

Minnesota State Band Bylaws

The name of the organization shall be Minnesota State Band. The Minnesota State Band is a nonprofit organization for the purpose of contributing to the musical development and appreciation of music in the State of Minnesota. The members¹ of the Minnesota State Band (future referenced as the Corporation) adopt the following Bylaws governing the management and regulation of the affairs of the Corporation:

BOARD OF DIRECTORS

1. The Corporation shall be governed by a Board of Directors consisting of seven elected directors. Of the seven elected members, four shall be directors at-large, and three shall be specifically elected to fill the positions of: President, Secretary and Treasurer. The seven elected members of the Board shall be active performing members of the Corporation. The seven elected directors will have voting rights to manage the Corporation. Advisory (non-voting) members of the Board of Directors shall consist of the conductor and the associate conductor (music) and up to two associate members. The Board receives no compensation but may be reimbursed for reasonable expenses.

The Board shall have the authority to establish all budgets, approve expenditures, manage the general affairs of the Corporation, establish committees, approve new members, and expel existing members and approve major fundraising projects involving extensive member participation. Approval of these matters shall be by a simple majority of the voting members of the Board. A majority of the voting Directors is a quorum for purposes of transacting business at a meeting.

If a meeting cannot be held, an action required or permitted by the Board may be made by written or via electronic communications. A majority of the voting Directors is a quorum for purposes of transacting business via written or electronic communications. Board members will have seven (7) days from the issuance of a request to respond to a written or electronic request for action. The President will tally the results following the seven-day period to determine if the number of responses satisfies a quorum and determine results of the voting. Alternatively, The President may complete the action if unanimous responses from all board members have been received prior to the end of the seven-day period. The President will notify the board of the results via written or electronic communications to document the approval or disapproval of the proposed action and file a written or electronic copy of the notification.

Each elected Director shall serve a two-year term and may be re-elected to subsequent terms. Two at-large Directors and the President shall be filled at elections to be held in October of the odd-numbered years. Two at-large Directors, the Secretary and the Treasurer shall be filled at elections held in October of the even-numbered years.

¹ Members as defined in Section 7 (MEMBERS), below.

Responsibility of each member of the Board of directors:

Care - to your office and participation on the Board

Loyalty – best interest to the organization

Obedience – the laws, bylaws, mission statement and Board decisions

Resignation from the Board must be in writing and received by the President. When a vacancy occurs because of resignation, illness or removal, the Board will appoint a person who meets the criteria listed above for the Board of Directors to fill the position until the next election.

2. The President shall have the following responsibilities:
 - A. General active management of the affairs of the Corporation
 - B. The leadership position at meetings of the Board
 - C. Ensures that orders and resolutions of the Board are carried into effect,
 - D. Has the authority to sign on behalf of the Corporation contracts or other documents related to the business,
 - E. Serves as a liaison between the Band, the State of Minnesota, and organizations which lend financial support,
 - F. Performs such other duties as designated by the Board.

The Treasurer shall have the following responsibilities:

- A. Maintain accurate financial records for the Corporation,
- B. Deposit monies, drafts and checks in the name of and to the credit of the Corporation in banks and depositories designated by the Board,
- C. Endorse notes, checks, and drafts received by the Corporation,
- D. Disburse funds and issue checks and drafts in the name of the Corporation,
- E. Provide the Board and the members with an account of the transactions of the Treasurer and the financial condition of the Corporation,
- F. Report any unauthorized spending to the Board.
- G. All spending not voted on in the budget is subject to review by the Board and shall be submitted by the treasurer for Board action.
- H. Oversee periodic financial reviews of the Corporation finances as required by:
 - a. State of Minnesota Rules at 309.53 for non-profit corporations receiving annual contributions of more than \$25,000.
 - b. State of Minnesota Rules at 309.53 subd (i) for audits performed by Certified Public Accountants for non-profit

corporations receiving more than \$750,000 of annual income.

- c. MN State Band's policy for annual financial reviews when the Corporation's annual income is \$25,000 or less.
- d. The Treasurer will calculate the Corporation's annual contributions for determining financial reporting requirements described above and submit these results to the Board in the February Board meeting. Grants received from any government agency shall not be counted as contributions per MN Role 309.50 Subd 5.
- e. Accounting for funds received from the State of Minnesota under the Legacy Amendment, or from the Metropolitan Regional Arts Council (MRAC) or any other government agency shall be tracked separately, and the Corporation shall follow the applicable accounting and reporting practices for grants specified by the Minnesota Department of Administration, MRAC or the government agency from which the grant was received.

The Secretary shall have the following responsibilities:

- A. Shall record the minutes of all meetings of the Board of Directors and of the general membership. Maintain a record of all resolutions and orders of the Board and of any meetings of the Board and of general membership.
- B. Maintain records of membership, addresses, correspondence and other information related to the Band membership.
- C. Provide safekeeping of all official contracts and records of the organization.
- D. Maintain records of minutes for six years as required by the State of Minnesota
- E. Assist other Board members with access to Board records upon request.
- F. Perform such other duties as designated by the Board.

3. The Board of Directors may also appoint members of the Corporation to act as Librarian, Stage Manager, Public Relation Director, Master-at-arms or other positions as deemed necessary. The Board of Directors will define the duties of these positions.

4. The Board of Directors has the authority to employ an equipment manager and/or other paid employees as needed by the Corporation.

5. The Conductor is appointed to an initial one-year probationary period following his/her nomination by the Board and approved by a majority of the voting membership of the Band. Following the one-year probationary period, the Conductor

may be re-nominated by the Board and approved by a majority of the voting membership of the Band. The Board shall negotiate the terms of the contract between the Minnesota State Band and the Conductor. The Conductor's performance under the contract and the monetary compensation to be reviewed by the Board annually. Following the annual review, the Conductor's contract is subject to the approval of the Board. The conductor may be removed at any time with or without cause by a two-thirds majority of the entire voting Board. The Conductor position bears the following responsibilities:

- A. Musical Director
- B. Nomination of new members
- C. Nomination of Associate Conductor
- D. Submit reports and schedules to the Board for review, planning, and/or approval.
- E. Other duties as assigned by the Board.

The Associate Conductor will be nominated by the Conductor and approved by a majority of members of the Board. The duties of the Associate Conductor include those duties of the Conductor delegated to the Associate Conductor. The Associate Conductor shall assume duties of the Conductor if the Conductor is unable to perform them, until no longer necessary or until a new Conductor is elected to the position by a simple majority of the band's voting members.

6. A Director may be removed at any time with or without cause by two-thirds majority of voting members present at that meeting. When a vacancy occurs because of resignation or removal, the Board will appoint a band member to fill the balance of the term remaining.

MEMBERS

7. The membership of the Corporation shall be composed of musicians over 18 years of age that the Board of Directors authorizes, who will be accepted based only on their musical abilities. Membership shall not be denied anyone based on their race, creed, sex, color, sexual orientation, gender identity, age, or national origin. Upon acceptance as a member of the Corporation, and full payment of annual dues or a waiver of dues approved by the Board, a member has the right to vote upon those matters requiring approval by the membership, and to serve as an elected director. No individual may be accepted as a member until the individual has completed a satisfactory training and probationary period of four (4) months from their date of application for membership and has passed the audition requirement.

The classes of membership are:

Member- Those who have passed their audition requirement and satisfactorily completed their four (4) month training and probationary period. Members shall pay a band fee yearly as set by the Board. Members may request a waiver of dues

from the Board due to financial need. The four-month training and probationary period shall be applied starting January 1, 2024. Persons who have completed at least four-months of training and probation as of January 1, 2024, are eligible to become full members on January 1, 2024.

For members to have full voting rights, they must be current on payment of their annual fee. If a members' voting rights have lapsed due to nonpayment, they may regain voting rights by paying their current yearly fee.

Associate Member- Non-voting people who have been awarded an Associate Member status in recognition of financial or other contributions to the band.

8. Attendance shall be taken at every rehearsal and concert. Members are expected to play all scheduled concerts and to attend pre-concert warm-up rehearsals. Members may be dropped from the roster for excessive absences. Any member aggrieved by removal for excessive absences may appeal to the Board for review of the removal.

9. Auditions shall be held by the Conductor. To become a member of the band a person applying for membership is required to pass an audition within four (4) months of their application for membership and complete the required four-month training and probationary period.

9a. Membership may be revoked because of actions or conduct at rehearsals or performances. If it becomes necessary to expel a member, it will be approved by a majority of Board Members at a Board meeting.

MEETINGS

10. The Board shall schedule Board meetings at an agreed upon time and place. Meetings may be held in person or via electronic communication means. An official Board meeting requires notification to the Board and band membership at least 2 days in advance. A quorum must be attended by at least fifty percent of the Board members before business can be transacted or motions made and passed. The Board shall follow Roberts Rules of Order for conducting meetings.

11. A general meeting of the band membership is to be held no less than once per year to discuss such business as necessary, examine the financial reports, hold elections for the Board of Directors, or discuss any other business of the Corporation. A quorum of the members shall be one-half of the registered membership of the Corporation.

12. These Bylaws may be amended when necessary, by a three-fourths majority of the general membership. Proposed amendments must be submitted to the

Secretary to be sent out with regular general membership meeting announcements. Members may propose Bylaws amendments. Proposals must be submitted to the Board for review no later than August 20 before the October general member meeting. The Board shall review proposals for continuity and consistency and may seek modifications from the submitting member. The Board shall pass proposed amendments on to the membership in a manner that complies with the notice requirements. The Board can include any of the following designations with the proposed amendment – “Recommend Passing”, “Recommend Not Passing” or “No Recommendation”. Notification of the general meeting shall be made at least four weeks prior to the date of the meeting, by written or electronic notice to the membership.

13. From time to time, as deemed necessary, the Board of Directors may call an informal meeting to discuss business of the Corporation with the members, exclusive of elections to the Board and amendment of the Articles or Bylaws. These informal meetings may be held at scheduled rehearsals or performances at which a quorum of the membership is present.

14. If the Board of Directors feels that a general meeting is necessary at any time other than the annual general meeting held in October, the President may call a general meeting by publishing the date at least two weeks prior to the date of the meeting in written or electronic notice to the membership.

POLICIES

15. The Board of Directors shall have the authority to adopt policies on behalf of the organization to further the goals of the Minnesota State Band and its membership. Such policies may be passed by a majority vote of the Board.

DISTRIBUTION OF ASSETS

16. Upon dissolution of the Minnesota State Band, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Minnesota State Band, dispose of all the assets of the band through public sale, and all proceeds of such shall be turned over to the State of Minnesota for such use as the State shall see fit.

17. These Bylaws are subject to the approval of the Internal Revenue Service. Any section found by the Internal Revenue Service to be inconsistent with the Corporation’s Status as a 501(C)(3) Corporation are to be rescinded forthwith so as to not conflict with the Corporation’s status.

Submitted to the General Membership during the December 13, 2023 General Meeting.