

Constitution Of The Raleigh Concert Band

Article I – Name and Purpose

Section A: Name and nonprofit purposes

This organization, initially founded as the Raleigh City Band, is now known as The Raleigh Concert Band. Said organization is formed exclusively for one or more of the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986 or any successor section, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section B: Purpose

The organization's purposes shall be:

1. To provide a recreational and educational musical outlet in which adult Raleigh-area musicians can maintain and advance their instrumental skills.
2. To provide cultural enrichment to the Raleigh area through high quality musical entertainment.
3. To contribute to the preservation and continued growth of traditional American concert bands and concert band music in our community.

Article II – Non-discrimination

In the course of fulfilling its mission, the Raleigh Concert Band shall operate without regard to sex, race, national origin, marital status, age, political or religious views, sexual orientation or disability.

Article III – Membership

Any adult (post-high school) musician who supports the purpose of The Raleigh Concert Band, as set forth in Article I, may apply for membership. Requirements and qualifications for membership are stated in the Bylaws.

The Band Council has the right to dismiss a member by a two-thirds vote of the Band Council.

Article IV – Governance

The fiscal year will start on July 1 and end June 30.

Section A: Executive Authority

The executive authority of The Raleigh Concert Band shall be vested in the Band Council whose duties shall include:

1. Management of the general and financial affairs of the Band; election, appointment and dismissal of personnel, including general membership, band council members, and conductor; establishment of contribution amount; and approval of the annual budget.
2. The filling of vacancies on the Band Council, subject to the provisions in Article V, Section B(6).
3. Empowerment to establish standing and ad hoc committees, the appointment of committee chairs, and assignment of other Band responsibilities as needed.

4. The establishment of a schedule for rehearsals and concerts and selection of venues after consultation with the conductor.

Section B - Members of the Band Council

The elected officers shall be: President, Vice-President, Secretary, Treasurer and two Members-At-Large. Each officer shall be responsible for the fulfilling the duties of their office as set out in the Bylaws of The Raleigh Concert Band.

1. The officers shall be elected by majority vote of the Band membership.
2. The Band Council shall be comprised of:
 - a. Officers of the Band
 - b. Immediate past President
 - c. Conductor
 - d. Council appointed chairpersons of the following standing committees: Library, Equipment, Promotions and Marketing, History, Electronic Communications and Finance
 - e. Not more than two elected Non-Performing Community Members
 - f. Chairpersons of any ad hoc committees including Audit, Nominating and Strategic Long Term Planning committees will be temporary Council members while their committees are in existence.
3. Each Council member shall have one vote except for ad hoc committee chairs, immediate past President and Non-Performing Community Members.
 - a. If a Council member holds more than one position, only one vote will be allowed per person.
 - b. Council members shall not participate or vote in any matters involving their retention or remuneration.
4. Council decisions shall be decided by majority vote unless it concerns:
 - a. The termination of the Conductor, an individual Band member or a Council member for failure to fulfill the duties of the office, in which case, a two-thirds Band Council vote is required.
 - b. The President shall decide all questions where the Band Council is evenly divided.

Article V – Elections and Terms of Office

Section A – Elections

1. The Nominating committee shall present a report to the Band listing at least one candidate for each elected position to be elected in that year. Nominations from the floor shall also be taken.
2. A separate vote shall be taken for each position. It shall require a simple majority vote of all members present and voting.
3. Notice of nominations must be presented at a meeting of the membership at least three weeks prior to the voting date. Voting shall take place at the annual meeting, which shall occur during a scheduled rehearsal.

Section B - Terms of Office for elected officers

The Council officers shall be elected by members of the Band, and elections shall be held annually.

1. The elected members of the Council shall serve a term of two years. Elected Council members may not serve more than two successive two year terms in the same office.
2. The following officers will be elected in even-numbered years: Vice-President, Secretary, Member-At-Large II and up to one Non-Performing Community Member.
3. The following officers will be elected in odd-numbered years: President, Treasurer, Member-At-Large I and up to one Non-Performing Community Member.

4. Any elected Council member may resign upon giving notice to the Band Council. Written notice is not required.
5. Any elected Council member may be removed from office by a two-thirds vote of the Band Council following a special meeting notice to the full Band Council.
6. If the President's term cannot be fulfilled, the Vice-President will temporarily assume the President's responsibilities. Any elected Council member who ceases to finish their term shall have an interim replacement voted in by the remaining Band Council members, unless the vote is deferred to Band membership by a simple majority vote of the Band Council. The replacement will fulfill the remaining term until the position's annual election.

Section C - Terms of Office for appointed Band Council members

Committee chairpersons shall be approved and appointed annually by the Band Council.

1. Appointed members shall serve a term of two years subject to Band Council biennial review.
2. Appointed members of the council who cease to finish their term shall have a replacement appointed by the Band Council.

Article VI – Meetings

1. Meetings of the Band Council shall be open to all Band members and shall be conducted in accordance with Robert's Rules of Order. A Band Council quorum shall be defined as 40% of Council members entitled to vote pursuant to Article IV, Section B(3). A Band membership quorum shall be defined as 40% of active Band members.
2. The Band Council shall meet a minimum of once a quarter with advance notice given. Additional meetings of the Band Council and meetings of the full membership may be called at the discretion of the President or at the request of any three Council members.
3. An annual meeting for all Band members shall be held in the first quarter of each calendar year, at which time Band Council elections shall be held. The date shall be set by the Band Council and announced to the Band at least three weeks prior to the meeting.
4. Committees shall meet at the request of their chairperson or the Band Council.

Article VII – Limitation of liability; Indemnification

1. The authority and responsibility for the management of the Band is vested in the Band Council, but it is expressly understood that neither the Band Council, nor any member thereof, nor any officer, conductor, or member of the Band shall be required to accept personal financial responsibilities for the duly authorized bills or obligations, or for the litigation, which may arise from authorized activities of the Band carried on in good faith and pursuant of the objectives, purposes and activities prescribed or authorized by the Constitution and Bylaws of the Band.
2. To the fullest extent permitted by law and within the limits of any liability insurance policy obtained by the Band, the Band shall indemnify the Band Council, members thereof, officers and conductor(s) or member of the Band and each of their heirs, executors, and administrators, from and against all actions, costs, charges, losses, damages, and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties and in their official capacities with the Band, except for such acts done, concurred in or omitted by or through their dishonesty, willful misconduct or gross and reckless negligence.

ARTICLE VIII – Prohibition Against Sharing in Organization's Earnings

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the First Article hereof. No substantial part of

the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX– Dissolution

A motion for dissolution shall require the approval of two-thirds of the Band membership provided a quorum is present. Notice of such a motion shall be provided to the Band membership at least three weeks prior to the voting date. Voting shall take place at a scheduled rehearsal.

In the event of dissolution of The Raleigh Concert Band, the Band Council, after satisfying all outstanding liabilities, shall dispose of any remaining assets to one or more institutions or organizations in such manner as to be consistent with the purposes stated in Article I. In any event, those assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X– Amendments

The Constitution and/or Bylaws may be altered or amended by approval of two-thirds of the Band membership provided a quorum is present. Previous notice of the proposed amendment(s), along with a copy of the text, must be presented at a duly constituted meeting of the Band membership at least three weeks prior to the voting date. Voting shall take place at a scheduled rehearsal.