

BY-LAWS OF THE OKLAHOMA CONCERT BAND FOUNDATION, INC.

ARTICLE I - NAME AND PURPOSE

- A. The name of this organization shall be Oklahoma Concert Band Foundation, Inc.
- B. The purpose of this organization is to engage in the promotion, appreciation, and support of concert band music throughout the State of Oklahoma.

ARTICLE II - MEMBERSHIP

Membership in the Foundation shall be of two types:

- A. Any musician who performs without compensation in a Subsidiary Ensemble under the jurisdiction of the Oklahoma Concert Band Foundation, Inc., and is in good standing with that ensemble. A member of a Subsidiary Ensemble who is in good standing with that ensemble at the end of that ensemble's membership term, shall be granted membership in the Foundation until the end of the Foundation membership year.
- B. Any person who is interested in the purpose of the Oklahoma Concert Band Foundation, Inc., and whose request for membership is accompanied by a contribution to the Foundation of at least twenty dollars. Such contribution shall be required on a yearly basis and become due on February 1.
- C. The Foundation membership year shall be from September 1 through August 31.

ARTICLE III - MEETINGS

- A. The Annual Meeting of the Foundation shall be held on the first Tuesday in April.
- B. Other meetings of the Foundation may be called by the President, Board of Directors, or by one-half the members of the Foundation.
- C. The members present shall constitute a quorum.
- D. Unless otherwise stated, meetings of the Foundation are open to all members of the Foundation and any other interested parties.

ARTICLE IV - ELECTIONS

- A. At the February meeting of the Board of Directors, the President shall appoint a three-member Nominating Committee for the purpose of preparing a slate of candidates for election to the Board. Only those members of the Foundation who meet the qualifications specified in Article V, Section B and have been verified as members of the Foundation as specified in Article II, may be placed on the slate of candidates for election to the Board.
- B. The Nominating Committee shall present its report at the Annual Meeting. Additional nominations may be made from the floor, provided the nominees named in such nominations meet the qualifications specified in Article V, Section B.
- C. Elections shall take place by ballot at the Annual Meeting. Candidates receiving the most votes shall be elected and assume their duties at the next meeting of the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

- A. The executive authority of the Foundation shall be vested in a Board of Directors whose duties shall include:
  - 1. Management of the general and financial affairs of the Foundation.

2. Selection of the Principal Conductor of each Subsidiary Ensemble under the jurisdiction of the Foundation.
  3. Management of the general and financial affairs of each Subsidiary Ensemble under the jurisdiction of the Foundation, limited to those items specified in Article IX - Subsidiary Ensembles.
- B. All Directors shall be members in good standing of the Foundation and shall not receive compensation from the Foundation or its Subsidiary Ensembles.
  - C. The Board of Directors shall consist of:
    1. Ten Elected Directors.
    2. One Appointed Director: Musicians' Representative.
  - D. A majority of the Directors shall constitute a quorum for the transaction of business.
  - E. Meetings of the Board of Directors shall be held on the second Tuesday of each month. Special meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors, by causing notice to be given to all Directors. Unless otherwise stated, Board meetings are open to all members of the Foundation and any other interested parties.
  - F. Founding Directors shall serve until the Annual Meeting in 1996. At the Annual Meeting in 1996, five Directors shall be elected for a term of one year, and five Directors shall be elected for a term of two years. In subsequent elections, Directors shall be elected for a term of two years.
  - G. At the Board meeting immediately following the Annual Meeting, the following business shall be conducted:
    1. The Elected Directors shall elect from their membership, for a term of one year, the following Officers: President, Vice-President, Secretary, and Treasurer, who shall assume their duties immediately, with the assistance and/or consultation of their immediate predecessors.
    2. The Principal Conductor of any Subsidiary Ensemble under the jurisdiction of the Foundation shall nominate a Musicians' Representative. Upon his<sup>1</sup> approval by the Elected Directors, the Musicians' Representative shall immediately assume his duties as a member of the Board and shall serve on the Board for the term of one year.
    3. The President shall appoint the Chairmen of all Standing Committees.
    4. The Directors shall accept assignments on one or more of the Standing Committees.
  - H. Duties of the Directors are as follows:
    1. The President shall preside at all meetings of the Foundation and the Board; shall be principal executive officer with the responsibility for the general supervision of the affairs of the Foundation; shall be the official spokesperson of the Foundation; shall be a member ex-officio of all committees, except the Nominating Committee; shall appoint such special committees deemed necessary to carry out the purposes of the Foundation; shall keep the Principal Conductors informed of their duties as set forth in the By-Laws; and shall perform such other duties as may be prescribed in these By-laws or assigned to him by the Board.

---

<sup>1</sup> For the purpose of these By-laws, the masculine gender has been used without intending to exclude the feminine gender.

2. The Vice-President shall act as an aide to the President and perform the duties of the President in the absence of that officer. He shall assume the Presidency in the case of incapacity or resignation of the President.
  3. The Secretary shall keep an accurate record of all meetings of the Board and the Foundation, and maintain all records of the Foundation. He shall give due notice of all meetings of the Foundation and of the Board of Directors.
  4. The Treasurer shall receive all moneys of the Foundation; keep an accurate record of receipts and expenditures; pay out funds only as authorized by the Board; make all financial records available for audit upon request, and present a written statement of the account at each Board meeting.
  5. The other Directors shall serve on one or more of the Standing Committees; and shall be assigned responsibilities by the President of the Board, within the scope of these By-laws.
  6. The Musicians' Representative shall keep the Board informed of the activities of all Subsidiary Ensembles under the jurisdiction of the Foundation. He shall be the primary means of communication between the Board and the Principal Conductors of all the Subsidiary Ensembles.
- I. Any member of the Board of Directors who stands to benefit monetarily from a matter in consideration by the Board shall abstain from voting on such matter.
  - J. A vacancy occurring on the Board of Directors among the Elected Directors shall be filled for the unexpired term by appointment by the President, with the approval of the remaining members of the Board. A vacancy in the Musicians' Representative position shall be filled for the unexpired term by appointment by the Principal Conductors of the Subsidiary Ensembles, with the approval of the remaining members of the Board.
  - K. Any Officer of the Board may be removed from office by a majority vote of the Board of Directors. Any Director may be removed from the Board by a majority vote of the Board of Directors, or by a two-thirds vote of the Foundation members present at a special meeting called for the purpose of such removal.

#### ARTICLE VI - STANDING COMMITTEES

The Chairman of each Standing Committee shall serve for a term of one year and shall report his committee's activities at each meeting of the Board.

- A. The Finance Committee shall determine requirements for and compile the annual budget of the Foundation; and devise ways and means to extend and supplement the Foundation's income. An annual budget of the Foundation shall be presented for approval at the first Board meeting of the fiscal year. Modifications to the annual operation budget may be made at any regular meeting of the Board. All annual budget requests and modifications must be approved by a two-thirds majority vote of the Board.
- B. The Goals Committee shall advance the Foundation's purpose by determining long-term goals and suggesting means to accomplish such goals.
- C. The Public Information Committee shall design and maintain graphics and text for the presentation of the Foundation's name and purpose, such graphics and/or text to be included in all media which is released by the Foundation or the Subsidiary Ensembles to the public; shall make such graphics or text available to the Subsidiary Ensembles; and shall oversee the preparation and circulation of news releases, advertisements, and other publicity of the Foundation and its Subsidiary Ensembles.
- D. The Membership Committee shall maintain an accurate list of the current members of the Foundation.

- E. The Donor Committee shall solicit, accept, and acknowledge donations to the Foundation; work in conjunction with the Subsidiary Ensembles to solicit and accept donations at ensemble events; maintain an accurate list of donors; and make the donor list available to the Subsidiary Ensembles.

#### ARTICLE VII - AUDITING COMMITTEE

The President shall appoint, at least one month prior to the Annual Meeting, an Auditing Committee consisting of three members of the Foundation who shall examine the Foundation financial accounts. The committee shall provide a written auditor's report to the Foundation at the Annual Meeting.

#### ARTICLE VIII – FISCAL YEAR

The Foundation fiscal year shall be from September 1 through August 31.

#### ARTICLE IX - SUBSIDIARY ENSEMBLES

- A. Any ensemble whose purpose is in agreement with the purpose of the Oklahoma Concert Band Foundation, Inc., may apply to become a Subsidiary Ensemble under the jurisdiction of the Oklahoma Concert Band Foundation, Inc. The status of "Subsidiary Ensemble" shall be granted if the following conditions are met:
  - 1. A majority of the current membership of the Oklahoma Concert Band Foundation, Inc., votes to accept the ensemble as a Subsidiary Ensemble.
  - 2. The Principal Conductor of said ensemble is approved by the Board of Directors of the Foundation.
  - 3. Monies held by said ensemble in the form of dues, donations, or any other form, are turned over to the Oklahoma Concert Band Foundation, Inc.
  - 4. All conductors and members of the ensemble agree to abide by the By-laws of the Oklahoma Concert Band Foundation, Inc.
  - 5. A written statement of membership requirements for said ensemble is submitted to and approved by the Board of Directors of the Foundation.
  - 6. Lists of said ensemble's current members' names, addresses, and phone numbers are provided to the Board of Directors of the Foundation.
- B. Each Subsidiary Ensemble must abide by the following rules:
  - 1. The Principal Conductor shall be selected by the Board of Directors of the Foundation. Duties of the Principal Conductor are as follows:
    - a. He shall schedule, manage, and stage performances that are appropriate to the abilities and schedules of the members of the ensemble.
    - b. In cooperation with the Principal Conductors of all the Subsidiary Ensembles, a Musicians' Representative shall be selected and nominated at the regular Board meeting in April. Said nominee shall be limited to those members of the Foundation meeting the definition found in Article II, Section A, and subject to the qualifications specified in Article V, Section B.
    - c. He shall submit an annual operation budget request to the Board of Directors for its approval during the first Board meeting held during the regular season of his Subsidiary Ensemble. He may submit a request for modification to the annual operation budget at any regular meeting of the Board. All annual budget requests and modifications must be approved by a two-thirds majority vote of the Board.
  - 2. The Principal Conductor shall select an Executive Assistant for the Subsidiary Ensemble and nominate them for approval by the Board of Directors. Said nominee shall be limited to those members of the Foundation meeting the definition found in Article II, Section A, and subject to the qualifications specified

in Article V, Section B. Upon the Executive Assistant's approval by the Board of Directors, the Executive Assistant shall immediately assume their duties. The Executive Assistant shall serve at the discretion of the Board of Directors. The duties of the Executive Assistant shall include supplying the Board of Directors with the current Ensemble membership roster, current membership requirements, and any proposed changes to the membership requirement. The Principal Conductor will assign other duties to the Executive Assistant provided those duties fall within the scope of these by-laws.

3. All monies received by the Ensemble, in whatever form, shall be turned over to the Foundation.
4. The Ensemble shall have the approval of the Board before making any change to its purpose or membership requirements.
5. The Ensemble, through the Ensemble's Executive Assistant, shall keep the Chairman of the Foundation Membership Committee informed of changes in its membership roster. At the end of the Ensemble's membership term, the Ensemble, through the Ensemble's Executive Assistant, will provide a list of its members in good standing to the Chairman of the Foundation's Membership Committee.
6. All programs, advertising, or other media released to the public by the Ensemble shall include the Foundation graphic and/or text provided by the Foundation's Public Information Committee.
7. The Ensemble shall work with the Foundation's Donor Committee to solicit and accept donations at Ensemble events.

#### ARTICLE X - AMENDMENTS

These By-laws may be amended by a majority vote of the Board of Directors, or at any regular or called meeting of the membership of the Foundation by a majority vote of the members present.

#### ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall govern the Foundation's meetings in all cases in which they are not inconsistent with the By-laws of the Foundation.

2 September 2003