

Fanfare Concert Winds

BY LAWS

ARTICLE I. MEETINGS OF MEMBERSHIP.

Sec. 1. ANNUAL MEETING. The Annual meeting of the Fanfare Concert Winds will be held in Hillsborough County, Florida in the month of March at such time and place as shall be determined by the Board of Directors. The Director of the Board shall announce the time and date of the meeting and the Secretary shall post a notice thereof at the usual place of rehearsals of the band at least two weeks prior to the scheduled annual meeting.

Sec. 2. QUORUM. The presence, in person, of one-third of the participating members shall constitute a quorum for the annual, any regular or special meeting of the band.

Sec. 3 SPECIAL MEETING.

a. Special meetings, other than those regulated by statute, may be called at any time by the Principal Conductor of a majority of the Board of Directors. Notice of such meeting stating the purpose for which it is called shall be announced at a regularly scheduled rehearsal of the band not less than one week before the date set for such meeting. Notice may be waived by affirmative vote of the participating members to waive the requirement for notice.

b. The Board of Directors shall, in a like manner, call a Special Meeting of the Members whenever so requested, in writing, by one-third of the participating members.

c. No business other than that specified in the call for the Meeting shall be conducted at any such Special Meeting.

Sec. 4. REGULAR REHEARSALS. Regular weekly rehearsals of the band will be held at such time and place as shall be designated by the Principal Conductor and the Board of directors. Additional rehearsals or suspension of regularly scheduled rehearsals shall be at the discretion of the Principal Conductor and the Board of Directors. No notice shall be required of any rehearsal, provided the time and place have been announced at a previous rehearsal or by mail directed to the participating members.

Sec. 5. VOTING. All issues of questions raised at meeting of the members the manner of deciding which is not otherwise specifically regulated by statute, the Articles of Incorporation or these By-Laws, shall be determined by a majority vote of the participating members present. All voting shall be by voice vote, except as may be determined by the Principal Conductor of Board of Directors.

ARTICLE II. MEMBERSHIP.

Sec. 1. TYPES OF MEMBERSHIP. There shall be three types of members: Participating Members, patron Members, and Sustaining Members. Participating Members shall be those individuals who actively participate in the musical activities of the Fanfare Concert Winds. A Patron Member shall be any person who shall evidence an interest in the welfare of the Fanfare Concert Winds and contribute either time and effort of funds to the financial operation of the band. A Sustaining Member shall be any person, Business Association, Corporation or the entity who shall evidence an interest in the welfare of and shall assist in the financial support of the band. The Board of Directors may from time to time determine specific qualifications for Patron and sustaining Members and may establish sub levels of such memberships. Participating Members shall each have one vote at meeting of the band. Patron and Sustaining Members shall not be entitled to vote at meeting to consider dissolution of the band.

Sec. 2. ADMISSION OF MEMBERSHIP.

a. Participating Membership. Admission to participating membership shall be upon application to and approval by a majority vote of the Board of Directors, subject to a probationary period of two months. Within the first two weeks of the probationary period, the applicant may be required to audition before the Principal Conductor and/or the section leader.

b. Patron and Sustaining Memberships. The Board of Directors may establish criteria for Patron and Sustaining Membership in the Association.

Sec. 3. TERMINATION OF MEMBERSHIP. A resolution for termination of membership shall require approval by a majority vote of the Board of Directors. If approved, said member shall be terminated from membership and his name removed from the Membership Record List.

Sec. 4. INACTIVE MEMBERSHIP. Any Participating Member may elect to become an inactive member upon written notice of such intent to the Secretary. Inactive membership shall be subject to approval by the Board of Directors. An inactive member may return to active participation upon notice to the Secretary, however, no position or instrument reservation will be guaranteed upon return to active participating membership.

ARTICLE III. BOARD MEMBERS.

Sec. 1. NUMBER. The affairs and business of the band shall be managed by a Board of not less than five members, at least three-quarters of whom must be actively participating Members. The Principal Conductor may be a voting or a nonvoting ex-officio member of the Board of Directors as determined by the Board. The number of Board Members and any changes in the number shall be determined in the manner provided for amendment to these By-Laws.

Sec. 2. how elected. Each Participating Member shall be entitled to vote at the Annual Meeting for the persons he wished to be Board Members. The number of persons equal to the number of Board of Directors to be elected receiving the highest number of votes cast shall be elected to the Board of Directors for the ensuing year.

Sec. 3. TERM OF OFFICE. The term of office of each of the Board members shall be one year, and thereafter until his successor has been elected.

Sec. 4. Duties of board members. The Board of Directors shall have the control and general management of the affairs and business of the band. Such Board members shall in all cases act as a Board, and they may, by majority vote, adopt such rules and regulations for the conduct of their meetings and management of the Association as they deem necessary and appropriate, not inconsistent with these By-Laws, the Articles of Incorporation of the Laws of the State of Florida.

Sec. 5. Board of directors meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine. Special meetings of the Board may be called by the President of the Board at any time, and shall be called by the President or any officer of the Board of Directors upon the written request of the majority of the Board of Directors.

Sec. 6. Notice of board meetings. Notice of Board meetings, other than regularly scheduled meetings, shall be by notice given to each Board member reasonable available in person, by phone, by email, or by mail to the Board member's mailing address as recorded in the Membership Records of the Association, at least one week before the date therein designated for such meeting, including the day of mailing. The notice shall specify the time, date and place of the meeting and the business to be considered at the meeting. No business other than that specified in the notice shall be brought before or considered at such Special Meeting.

a. Any meeting at which all of the Board Members shall be present, although held without notice, any business may be transacted which might have been transacted had the meeting

been duly called. If all members of the Board of Directors shall not be present at any such meeting, held without proper notice, actions taken by the Board at such meeting may be ratified in writing by all those Board members not present within fourteen (14) days following the date of the meeting.

b. Individual Board Members may, in writing, waive notice of any meeting.

Sec. 7. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Board shall constitute a quorum for the transaction of business.

Sec. 8. voting. At all meetings of the Board of Directors, each voting member shall be entitled to one (1) vote. A majority vote of those Board members present shall be required to approve actions on behalf of the Board of Directors.

Sec. 9. vacancies. Vacancies on the Board occurring between annual meetings shall be filled by appointment by the Board upon a majority vote of the remaining Board for the unexpired portion of the term.

Sec. 10. removal of board of directors. Any Member may be removed, at any time by a majority vote at a meeting of the Participating Members called for that purpose.

ARTICLE IV. OFFICERS.

Sec. 1. NUMBER. The officers of the Band:

a. President

b. Vice-President

c. Secretary

d. Treasurer

e. The Board of Directors may designate such additional officers of the Band as it deems necessary and appropriate for the management of the affairs of the Band. The Principal conductor shall be excluded from elections as an officer, but may be allowed to vote for officers at the discretion of the board.

Sec. 2. QUALIFICATIONS. The officers of the Band shall be at least 21 years of age and must be Board members.

Sec. 3. ELECTION. The Board of Directors shall meet as soon as is practical following the election at the Annual Meeting and shall by majority vote elect the officers of the Band from their membership.

Sec. 4. suspension and removal. An officer of the association may be suspended by a two-thirds vote of the total membership of the Board of Directors at any time and removed from office by a two-thirds vote of the total membership of the Board of Directors at a Regular or Special Meeting of the Board of Directors.

Sec. 5. vacancies. If a vacancy occurs in the officers of the Band, such vacancy shall be promptly filled for the remainder of the term by the Board of Directors and an officer so elected shall serve until his successor shall be elected.

Sec. 6. term of office. All officers shall hold office until their successors are elected and shall qualify as provided herein.

Sec. 7. returns and statements. It shall be the duty of each officer to make and file all returns, reports, lists or statements required by Law, these By-Laws or the Board of Directors and to

make full report to the Board of Directors respecting the affairs of the Band in his charge whenever he may be requested to do so.

Sec. 8. duties.

a. PRESIDENT. The President shall preside at all meetings of the Board of Directors and members; shall present at the Annual Meeting of the Members a report of the condition of the business of the Band; call or cause to be called all meetings of the Band as required by these By-Laws; shall, with the approval of the Board of Directors, appoint and remove, employ and discharge, and fix the compensation of all employees of the Band; shall, with the approval of the Board of Directors, sign all contracts and other documents on behalf of the band, assure that all books, report, statements and certifications required by law are properly accomplished; and shall assure compliance with these By-Laws and perform all the duties and assume there responsibilities attendant to President.

b. vice president. During the absence, unavailability or inability of the President, the Vice President shall perform the duties, responsibilities and authority of the President and shall be responsible to perform such other duties as may be determined by the President and the Board of Directors.

c. secretary. The Secretary shall record and preserve the minutes of all meetings of the membership and the Board of Directors; provide and serve all notices of the Band; be custodian of the records of the Band and it's seal, shall affix the seal when required; maintain the records of the membership of the Band, alphabetically arranged with mailing addressed, place of residence, telephone numbers, email address, type and date of membership; and shall make the records of the Band available to members upon request as required by law.

d. treasurer. The Treasurer shall have the care and custody and be responsible for the maintenance of the financial records and all funds, certificates, notes and securities of the Band; deposit all funds and financial assets of the Band in such bank or banks or other places of deposit as the Board of Directors may determine; sign, make and endorse, in the name of the Band, all checks, drafts, warrants, and other forms of President and the Board of Directors; make available for inspection, by any member, the books and financial records of the Band, upon application, at the next rehearsal or within a reasonable time as determined by the Board of Directors; render a a statement of the financial condition of the Band at each regular meeting of the Board of Directors, at such other times as required and at the Annual Meeting of the Band and such other financial records and accounts as may be required to by law, regulation or the Board of Directors; and shall do all things normally required by the position of Treasurer.

ARTICLE V. PRINCIPAL CONDUCTOR.

The Principal Conductor shall be selected by majority vote of the Board of Directors and approved by both of the membership at a Special Meeting called for that purpose. The Principal Conductor may or may not be a nonvoting ex-officio member of the Board of Directors; shall, at the discretion of the Board, determine what instrument and position a Participating Member shall play and shall determine what music the Band will play, in collaboration with the Music Committee; and will perform other duties as are appropriate to the Conductor of the Band as determined by the Board of Directors.

ARTICLE VI. COMMITTEES.

Sec. 1. standing committees. The Band shall have the following Standing Committees:

a. ADVISORY. The Advisory Committee shall consist of former Presidents of the Board of Directors who are active Participating Members of the Association and active members of the Board of Directors. The Committee shall act in an advisory capacity to the Board of Directors on matters related to maintaining the Band's nonprofit [501(C)3] status, management, financial planning, liaison with Hillsborough Community College/Ybor Campus and other

government agencies and long range planning.

b. budget. The Budget committee will be appointed by the President, with the approval of the Board of Directors, and shall advise and assist the Board of Directors and the Treasurer on matters related to financial management, budgeting and corporate financial record keeping. Membership of the Committee shall include at least one Participating Member of the Band.

c. ad hoc. The Music Committee shall be appointed by the President, with the consent of the Board of Directors, and shall assist the Board of Directors on matters of liaison with the Principal Conductor on a day to day basis regarding band decorum, music selection, scheduling and policy; with the Hillsborough Community College/Ybor Campus on matters relating to interface between the Band and the college and on such other matters as the Board may from time to time request.

Sec. 2. special committees. The Band shall have such Special Committees as the Board of Directors may from time to time determine. Special committees shall be appointed by the President, with the consent of the Board of Directors, and shall have such authority and responsibilities as the Board of Directors shall direct.

ARTICLE VII. seal.

The corporate seal of the Band is as impressed below:

ARTICLE VIII. CHARITABLE EDUCATION NATURE OF THE BAND.

The Board of Directors shall never declare dividends from the surplus assets of the Band or shall any member have any vested right in the holdings or assets of the Band. Although the Band may pay reasonable compensation for services performed, no part of the assets shall be distributable to the members of the Band. In order to insure the permanent dedication of the Band to a charitable and educational purpose, upon dissolution of the Band and distribution of its assets, such assets shall be distributed only to an organization which shall meet, at the time of such distribution to it, the definition of such an organization pursuant to Section [501 (c) (3)] of the Internal Revenue Code of the United States, or to a municipal government chartered by the State of Florida at the time of such distribution. The objects purposes and powers of this Band shall neither have nor exercise any power, nor pursue any object or purpose inconsistent with the Band's continuing existence as a charitable educational organization within the meaning of Internal Revenue Code Section [501 (c) (3)].

ARTICLE IX. Definitions.

Gender. All references to gender shall include both the male and female gender.