

**By-Laws
Westerly Band
As amended and approved on
28 September 2005**

ARTICLE 1 – REHEARSALS

The rehearsals of Westerly Band will be held on Wednesday evening of each week. Cancellation or the scheduling of additional rehearsals shall be done by the Music Director or Assistant Music Director.

ARTICLE 2 - ELECTION OF OFFICERS AND MUSIC DIRECTORS

The election of the band officers, Music Director and Assistant Music Director shall be by a majority vote of members present at the time of the election. All candidates for offices shall be elected members of the band.

ARTICLE 3 – DUTIES OF THE OFFICERS AND MUSIC DIRECTORS

Section A. - Executive Board. The executive authority of the band is vested in the Executive Board. Decisions of the Board will be decided by a majority of members. The duties of the Executive Board shall include:

1. Management of the general affairs of the organization, taking action which they consider in the best interest of the Band and its purpose.
2. Management of the financial affairs of the Band, including the establishment of an annual budget and an estimate of expenditures.
3. Establishment of a schedule of performances for approval by the general membership.
4. Establish goals and objectives for the Band for approval by the general membership.
5. Approval of all extra-budgeted expenditures over \$100.
6. Approval of all grant applications developed by the band.
7. Drafting proposed Articles of Incorporation and By-Laws changes for presentation to the general membership.

Section B. – President. The President shall provide general direction and coordination to the business affairs of the band as directed by the Executive Board and by the approved budget and schedule. The duties of the President shall include:

1. Preside at all meetings of the Executive Board and of the band.
2. Prepare an annual report of the band's activities and accomplishments for the annual meeting.
3. Prepare and coordinate material for reports to external activities that monitor or otherwise effect Westerly Band status and standing.

4. Approve all budgeted expenditures up to the amount budgeted and approved by the general membership.
5. Approve all extra-budgeted expenditures up to \$100.
6. Appoint the chairpersons of the standing committees.
7. Serve as ex-officio member of all committees.
8. Review all grant applications for presentation to the Executive Board.
9. Draft the schedule of events and performances for recommendation by the Executive Board and approval by the general membership.
10. Draft the list of expected patron donations anticipated from scheduled performances for inclusion in the development of the annual budget.
11. Prepare and submit annual funding request documents such as subsidy applications.
12. Respond to formal requests for information related to Westerly Band and its activities.

Section C. – Vice President. The Vice President shall provide general support to the President and other officers as needed. The duties of the Vice President shall include:

1. Serve as President in his/her absence.
2. Accept assignments from the President in support of the discharge of his duties.
3. Coordinate with the Music Director in assuring that music and equipment are transported to and from all scheduled events.
4. Serve as the coordinator for the drafting of all grant applications for the band.
5. Maintain attendance records for members participating in scheduled performances.

Section D. – Secretary. The Secretary shall serve as the principle coordinator for all written correspondence concerning the band. Duties of the Secretary shall include:

1. Maintain the membership roster.
2. Maintain the minutes of all Executive Board and membership meetings.
3. Prepare and mail all correspondence generated in behalf of the band, as directed by the President or Executive Board.
4. Coordinate all correspondence received by the band and present to the President or Executive Board for action.

Section E. – Treasurer. The Treasurer shall serve as the principle coordinator between the band and financial institutions. The duties of the Treasurer shall include:

1. Collect receipts and deposit moneys in a financial institution under the name of Westerly Band.
2. Maintain financial records in an accurate and up-to-date manner.
3. Make disbursements with the approval of the President or Executive Board.
4. Draft an annual budget for presentation and approval to the Executive Board.
5. Maintain an accurate and current list of expenditures made against the approved budget.
6. Provide general support to all financial auditing activities.

Section F. – Music Director. The Music Director shall be responsible for all aspects of the performance and appearance of the band. The duties of the Music Director shall include:

1. Direct the band at all rehearsals and performances.
2. Select the appropriate uniform for each performance.
3. Select the music to be played at each performance.
4. Arrange the seating plan for the band.
5. Nominate prospective members for membership in Westerly Band.
6. Serve as a general goodwill ambassador for Westerly Band.
7. Evaluate and approve all music to be played by ensembles of Westerly Band.

Section G. – Assistant Music Director. The Assistant Music Director shall support the Director through participation in the planning and directing of the music program. The duties of the Assistant Director shall include:

1. Serve as Director in his/her absence.
2. Support the Librarian in the location, retrieval and return of music selected for rehearsal and performance.
3. Support the Librarian in the management of the music library.

ARTICLE 4 – STANDING COMMITTEES

Standing committees shall be established to perform specific functions for the Band. The Committee chairpersons shall be appointed by the President. Standing committees shall be formed or dissolved by majority vote of the Executive Board. As a minimum, the following standing committees shall be maintained:

Librarian – To manage, protect and preserve all music holdings of Westerly Band.

Uniform Manager – To manage, inventory, assign, acquire and replace all uniform material of Westerly Band.

Equipment Manager – To manage, inventory, sign out, repair all other property of Westerly Band.

Historian – To accept, collect, preserve and manage all historical material and artifacts identified with Westerly Band.

Joy and Bereavement Coordinator – To send indications of condolence and congratulations to members of Westerly Band and immediate family and to others who bear a significant relationship to the Band.

Publicity Coordinator – To develop and coordinate the preparation and submission of material needed for band publicity.

ARTICLE 5 – ELECTION OF MEMBERS

Candidates for membership shall be persons who have demonstrated an interest in supporting the Purposes under which the band is formed and indicate a willingness to

participate actively in its activities. Members shall be elected by majority of the members present at the annual meeting. A member may be removed from membership by a 2/3 majority vote of members present at the annual meeting.

ARTICLE 6 – REIMBURSEMENT

Westerly Band shall attempt to partially reimburse members participating in scheduled performances. Reimbursement shall be limited to the costs of transportation, cleaning expenses of uniform parts and the expenses of repairing instruments damaged during performances due to natural phenomena. Reimbursement amounts shall be determined by the Executive Board and presented at the annual meeting and shall be adjusted as needed throughout the performance season. Reimbursement amounts for travel shall be applied uniformly to all members participating in a performance. Reimbursement for uniform cleaning and instrument repair shall be considered only on clear evidence of the expenditure having been made.

ARTICLE 7 – BAND OWNED PROPERTY

Each member shall be responsible for the care and maintenance of band property assigned to them.

Section A. – Uniforms. Uniforms shall be assigned, as available, to members who regularly participate in scheduled performances of the Band. No charge shall be made for the use of uniforms assigned to members. Members are expected to provide suitable and safe storage of uniforms and/or uniform parts. Uniforms shall only be issued by the Uniform Manager. Uniforms shall be cleaned appropriately on a regular basis. Uniforms shall be worn only at scheduled band performances. Any member failing to properly care for a uniform, excepting normal wear, or failing to return a uniform when leaving the band, shall be expected to pay the equivalent replacement cost of the uniform or uniform parts. No member, other than the Uniform Manager, or his/her designee, shall access, remove, or return uniform parts to the equipment room.

Section B. – Music scores. Music scores are for use by Westerly Band only, unless otherwise directed by vote of the Executive Board. Music scores will not be defaced. Music removed from the bandroom for practice will be returned by the following rehearsal unless approved by the Music Director. No member, other than the Librarian, Music Director or their designee, shall access, remove, or return music scores to the library.

Section C. – Westerly Band owned instruments. Band owned instruments will be assigned to members and perspective members, as available, to encourage participation in performances and rehearsals. Instruments shall be assigned by the Equipment Manager. Members are expected to provide suitable and safe storage of Band owned instruments in

their custody. Any damage to band owned instruments, excepting normal wear, will be repaired at the expense of the borrower. Any member failing to return a band owned instrument when requested by the Equipment Manager, shall be liable for the replacement cost of the instrument. No member, other than the Equipment Manager or his/her designee, shall access, remove, or return Band owned instruments from the equipment room.

ARTICLE 8 – PROPERTY RIGHTS

Westerly Band will accept contributions of the rights to property, real and intellectual, only when that contribution directly supports one of the stated purposes of the organization. No property shall be accepted if its use is constrained by conditions imposed by the donor. Westerly Band shall accept intellectual property, such as music scores, provided that all rights for performance and distribution are assigned exclusively to Westerly Band. No fee will be charged for the performance of any music, the rights for which are owned by Westerly Band. The rights to property will not be accepted if the use of that property is to benefit an entity not 501 (c)(3) qualified.

ARTICLE 9 – COMPENSATION OF INDEPENDENT CONTRACTORS

In hiring an independent contractor to perform a function on a regular basis, the description of duties and compensation arrangements shall be agreed upon in advance of any payment for services. The Executive Board shall approve all contract arrangements before such arrangements take effect. The Executive Board shall document the process of offering a contract to include the following:

- a. A clear statement of the period of performance of the contract,
- b. A clear statement of the specific duties expected of the contractor,
- c. A clear statement of the criteria by which the performance of the contractor shall be judged as satisfactory or unsatisfactory,
- d. The criteria upon which the compensation amount is determined shall be documented and shall include examples of similarly situated contractors to demonstrate the reasonableness of such amounts as are offered,

The decisions of each Executive Board member in considering any contractor arrangement shall be recorded and retained in a set of meeting minutes.

Any Executive Board member with a close personal or family relationship with a prospective contractor or any other conflict of interest will identify this relationship to the President and recuse himself/herself from any discussion or vote on the arrangement. Such recusal shall be documented in the minutes of the meeting.

ARTICLE 10 – AMENDMENT OF THE BY-LAWS

These By-Laws may be amended only by a vote of the membership present at any annual or special meeting of the membership called after seven days written notice to the membership.

ARTICLE 9 – PROPERTY RIGHTS

Western Band will accept contributions of the rights to property, real and intellectual, only when that contribution directly supports one of the stated purposes of the organization. No property shall be accepted if its use is constrained by conditions imposed by the donor. Western Band shall accept intellectual property, such as music scores, provided that all rights for performance and distribution are assigned exclusively to Western Band. No fee will be charged for the performance of any music, the rights for which are owned by Western Band. The rights to property will not be accepted if the use of that property is to benefit an entity not 501 (c)(3) qualified.

ARTICLE 8 – COMPENSATION OF INDEPENDENT CONTRACTORS

In hiring an independent contractor to perform a function on a regular basis, the description of duties and compensation arrangements shall be agreed upon in advance of any payment for services. The Executive Board shall approve all contract arrangements before such arrangements take effect. The Executive Board shall document the process of offering a contract to include the following:

- a. A clear statement of the period of performance of the contract.
- b. A clear statement of the specific duties expected of the contractor.
- c. A clear statement of the criteria by which the performance of the contractor shall be judged as satisfactory or unsatisfactory.
- d. The criteria upon which the compensation amount is determined shall be documented and shall include examples of similarly situated contractors to demonstrate the reasonableness of such amounts as are offered.

The decision of each Executive Board member in considering any contractor arrangement shall be recorded and retained in a set of meeting minutes.

Any Executive Board member with a close personal or family relationship with a prospective contractor or any other conflict of interest will identify this relationship to the President and recuse himself from any discussion or vote on the arrangement. Such recusal shall be documented in the minutes of the meeting.