert Band