

# Constitution of the Perinton Concert Band, Inc.

## I. NAME AND PURPOSE

A. This organization shall be known as the Perinton Concert Band, Inc.

B. Its purpose shall be:

1. To contribute positively to the musical environment of the area it serves, whether local, state, national, or international;
2. To provide an opportunity for individual musical growth and expression among the membership;
3. To provide an opportunity for contact between and among musicians of advanced proficiency;
4. To reaffirm the community concert band position in American music;
5. To advance public knowledge of the music performed by concert bands through the sponsorship and performance of concerts and the dissemination of information and to educate the general public.

## II. MEMBERSHIP

A. Qualifications for Membership

1. Any individual who is interested in the purpose of the Perinton Concert Band, Inc. may be considered for membership provided that:
  - a. A vacancy exists,
  - b. The applicant qualifies and/or performs to the satisfaction of the conductor.
2. Such a candidate shall become a member of the organization when current membership dues have been paid, if applicable. The members are required to purchase band supplies (i.e. folder, polo shirt, and jacket).
3. They shall remain a member as long as they show musical competence and agree to the conditions of membership as stated in the By-Laws.

B. Duties of Members

All members shall regularly take part in the workings of the Band, including rehearsals, performances, setting the stage, and are encouraged to participate in fund raising, volunteering for concert duties, and positions on the Board of Directors (BOD).

### **C. Dismissal of Members**

Band members may be dismissed by the BOD upon recommendation by the Conductor or the Personnel Manager. Members may be recommended for dismissal for:

1. Excessive absence; to be determined in accordance with Attendance Guidelines adopted by the Board of Directors and distributed to members.
2. Failing to attend a dress rehearsal;
3. Failing to demonstrate continuing musical competence;
4. Failing to meet any other condition of membership as stated in the By-Law.

### **D. Hearing**

1. Any member recommended for dismissal shall be entitled to receive a written statement of the reason(s) for dismissal ten days prior to the BOD meeting where the dismissal will be voted on. In the interim the Personnel Manager along with Conductor may excuse the member until their hearing.
2. Before acting on a recommendation for dismissal by the Personnel Manager or Conductor, the BOD shall allow the member recommended for dismissal to present any evidence on their own behalf at a BOD meeting.

## **III. BOARD OF DIRECTORS (BOD)**

### **A. Executive Authority**

The Executive Authority of the Band is vested in a BOD whose duties will include:

1. Management of the general affairs of the Band, taking all action which is compatible with the best interests of the Band.
2. Management of the financial affairs of the Band, and establishment of an annual budget.
3. The appointment and dismissal of the conductor and assistant conductor. (There shall be an annual review of these appointments.)
4. The dismissal of a band member upon recommendation of the Conductor or the Personnel Manager.
5. The replacement of members of the BOD who are unable to complete their term of office.
6. The establishment of a schedule of rehearsals and concerts.
7. Creation, documentation and maintenance of operating procedures to ensure proper governance of the band. This includes but is not limited to responsibilities

and duties of all BOD members and methods of contacting band members and the public if necessary in instances of rehearsal or concert cancellations. The procedures should be in sufficient detail for someone assuming a new responsibility to fulfill those responsibilities with minimal interaction with prior office holders.

**B. Titles**

The BOD shall consist of:

1. Nine elected members who must be members of the band:
  - a. Chair
  - b. Vice-Chair
  - c. Treasurer
  - d. Secretary
  - e. Concert Manager
  - f. Personnel Manager
  - g. Publicity Coordinator
  - h. Librarian
  - i. Member-at-Large
2. Appointed members including:
  - a. the Conductor
  - b. A delegate from the sponsoring organization, if applicable
3. Each member of the Board shall have one vote.

**C. Election of Board Members**

1. On or before May 1 of each year, the Chair of the Board shall appoint a three-member Nominating Committee (one, and only one, of whom shall be a Board member) for the purpose of preparing a slate of candidates as follows:
  - a. Candidates in the odd-numbered years will be:
    1. Chair
    2. Vice-Chair
    3. Publicity Coordinator
    4. Secretary
    5. Treasurer
  - b. Candidates in the even-numbered years will be:
    1. Personnel Manager
    2. Librarian
    3. Concert Manager
    4. Member-at-Large
2. The band members shall be advised of the upcoming elections at the first rehearsal in May. Members will be advised of the following: positions and

respective duties for election, members of the Nominating Committee, and election dates.

3. The Nominating Committee shall present its report one week before the annual meeting, listing at least one candidate for each titled, elected position on the Board.
  - a. A list showing all candidates who have accepted a nomination from the Nominating Committee will be given to each band member.
  - b. Candidates for uncontested positions will be deemed elected.
  - c. Elections for contested positions shall be held at the annual business meeting. A written vote will be taken in the following manner:
    - i. Each band member may vote for one candidate for each position.
    - ii. A preliminary vote will establish the top two candidates for each position unless one candidate receives a majority.
    - iii. If no candidate receives a majority, a run-off will be held between the top two candidates.
    - iv. A majority vote will establish the elected candidate for each position.
4. Each elected member of the Board will serve a two-year term beginning July 1<sup>st</sup>.

#### **IV. MEETINGS**

- A. Meetings of the BOD and meetings of the full membership may be called at the discretion of the Chair of the Board, or at the request of any band member.
- B. The annual business meeting shall be at the last rehearsal of the concert season.

#### **V. AMENDMENTS**

- A. Previous notice of a proposed amendment to this Constitution or the By-Laws, along with a copy of the proposed amendment, must be presented at a duly constituted meeting of the band membership at least 30 days or three full rehearsals prior to voting.
- B. A Three-fourths vote of those present and voting will be necessary to amend the Constitution and a majority vote will be necessary to amend the By-Laws.

# By-Laws of the Perinton Concert Band Inc.

## A. MEMBERSHIP

1. Attendance –
  - a. Attendance shall be taken at every rehearsal and concert. Members are expected to inform the Personnel Manager of all absences.
  - b. Attendance at dress rehearsals and scheduled concerts is expected of all members.
2. Rehearsals - Rehearsals shall be held on a weekly basis at a time, date, and place to be determined by the BOD and at such other times as called by the Conductor.
3. Concert Dress - Concert dress shall be determined by the BOD and adhered to by the entire membership.
4. Seating - All seating will be determined by the conductor.
5. Membership Dues – See section II.A.2 of the Constitution (Membership).
6. Fund Raising - Major fund-raising projects involving extensive member participation shall be approved by a majority vote of the band membership.
7. Concerts - Concerts outside the Greater Rochester area shall require the approval of the band members by a majority vote.
8. Leave of Absence - While it is musically beneficial for the band to maintain a consistent membership, it is understood that personal situations may arise where a member wishes to take a temporary leave of absence. Unique or unexpected situations related to one's family, professional obligations or health are some of the typical reasons for requesting a leave.

In the event that a leave of absence is desired, an application should be made in writing to the Personnel Manager. The Conductor and Personnel Manager will make the final determination on granting the leave based on the band's ability to maintain an acceptable musical balance.

Once granted, the absentee player's chair will be held for a maximum of one concert season. If the member wishes to extend the leave beyond one season, they must reapply, and the decision will again rest with the Conductor and Personnel Manager.

9. Band Historian – This is a volunteer position held by a member of the band. Responsibilities include the establishment and maintenance of a hard copy “scrap book”. The scrap book at a minimum should include copies of all performance programs, any articles about the band published in local/regional/national periodicals, a sampling of any

available photographs (dated) of band gatherings, and the documentation of any other significant events concerning the band.

## **B. BOARD OF DIRECTORS (BOD)**

1. Chair – The Chair shall be the spokesperson for the BOD. The Chair shall call meetings of the BOD and the general membership as required or requested. The Chair shall be responsible for ensuring that the other members of the Board fulfill their duties as set forth in the Constitution and By-Laws and shall ensure that the activities of the Perinton Concert Band, Inc. as set forth therein are fulfilled.
2. Vice-Chair – The Vice-Chair shall act in the absence of the Chair and shall assist the Chair in fulfilling the duties set forth in the Constitution and By-Laws as requested by the Chair.
3. Concert Manager – The Concert Manager shall handle all business that comes before the band, making arrangements for concerts, trips, and purchases of equipment, and will be responsible for the printing of handbooks, programs, and brochures. The Concert Manager may recommend appointment of ad hoc committees as needed.
4. Secretary – The Secretary will keep records of all meetings of the BOD and full membership and other permanent records as may be necessary. The Secretary will also be responsible for mailing all required meeting notices, thank you notes and sympathy cards.
5. Treasurer – The Treasurer will collect and disburse all monies as approved by the BOD and will maintain up-to-date records of the Band's assets and liabilities and all associated financial transactions. The Treasurer will also prepare and submit appropriate financial reports at the end of the fiscal year and periodically during the year.
6. Personnel Manager – The Personnel Manager will maintain an up-to-date membership list, a waiting list of prospective members and an accurate weekly record of attendance; and may enlist representatives from the band to assist with attendance. The Personnel Manager will handle the majority of intra-group communications.
7. Publicity Coordinator – The Publicity Coordinator will promote and publicize all activities of the band and will serve as band historian in the absence of a volunteer for that position.
8. Librarian – The Librarian will distribute and collect music folders as necessary. The Librarian is also responsible for maintaining, indexing, and cataloguing the Band library, and oversight of the contents of the Band office. The BOD may appoint an Assistant Librarian to support these duties; only the elected Librarian shall be a member of the Board.
9. Member-at-Large – The Member-at-Large may be assigned responsibilities by the Chair of the Board, which may include assisting other Board Members in the exercise of their

duties. The Member-at-Large will also serve as a liaison between the band members and the BOD.

### **C. FISCAL ACCOUNTABILITY**

1. Fiscal Year – The band’s fiscal year shall run from July 1<sup>st</sup> through June 30<sup>th</sup>.
2. Financial Oversight Committee
  - a. At the beginning of each fiscal year, the Chairperson of the BOD shall appoint a Financial Oversight Committee comprised of two or three members, one of whom must be a board member (not the Treasurer).
  - b. The duties of this committee are as follows:
    - 1) Provide primary oversight to the Band’s financial and treasury function.
    - 2) Ensure the Band’s assets are safeguarded and that idle cash is appropriately invested (if applicable).
    - 3) Ensure there exists a well-designed and implemented system of internal controls.
    - 4) At least once every 5 years determine the desirability of having an outside accounting firm perform work for the Band. Such work to be considered includes, but is not limited to, a full audit of the Band’s financial statements, a review of the Band’s financial statements, a consideration of the Band’s internal controls with recommendations for improvement, a consideration of the Band’s financial and other administrative procedures with recommendations for improvement, or other similar work as may be deemed appropriate. The Committee shall recommend to the Board the nature of the outside work, if any, to be performed and, if work is to be performed, the accounting firm to be hired.
3. Outside accounting firm work
  - a. The Board shall consider and make the final decision on the Financial Oversight Committee’s periodic recommendation for the work, if any, to be performed by an outside accounting firm and the firm to be hired.
  - b. The Board will oversee the implementation of any outside accounting firm recommendations with the assistance of the Financial Oversight Committee.
4. Budget Requirements - The Board shall adopt a budget for the current fiscal year on or before October 31<sup>st</sup> of that year with input and counsel from the Treasurer.
5. Loyalty and Ethics – Each Board member shall discharge the duties of their office in good faith and with that degree of diligence, care, loyalty, ethics and skill which an ordinarily prudent person would exercise under similar circumstances in like positions.

# Appendices – History of Amendments

**Appendix 1:** The Constitution and By-Laws were adopted by vote of the general membership of the Band on January 3, 1979. The Constitution was amended on January 7, 1980 by vote of the general membership of the Band and added “Inc.” as part of the name of the Band. More extensive revisions changing the number of members on the BOD and their duties were adopted by vote of the general membership of the Band on May 17, 1983. The By-Laws were amended, adding paragraph A section 8 to the By-Laws by vote of the general membership of the Band on March 30, 1988.

**Appendix 2:** The By-Laws were amended on May 31, 2006 by vote of the general membership of the Band. Section “C. Fiscal Accountability” was added and Section B/1/e was changed, adding to the Treasurer’s responsibility the maintain of up-to-date records of the Band’s assets and liabilities and all associated financial transactions, and that s/he will submit appropriate financial reports at the end of the fiscal year and periodically during the year. The sentence about the treasurer developing and coordinating projects to raise funds was deleted.

**Appendix 3:** The Constitution was amended on May 26, 2010 by vote of the general membership of the Band. Section “C.III.1.a Candidates in odd number years will be:” added Vice-Chair. Section “C.III.1.b Candidates in even number years will be:” removed Vice-Chair. The changes in Section “C.III” will come into effect at the 2011 annual meeting. Section “C.III.3” changed from “last week in May” to “one week before the annual meeting.” Section “IV.B” changed to last rehearsal of the concert season. The By-Laws, Section 8, were amended to establish the maximum duration for leave of absence as one year.

**Appendix 4:** The Constitution and By-Laws were amended on May xx, 2016 by vote of the general membership of the Band. Changes to the Constitution are as follows: 1) The Constitution and By-laws were each separately titled, 2) Section II.A.2 was expanded to require members to purchase various band logoed supplies, 3) Section II.B - Duties of Members was expanded 4) Section II.C.1 – “Excessive absence” was clarified, 5) in Section II.C.2 “Pre-concert warm-up rehearsal” was changed to “dress rehearsal”, 5) Section II.D.1 was revised to allow for a member to be excused from the band while awaiting a hearing, 6) Typos were corrected in Section II.D.2, 7) Section III.A.7 was added relating to require the



Board of Directors to establish operating procedures, 8) Section III.C.2 was expanded to require additional pertinent information to be shared with the band prior to elections, and 8) Section III.C.4 revised the start date for the newly elected Board of Directors to July 1<sup>st</sup>, rather than the end of the concert season.

In addition to minor wording changes, the By-Laws were amended as follows: 1) Additional member responsibilities for attendance were added to Section A.1, 2) Section A.5 concerning membership dues was referenced back to the Constitution section addressing the same topic, 3) Section A.8 regarding Leave of Absence was extensively rewritten, 4) Section A.9 was added to define the need for and duties of the band Historian, 5) Additional duties for the Secretary were added to section B.4, 6) The requirement for a “Membership Committee” in section B.6 was eliminated with the duties of that committee absorbed by the Personnel Manager, 7) In section B.9, the duties of the Member-at-Large were expanded to include liaising to the general membership, 8) Section C.3.a was amended to allow the External Audit requirement to be satisfied by an “internal controls review”.

**Appendix 5:** The Constitution and By-Laws were amended on February 1, 2023 by vote of the general membership of the Band. Changes were approved as follows:

- Improved formatting and spacing for readability throughout the document;
- Minor non-substantive wording edits;
- Replaced “S/he” throughout with the gender-neutral (and more pronounceable) singular “they”, with conforming grammatical changes as necessary;
- Amended the Constitution, Section II.C.1 to define excessive absence by reference to Attendance Guidelines adopted by the BOD;
- Amended the Constitution, Section III.C to reduce the size of the Nominating Committee and to simplify nomination and ballot procedures, especially for uncontested elections;
- Amended the By-Laws, Section B.8 to better define the Librarian duties, deleting “-Property Manager” from the title (and wherever else occurring), and to allow the appointment of an Assistant Librarian by the BOD;
- Amended the By-Laws, Section C, regarding external audit or review services.