

## **BYLAWS**

of the

### **ANCHORAGE COMMUNITY CONCERT BAND 2009**

#### **Operations**

The Anchorage Community Concert Band (ACCB) shall limit its operations to those activities which carry out its purposes as enumerated in the Articles of Incorporation. The ACCB may solicit and receive contributions or grants from individuals, corporations, charitable institutions, foundations, state or government units, so long as such activities do not jeopardize the ACCB's non-profit status under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE II**

##### **Finances**

The fiscal year of the ACCB shall be the calendar year. The Board of Directors shall determine the amount of dues, if any, required of members. Dues shall be payable at the first rehearsal of each Fall and spring session.

#### **ARTICLE III**

##### **Conductor**

The Board of Directors shall select a person to serve as conductor and music director on a year-to-year basis, and negotiate the terms of a written contract.

#### **ARTICLE IV**

##### **Members**

1. Membership, Membership shall be by verbal application to the Conductor, and granted by the Conductor's verbal acceptance. A member "in good standing is defined as a member whose dues are not currently in arrears.

2. Termination of Membership. The Board of Directors, by a vote of two-thirds of the directors present at a regular or special meeting, may suspend or expel a member for cause. When any member is in default of dues payments for a period of two months from

the date such dues become payable, such person's membership may be terminated by the Board of Directors as provided above.

3. Resignation. Any member may resign at any time by verbal notice to the Conductor, section leader or any member of the Board of Directors. Dues paid by members who are terminated or resign, are forfeited.

4. Reinstatement. A member who has resigned in good standing may return at any time on verbal approval of the Conductor. A member who has been terminated for cause may make a verbal application for reinstatement to the Board of Directors, and the reinstatement must be approved by a vote of two thirds of the Directors present! at a regular or special meeting.

## ARTICLE V

### Board of Directors

1. Duties. The duties of the Board of Directors shall be those prescribed by these bylaws.

2. Powers. The Board of Directors shall have the general power to control and manage the affairs, funds, and property of the ACCB in fulfillment of its corporate purposes.

3. Qualification and Number. The Board of Directors shall consist of seven members. Six of the Directors shall be members in good standing of the ACCB. The Music Director is, ex officio, a member of this Board.

4. Term of Office. Directors shall be elected at the annual meeting of the members, and the term of office of each director shall be three years, or until a successor has been elected. Terms of office shall be staggered so that two directors shall be elected at each annual meeting, A Director may not serve more than two consecutive terms.

5. Resignation. Any Director may resign at any time by verbal notice to the President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President.

6. Removal. The Board of Directors may terminate the term of one of its members whenever in the Board's judgment the best interests of the ACCB will be served thereby, by a two thirds affirmative vote of the entire Board of Directors, by secret ballot.

7. Vacancies. Vacancies shall be filled by election by the membership at the annual or a special membership meeting. A Director elected to fill a vacancy shall serve for the unexpired term of the Director's predecessor in office.

8. Compensation. Directors shall receive no salary or compensation for their services.

## ARTICLE VI

### Officers

#### A. Conditions

1. Number. The officers of ACE0 shall consist of a President, Vice President, a Secretary, a Treasurer and a Conductor. Any two offices may be held by the same person except the offices of President and Treasurer shall not be combined.

2. Election, term, qualifications. Each officer shall be a member of the Board of Directors. Officers shall be elected by a majority of members present at the annual meeting of members. Each officer shall hold office for a term of one year, or until a successor has been elected. No person shall hold the same office for more than two consecutive terms.

3. Resignation. An officer may resign at any time, by verbal notice to the President. Such resignation shall take effect at the time specified, or if no time is specified, at the time of its receipt by the President.

4. Removal. The Board of Director's may terminate the term of office of an officer whenever in the Board's judgment the best interests of the ACCB will be served thereby, by a two thirds vote of the entire Board of Directors, by secret ballot.

5. Vacancies. Vacancies shall be filled by election by the members at a special or annual membership meeting. An officer elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

6. Compensation. Officers shall receive no salary or other compensation for their services.

#### B. Offices

1. President. The president is the chief executive officer, and shall have general direction of the affairs of the ACCB. The President shall preside at all Board of Director and Membership meetings. The President appoints members of committees as provided in, Article VII of these bylaws.

2. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all restrictions upon, the President.

3. Secretary. The secretary shall cause the minutes of all meetings of the Board of Directors to be kept, and shall see that all notices are given in accordance with the provisions of these bylaws, or as required by law. The secretary shall (1) be custodian of

the corporate records, (2) have general charge of the books, records and papers of the ACCB, (3) keep or file all reports, statements, and other documents required by law, except those which are kept or filed by the treasurer, all of which shall at all reasonable times be open to the examination of any Director, upon application at any meeting of the Board of Directors, (4) be responsible for maintaining current policies and procedures of the ACCB, and (5) perform such other duties as may be directed by the President or the Board of Directors.

4. Treasurer. The treasurer shall keep complete and accurate records of account, which shall at all times show the financial condition of the ACCB. The Treasurer shall be the legal custodian of all monies, funds, securities, and other valuables which may come into the possession of the ACCB. The Treasurer shall see that all funds and other valuables of the ACCB are deposited in such banks or other depositories as may be directed by the Board of Directors. The Treasurer shall (1) disburse funds of the ACCB based upon proper vouchers for such disbursements, (2) furnish at regular meetings of the Board of Directors, or whenever requested, a written statement of financial condition of the ACCB, (3) furnish semi-annual reports to the membership following each concert, (4) serve as liaison between the Board of Directors and any auditor or financial advisor providing services to or on behalf of the ACCB and provide financial records to the audit committee when requested, (5) post delinquent notices for the general membership two months after dues accrue, (6) maintain signature cards for bank account access, with the President, Vice President, and Treasurer's signatures, to insure that checks can be written by any one of these officers, and 7) perform such other duties as may be required by the President or the Board of Directors.

## ARTICLE VII

### Committees and Appointees

1. Number. There shall be such committees as may be authorized by the Board of Directors. Each member and chair of each committee shall be appointed by the President. Any member of a committee may be removed at any time by a two-thirds vote of the Board of Directors.

2. Duties. Each committee may exercise such authority as the Board of Directors may delegate. No committee or member thereof shall encumber the ACCB for funds or services, or incur any other liability, without prior authorization by the Board of Directors. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

3. Meetings. The chairperson shall call a meeting of the committee to plan committee activities and to set future meeting dates. Committee chairs shall submit verbal reports to the Board of Directors.

4. Quorum. A majority of the members of a committee constitutes a quorum for a meeting of the committee. Any motion, proposal, conclusion, or issue before a committee shall be majority vote of a majority of the committee members present at a meeting.

## ARTICLE VIII

### Meetings

1. Board of Directors Meetings. Regular meetings of the Board of Directors shall be held in conjunction with regular rehearsals of ACCB, as needed, or at such other place and time as may be ordered by the President. Our Directors shall constitute a quorum for the transaction of business. At each regular meeting of the Board of Directors, each committee chair shall present a verbal report of the committee's activities since the prior meeting. The President shall give verbal notices of a regular meeting of Board of Directors at least 1 week in advance. Special meetings of the Board of Directors may be held at any rehearsal, without prior notice.

2. Annual Membership meetings. The annual meeting of the members of the ACCB shall be held in conjunction with a regular rehearsal in January of each year, at the third or last rehearsal of the month. For any meeting of the membership of the ACCB, fifteen members shall constitute a quorum for the transaction of business. The President shall give verbal notice of the annual meeting at the two regularly scheduled rehearsals prior to the annual meeting. The President shall give verbal notice of a special meeting of the membership, where votes on issues are to be taken, at the regularly scheduled rehearsal immediately prior to the meeting. Special meetings for other purposes may be called at any scheduled rehearsal without prior notice.

3. Voting. At any meeting of the Board of Directors or of the membership, each Director or member in good standing is entitled to one vote, in person, on each motion presented for action.

## ARTICLE IX

### Authority and Amendments

IX. 1 Parliamentary Authority. Robert's Rules of Order, ninth edition, shall govern the conduct of business at any meeting of the Board of Directors or of the membership, provided they are not inconsistent with the laws of the State of Alaska.

IX.2 Amendments. These bylaws may be altered, amended, repealed, or replaced by the affirmative vote of a majority of the membership of the ACCB at any regular or special meeting, provided that notice of such action shall have been contained in the prior notice of that meeting.

I hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of ACCB effective on April 1, 2003.

Signed, Alice A. Cottle, Secretary