

BYLAWS
OF
THE FREDERICKSBURG CONCERT BAND, INC.
February 12, 2020

ARTICLE I
Function

- 1.1 The Fredericksburg Concert Band, Inc. (FCB), as stated in its articles of incorporation, is organized exclusively for charitable and educational purposes. In furtherance of these purposes the corporation shall operate a community band to promote music education in the Fredericksburg, Virginia area. This includes providing an opportunity for, and encouragement to, individuals in the community to play in an ensemble as well as providing performances for the community that promote music as an art form.
- 1.2 The board of directors (BOD) may adopt such guidelines, policies and procedures as may be necessary to implement the purposes and functions of the corporation as set forth in these Bylaws of the FCB and the FCB Articles of Incorporation. The guidelines, policies and procedures are consistent with the corporation's status as exempt from tax under Section 501(c)(3) of the Internal Revenue Code. Bylaws of the FCB regulate the operation of the corporation. They are binding upon the BOD and the FCB members. This revision supersedes Bylaws of the FCB amended September 8, 2018.

ARTICLE II
Members

- 2.1 Members of the corporation shall be persons who participate in the corporation's music performances, attend regular rehearsals, and pay annual dues for membership as determined by the BOD. Control of the corporation is lodged in the BOD. Voting rights of members who are not directors shall extend only to nominating and voting for directors.
- 2.2 Persons who join the corporation must adhere to all membership and dues procedures set forth in the FCB Member Handbook. Upon approval by the music director or ensemble director in consultation with the appropriate section leader, and with the payment of applicable dues, the membership is granted.
- 2.3 Non-member musicians may perform with the band or an ensemble for a particular concert on an ad hoc basis at the discretion of the music director or ensemble director. Ad hoc performers must adhere to all FCB rules, but are excluded from the requirement to pay dues.
- 2.4 FCB Hall of Fame membership is an honor awarded to an individual by a majority vote of the BOD. Any FCB member may nominate an individual for this honor. An FCB Hall of Fame honoree will have demonstrated a long-standing commitment to the FCB or will have accomplished something truly noteworthy on its behalf. A nominee may be a past or present member, or an individual without current or prior membership. If the honoree is a member of the corporation, he or she will also receive a lifetime exemption from paying annual dues. The FCB Hall of Fame membership does not convey voting rights. The BOD

is empowered on a case by case basis to craft the specific citation and/or title associated with this award.

2.5 Termination and Revocation of Membership

- (a) Any member may terminate his or her own FCB membership at any time by contacting the appropriate section leader, music director or ensemble director, or any member of the BOD. Persons in the aforementioned positions shall involve and inform the membership manager throughout the self-termination process. Annual dues are not refundable.
- (b) Any membership may be revoked by a two-thirds (2/3) vote of the BOD. Any activity that may bring discredit on the FCB, or violation of attendance policy, rehearsal etiquette or concert etiquette is grounds for initiating a revocation vote by the BOD. Any individual whose membership has been revoked may appeal to the BOD via a written statement for reconsideration. The president will convene an Appeals Committee, described in Section 5.2(d). The committee has thirty days to conduct its review and present its recommendation to the BOD. The BOD will consider the recommendation and vote on the appeal. A majority BOD vote will be the final decision, with written notification provided by the BOD to the appellant. The BOD shall involve and inform the personnel manager throughout the revocation process. Annual dues are not refundable.

ARTICLE III Directors

3.1 General Powers

- (a) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the BOD, subject to any limitation set forth in the FCB Articles of Incorporation.¹
- (b) The BOD is the group of persons that is vested with the general powers of managing the business of the corporation.

3.2 Number of Directors

By definition, persons who are members of the BOD are directors.² The number of voting directors constituting the BOD shall be seven (7), to consist of the president, vice president, treasurer, secretary, and three directors at large. The number of directors may be increased or decreased by amendment to the bylaws. The *total* number of directors will exceed seven by the election and appointments of ex officio directors, or by increase or decrease as prescribed in the Code of Virginia.³

¹Va. Code § 13.1-853, Requirement for and duties of board of directors. (Note that the “ § “ symbol is the symbol for “Section” in the Code, e.g., in this case: Section 13.1-853.)

² Va. Code § 13.1-853, Definitions. See “Board of directors” therein.

³Va. Code § 13.1-855, Number and election of directors

3.3 Election and Removal of Directors

(a) Election of Directors

- 1 Directors, shall be nominated and elected by the membership of the corporation. Persons who accept nomination are candidates. The membership votes to elect candidates to the BOD by plurality, as directors at large.⁴ Directors may succeed themselves by reelection for an indefinite number of terms.
- 2 The BOD elects officers by majority vote from among the sitting voting directors. The officers shall consist of a president, vice-president, secretary, and treasurer. The election of officers shall occur at the first meeting of the new BOD following the election of directors.
- 3 The date for annual election of directors shall be set by the current BOD and it will occur during June (before terms begin). If an emergency prevents the installation of a new BOD, the current BOD will maintain its status until the new BOD is installed.

(b) Removal and Replacement of Directors

- 1 Officers. The BOD may remove any officer by majority vote at any time, with or without cause.⁵ Because officers are originally elected and appointed by the BOD from among sitting directors (directors at large), only the BOD may remove an officer from the board. Replacement of officers is covered in Section 3.4(b), “Filling Vacant Staggered Term Positions.”
- 2 Directors At Large. FCB members may remove one or more directors at large, with or without cause. Removal procedures in the Code of Virginia must be strictly followed.⁶ To replace a director at large, the corporation must also comply with the FCB Articles of Incorporation. Details applying to replacement are in Section 3.4(b), “Filling Vacant Staggered Term Positions.”

(c) Election and Removal of Ex Officio Directors. Ex officio directors are elected and designated by majority vote of the BOD as stated in the FCB Articles of Incorporation. Qualifications and other information about ex officio directors are Section 3.6(a). Through negotiation, the BOD determines terms of compensation of the music director (an ex officio director on the BOD). The BOD reserves the authority to remove an ex officio director at any time, with or without cause.

3.4 Terms of Directors

(a) Staggered Term Framework

- 1 The restated FCB Articles of Incorporation of 2018 require initiation of a staggered term system at the first annual BOD election following its filing.⁷ The terms of all voting directors are two years.⁸ Terms run from September 1 through August 31. Elections for three directors will be held in odd years, and elections for the other four will be held in even years. Director terms are

⁴Plurality voting: Each voter is allowed to vote for only one candidate, and the candidates who poll more votes than their counterparts are elected to the vacated BOD seats.

⁵Va. Code § 13.1-874, Resignation and removal of officers

⁶Va. Code § 13.1-860 Removal of Directors

⁷FCB Articles of Incorporation are filed with Virginia’s State Corporation Commission.

⁸Va. Code § 13.1-857, Terms of Directors Generally. Term length of more than one year or less than one year must be approved by the BOD and authorized by a provision in the FCB Articles of Incorporation.

staggered so that the entire BOD is not up for re-election at the same time. This promotes continuity of BOD work and organizational memory, and opportunity for a mix of older and newer directors.

- 2 Initiation of the staggered term framework is the first annual BOD election following issuance of the restated FCB Articles of Incorporation of 2018. –The outcome of staggered term initiation is four (4) director positions of one-year terms, and three (3) director positions of two-year terms. *The one-year terms change to two-year terms at the following annual election (2020).* Then and thereafter, BOD terms will be staggered with even year elections rendering four new terms, and odd years rendering three new terms.

(b) Filling *Vacant Staggered Term Positions.*

- 1 The BOD may appoint a sitting officer or director at large to fill a vacated officer position, in which case the person shall inherit the term of the appointed position. The BOD may (a) appoint another sitting officer to hold the vacated office or (b) solicit volunteers from Musician Members to assume the vacant officer position term. If there is more than one volunteer, a special election for the position must be conducted and concluded within 10 business days.
- 2 In general, whether positions are vacated by resignation, removal, or otherwise, the BOD has the duty to fill the positions. With staggered terms the BOD should also consider doing so in a manner that is both feasible and beneficial. For example, filling a vacant position late in its term is usually feasible, but likely less beneficial than filling a position early in its term, and filling a position late in its term may have no benefit.

(c) The term of ex officio directors is from date of appointment by the BOD until the date on which such a director no longer occupies the office qualifying him or her for the BOD position.⁹

(d) Except in the case of ex officio directors, despite the expiration of a director's term, a director continues to serve until his successor is elected or until there is an approved decrease in the number of directors, if any.¹⁰

3.5 Meetings of Directors

(a) The BOD shall meet with a frequency deemed to be appropriate for the timely conduct of corporation business. At minimum, meetings must be held at least once a year. Meetings of the BOD shall be held at times fixed by resolution of the BOD, or upon call of the president or upon the call of a majority of the directors.

(b) A convening of a majority of directors constitutes a quorum. In the FCB, a majority is a number or percentage equaling more than half of the total.

(c) Motions put to the BOD must have a majority vote to pass.

3.6 Ex Officio Directors

⁹Virginia State Corporation Commission (SCC) [[<https://www.scc.virginia.gov/clk/befaq/vanon.aspx#a4>]]

¹⁰Va. Code § 13.1-857, Terms of directors generally

- (a) An FCB ex officio director is a director by virtue of an office held by the person in the FCB or in another organization. Such an office is one that reflects or imparts traits such as noteworthy ability, talent, skill, influence, reputation, or organizational and community relationships that are of significant benefit to the FCB. Ex officio directors in the FCB are non-voting directors.¹¹
- (b) The FCB Articles of Incorporation include the designation of all ex officio directors and state the manner in which they are elected.^{12, 13}

ARTICLE IV Duties

4.1 General and Primary Legal Duties Common to All Directors

- (a) General Duties include participating actively in BOD work, exercising foresight in planning, advocating publicly for the FCB mission, overseeing the documentation of agendas and minutes by conscientious review to help ensure completeness and correctness of records, and providing a good transition and continuity to successor directors as they begin their BOD terms.
- (b) Three Primary Legal Duties¹⁴
 - 1 Duty of Care. Ensure the prudent use of assets.
 - 2 Duty of Loyalty. Ensure that activities and transactions are first and foremost the FCB mission, and that decisions are in the best interest of the corporation and not individual board members.
 - 3 Duty of Obedience. Ensure that the corporation obeys applicable laws and regulations, follows the Bylaws, and adheres to FCB purpose and mission.

4.2 The BOD has ultimate responsibility for fundraising to help ensure mission and functional success. Collectively and individually, directors have frequent opportunities to talk or speak about the FCB to members of the public. The BOD supports, guides, and encourages the membership to talk about the FCB. The BOD also oversees the Publicity Committee if it is established, and provides guidance and resources to the committee and its chairperson.

4.3 Officers on the BOD shall have such duties as generally pertain to their offices, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the BOD.

¹¹Va. Code § 1-215, Ex officio. Service includes voting privileges unless otherwise provided. Also see FCB Articles of Incorporation.

¹²Virginia State Corporation Commission filing requirement [www.scc.virginia.gov/publicforms/207/scc819.pdf].

¹³ Va. Code § 13.1-819.4, Articles of incorporation

¹⁴Selected sources citing the primary legal duties of directors:

a. Black's Law Dictionary Online Legal Dictionary 2nd Edition [<https://thelawdictionary.org/>]

b. *Guidebook for Directors of Nonprofit Corporations*, American Bar Association Committee on Nonprofit Corporations, second edition, ABA, Chicago, 2002, pp. 19, 21, 29, 40.

c. National Council of Nonprofits, "Board Roles and Responsibilities."

[<https://www.councilofnonprofits.org/tools-resources/board-roles-and-responsibilities>]

4.4 Duties of the President

- (a) The president shall be the chief executive officer of the corporation. The president shall be primarily responsible for the implementation of the policies of the BOD and shall have general management and direction of the operations of the corporation, subject only to the ultimate authority of the BOD. The president may sign and execute in the name of the corporation contracts and other instruments except in cases where the signing and execution thereof shall be expressly delegated by the BOD or by these bylaws to some other officers or agent of the corporation.
- (b) The president shall perform all duties incident to the office of president and such other duties as may from time to time be assigned by the BOD. This shall include setting the agenda and moderating meetings of the BOD. It is the president's responsibility to ensure that the corporation membership is kept informed about the plans and activities of the BOD.
- (c) The president is authorized to sign checks in the absence or disability of the treasurer.

4.5 Duties of the Vice President

- (a) The vice president, in the absence or disability of the president, shall exercise all the functions of the president. In the event of the president's resignation, removal, or otherwise permanent departure, the vice president becomes the president.
- (b) The vice president shall serve as liaison to standing and ad hoc committees. The vice president shall perform such other duties as from time to time may be assigned by the BOD or the president.

4.6 Duties of the Treasurer

- (a) The treasurer has charge of and is responsible for all funds, securities, receipts, and disbursements of the corporation and shall deposit all monies and securities of the corporation in such banks and depositories as shall be designated by the BOD.
- (b) The treasurer is authorized to sign checks on behalf of the corporation. Only one signature is required.
- (c) The treasurer is responsible for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; preparing appropriate operating budgets and financial statements; and filing all tax returns required by law; and all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the BOD or the president.
- (d) If the president and vice president are absent, the treasurer will serve as moderator of meetings of the BOD, assuming a quorum is present.

4.7 Duties of the Secretary

- (a) The secretary shall in general perform all the duties incident to the office of secretary.

- (b) The secretary shall record minutes of all BOD meetings and distribute them in a timely manner. The secretary shall preserve the minutes as permanent records.
- (b) The secretary shall see that all notices required to be given by the corporation are duly given and served.
- (c) The secretary shall have custody of all deeds, leases, and contracts. He or she shall have custody of other important corporate documents to include records and papers of the corporation resulting in its organization and management as a corporation. The secretary shall see that all reports, statements and other documents required by law (except tax returns) are properly filed.
- (e) If the president, vice president, and treasurer are absent, the secretary will serve as moderator of meetings of the BOD, assuming a quorum is present.

4.8 Duties of Directors At Large

- (a) Directors at large perform duties that are not specific to the officers. They perform emergent duties as may from time to time be assigned by the BOD.
- (b) Directors at large may coordinate ad hoc committees or projects as necessary.

4.9 Duties of the Music Director

- (a) The music director shall serve as the FCB Conductor and as an ex officio director on the BOD.
- (b) The music director shall have overall authority for the presentation of quality music performances. The music director selects music, conducts rehearsals and concerts, and provides guidance to members to ensure quality performances.
- (c) The music director shall appoint an associate conductor, subject to the approval of the BOD.
- (d) In consultation with the appropriate section leaders, the music director is authorized to determine Active Musician and Reserve Musician status of members.¹⁵
- (e) In consultation with the appropriate section leader, the music director has ultimate authority and responsibility to determine if an individual member is sufficiently prepared to participate in a public performance of the FCB.

ARTICLE V Ensembles, Assignments and Committees

5.1 Ensembles

The BOD may establish one or more ensembles of groups of musicians for specific

¹⁵FCB Member Handbook

purposes. A musician may perform with an ensemble, but not perform with the concert band. Ensemble performers are members of the FCB and must adhere to all rules and procedures specified in Article II, Members, including the payment of dues.

5.1 Assignments – General

The associate conductor and the section leaders are selected by the music director and the section musicians, respectively. The BOD has established the positions of ensemble director, librarian, ensemble librarian, ensemble manager, historian, equipment manager, membership manager, and social media manager. Additional positions needed for the smooth functioning of the corporation may be established. The BOD shall assign a willing and able FCB member to each position. The assigned individuals are expected to supply reports or information to the BOD as needed. They are invited, but are generally not required, to attend BOD meetings.

- (a) The associate conductor conducts rehearsals in the absence of the music director and assumes other responsibilities of the music director as directed.
- (b) The BOD will secure an ensemble director for each ensemble established by the BOD. The ensemble director shall have overall authority for the presentation of quality music performances by the ensemble. The ensemble director selects music, conducts rehearsals and performances, and provides guidance to the ensemble musicians. The ensemble director will provide liaison with the BOD, bringing to the attention of the BOD, information, concerns, and issues from the ensemble.
- (c) Section leaders are selected by each music section. They represent their sections to the music director. The section leader possesses a strong working and playing knowledge of the instrument and the ability to communicate effectively. The section leader coordinates part assignments and runs sectional practices as deemed necessary. The section leader will be involved with each member of the section to the degree that music needs and concerns are being met. Section leaders may be called upon to serve on an Appeals Committee.
- (d) The librarian is responsible for management of all music owned or borrowed by the corporation. Management shall include distribution and collection of individual parts, safe storage of same, and maintenance of an accurate inventory of music holdings. At the direction of the music director, the librarian is authorized to order new music.
- (e) The ensemble librarian is responsible for management of all music used by the ensemble. Management shall include distribution and collection of individual parts, safe storage of same, and maintenance of an accurate inventory of ensemble music holdings. Each ensemble may have an ensemble librarian.
- (f) The ensemble manager is responsible for booking appearances by the ensemble. The ensemble director may share BOD liaison responsibilities with the ensemble manager. Each ensemble may have an ensemble manager.
- (g) The historian shall maintain the historical records of the corporation. This includes but

is not limited to concert programs, pictures, and news articles.

- (h) The publicity manager is appointed by the BOD. The publicity manager chairs the Publicity Committee. The publicity manager/Publicity Committee Chairperson has management responsibility of publicity operations, supervision of Publicity Committee duties, and inherent authority to assign duties to Publicity Committee members. If no committee is established, the publicity manager assumes the duties.
- (i) The equipment manager is appointed by the BOD. The equipment manager chairs the Asset Management Committee. The equipment manager/Asset Management Committee Chairperson has management responsibility of FCB owned and borrowed equipment/asset management operations, and inherent authority including that to assign duties to Asset Management Committee Members. If no committee is established, the equipment manager assumes the duties.
- (j) The membership manager is appointed by the BOD. The membership manager shall update and maintain accurate records of membership as per the FCB Member Handbook. The membership manager shall stay apprised of all revocation and self-termination activities and outcomes, and also shall stay involved in the membership application process, activities, and outcomes; and for both instances shall submit necessary revisions of the membership roster.
- (k) The social media manager is appointed by the BOD. The social media manager is a member of the Publicity Committee, if established. The social media manager has responsibility for the social media presence of the FCB. The social media manager is responsible for the selection of the social media platforms used by the FCB, and the design and updating of the FCB information presented on the platforms. The social media manager works closely with the publicity manager to ensure that the FCB social media presence communicates current and coordinated FCB information to the public.

5.2 Committees - General

The BOD, by resolution duly adopted, may establish standing and ad hoc committees as it may deem advisable; and the members, terms, authority, and duties of such committees shall be as set forth in the resolutions establishing the same. The BOD shall provide guidance, resources, and other support needed by committee chairs and members.

(a) Publicity Committee

The BOD may establish a Publicity Committee as a standing committee. The publicity manager is the committee chairperson. If established, the Publicity Committee has sole authority and responsibility for the duties of producing and arranging all notices of public FCB events when such notices are by means of dissemination to the public by radio, TV, newspapers, posters, or other audio or visual media including the Internet. The Publicity Committee has sole authority and responsibility for the duties of placing publicity notices on the FCB's public access Facebook page. When the FCB is to perform publicly in an event that is sponsored by another organization, the committee has the duty of coordinating with and advising the other organization of the intended content. The committee is responsible for maintaining the corporation's official website. If the Publicity Committee is not established, the publicity manager and social media manager assume the duties.

(b) Asset Management Committee

The BOD may establish an Asset Management Committee as a standing committee. The equipment manager is the committee chairperson. The Asset Management Committee shall be responsible for discharging the duties to account for assets by inventory, safeguard all personal property and equipment owned or borrowed by the corporation; and maintain, distribute, and issue physical property.

(c) Fundraising Committee

The BOD may establish a Fundraising Committee as a standing committee. The BOD shall appoint a willing and able committee chairperson from among sitting directors or the membership. The Fundraising Committee shall be responsible for researching, developing and implementing opportunities for the Fredericksburg Concert Band to acquire additional funding subject to approval by the BOD.

(d) Appeals Committee

This is an ad hoc committee convened by the president whenever a member appeals a membership revocation. Its purpose is to provide the forum for appealing revocation and presenting one's case. Details of the membership revocation and appeal processes are discussed in Section 2.5(b). The committee shall consist of a member of the appellant's section, preferably the section leader, and two other section leaders. No member of the BOD nor the music director may serve on an Appeals Committee.

ARTICLE VI
Operational Policies

6.1 Accounting

For tax and accounting purposes, the corporation shall operate and maintain its financial records on a yearly basis as set by the BOD.

6.2 Attendance

The corporation is a volunteer organization. Its purposes cannot be fulfilled unless the membership is committed to regular attendance at both rehearsals and performances. The Attendance Policy standards are detailed in the FCB Member Handbook.

6.3 Concert Attire

The BOD sets standards for concert attire as required by the performance circumstances. Standards of concert attire are detailed in the FCB Member Handbook.

ARTICLE VII
Miscellaneous Provisions

7.1 Indemnification of Directors and Officers

Each director, ex officio director, and officer shall be indemnified by the corporation

against liabilities, fines, penalties, and claims imposed upon or asserted against him or her (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been finally adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as director or officer. In the event of any other judgment against such director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director of the corporation, by the BOD, and otherwise by independent counsel to be appointed by the BOD, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and, in the event of a settlement, that such settlement was, or if still to be made, is in the best interest of the corporation. If the determination is to be made by the BOD, it may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to director or officer shall include every director or officer or former director or officer of the corporation. The right of indemnification shall be exclusive of any other right to which director or officer may be entitled. Code of Virginia Title 13.1 Corporations is the authority for the Fredericksburg Concert Band, Inc. to indemnify.

7.2 Amendment of Bylaws

Unless proscribed by the Articles of Incorporation, these Bylaws may be amended or altered at any meeting of the BOD by affirmative vote of the majority of the number of directors fixed by these Bylaws.