

State College Area Municipal Band By-Laws

ARTICLE I Name and Purpose

- A. The name of the organization shall be the **State College Area Municipal Band**.
- B. The purpose shall be:
 - 1. To contribute positively to the musical environment of the Centre region.
 - 2. To provide an opportunity for individual musical expression and growth among the membership.
 - 3. To provide an opportunity for musicians to maintain and improve proficiency.
 - 4. To reaffirm the community concert band position in American music.
- C. Affiliations:
 - 1. The State College Area Municipal Band (SCAMB) operates cooperatively with the Centre Region Parks and Recreation Authority, and the Centre Region Parks and Recreation Department, an Agency of the Centre Region Council of Governments.
 - 2. Member of the Association of Concert Bands.
 - 3. Other affiliations as may be appropriate.

ARTICLE II Membership

- A. Qualification and Membership
 - 1. Any person who is interested in the purpose of the Band may be considered a candidate for membership provided that the applicant qualifies and performs to the satisfaction of the Conductor/Musical Director.
- B. Musical Responsibilities of the Members
 - 1. Members should diligently prepare their parts for rehearsals and concerts.
 - 2. Regular attendance at rehearsals and concerts is desirable.
 - 3. Members should be in their seats ready to play at the designated time.
 - 4. Members should give their undivided attention to the Conductor/Musical Director during rehearsals and concerts.
 - 5. Member should notify appointed band personnel if he/she will miss rehearsals or concerts.

ARTICLE III Board of Directors

- A. The **Board of Directors** shall consist of:
 - 1. Four (4) members of the Band, who each shall be elected for two-year terms with the right to be re-elected. They shall be elected by simple majority vote by the Band membership at the Band's annual meeting. (Note exception in Article V, whereby two Band members shall serve for one-year terms pursuant to the first election.)
 - 2. The Conductor/Musical Director of the State College Area Municipal Band.
 - 3. The Director of the Centre Region Parks and Recreation Authority or a designee, who will be a voting member.

B. The **Executive Authority** of the Band shall be vested exclusively in the Board of Directors whose powers and duties shall include, among other things, the following:

1. Management of the general affairs of the Band, taking all lawful 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, assignment of duties and responsibilities, and the fixing of salaries, compensations and emoluments, if applicable, for the following:

- (a) Conductor/Musical Director and Assistant Conductors. (There shall be an annual evaluation by the Board or its appointed committee to make such evaluations.)
- (b) A Secretary, including any assistants, as needed.
- (c) A Treasurer, including any assistants, as needed.
- (d) A Librarian, including assistants as needed.
- (e) A Public Relations (Publicity) Director, and assistants as needed.
- (f) Other positions, as needed.

4. The replacement of any of the four (4) Band members of the Board who is unable to complete his or her term.

C. The Board of Directors will elect, at the Board's first meeting of any calendar year a Chairperson, who will serve for one year with the privilege of being reelected for the office.

D. Meetings of the Board of Directors shall be bi-annually and as needed at a time and place set by the Board Chairperson or, in his or her absence or inaction, by the majority of the Board of Directors.

E. In the absence of the Chairperson of the Board, a majority of the members of the Board of Directors at the meeting shall appoint a Chairperson Pro-Temp to conduct the meeting.

F. In case of the resignation or absence of the Chairperson for three successive meetings of the Board or the Chairperson's flagrant inaction, the Board shall, by Majority vote at any meeting of the Board, replace the then-Chairperson and elect another member of the Board to fill out his or her term.

G. A quorum shall consist of two-thirds of the Board present during the meeting except as adjusted elsewhere in these bylaws.

H. The Board of Directors shall give written Notice to the Membership of the Band as to the date and place of the Annual Membership Meeting. At least ten (10) days' notice shall be given.

I. The Chairperson of the Board, or in his or her absence, the Chairperson Pro-Temp, shall preside at the Annual Meeting of the Membership.

J. The four (4) Directors elected by the Membership shall take office at the first of January following their election by the Membership. The other members of the Board of Directors shall take office when their appointments are made, and until such appointments are made, the incumbents shall continue to serve on the Board, including the Conductors/Musical Director.

ARTICLE IV Funds

A. The Band, through its designated personnel, shall keep correct and complete books and records and also will keep minutes of the proceedings of the Board of Directors and any designated Committees. Copies of the minutes should also be provided to the Centre Region Parks and Recreation Authority via their designee.

B. All books and records may be inspected by any member of the Band for any proper purpose at any reasonable time on written request, stating the purpose for the inspection.

C. For disbursement of funds, the Band's checks shall be signed by either the President or Conductor/Musical Director or the Treasurer. In addition to the Manager and the Secretary/Treasurer, the Board shall authorize two additional members to sign checks in the absence of the Manager and/or Secretary/Treasurer.

D. The Treasurer shall provide the Board of Directors with a bi-annual financial report, and more frequently as may be requested by the Board of Directors.

ARTICLE V Meetings of Membership

A. The **Annual Meeting** of the members for the purpose of electing four (4) members of the Board of Directors and transacting any other business shall be held at the first rehearsal in the month of December each year.

B. **Special meetings** of the members may be called at any time by the Board of Directors.

C. At any meeting of the members, the members present shall constitute a quorum. The Board of Directors may provide for vote by proxy and the form of such proxy. Each member shall have only one vote.

D. The Board of Directors, at least three weeks prior to any election, shall submit to the members a slate of consenting nominees for the four (4) members of the Board of Directors to be elected from the Band for two-year terms; with the exception that in the first year, two of the Band members shall be elected for one-year terms. Each term shall begin on the first (1st) day of January immediately succeeding the December election. Additional nominations will be accepted from the floor at the annual meeting.

ARTICLE VI Committees

A. Standing committees to be appointed by and serve at the pleasure of the Board of Directors:

1. Concert and Scheduling Committee.
2. Publicity Committee.
3. Stage Management Committee.
4. Social Media
5. Development

B. Ad Hoc committees to be appointed as needed by the Board of Directors.

ARTICLE VII Order of Business and Rules of Order

A. Except as otherwise provided in these Bylaws, all questions of order of and with respect to any meeting or action of this Band, its board of directors, or any committee appointed hereunder, shall be determined in accordance with Robert's Rules of Order Newly revised, as revised from time to time.

ARTICLE VIII Amendment of Bylaws

A. Advance notice of a proposed amendment to these Bylaws, 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 the meeting. A majority vote of members present at such meeting shall be required for any amendment of these Bylaws.

ARTICLE IX Non-Profit Status

A. **Section 1.** No part of the net earnings of the Organization (State College Area Municipal Band) shall inure to the benefit of any Director of the Organization, officer of the Organization, or any private individual or member (except that reasonable compensation may be paid for services rendered to or for the Organization affecting one or more of its purposes), and no Director or officer of the Organization, or any private individual, shall be entitled to share in the distribution of any of the Organization's assets on dissolution of the Organization. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Bylaws, the Organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

Section 3. On dissolution of the Organization or the winding up of its affairs, the assets of the Organizations shall be distributed exclusively to the Centre Region Parks and Recreation Authority for distribution to charitable, religious, scientific, public- safety testing, literary, or educational organizations that would then qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X Indemnification

A. **Indemnification:** Subject to the limitations hereinafter set forth, the Organization (Band) shall indemnify the Manager or Executive Director, each member of the Board of Directors, officer, employees or agents of the Organization (Band) or any organization that such person is serving as a Board Member, director, officer, employee, or agent at the request of the Organization (Band), and the heirs, executors or administrators of such person to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses of such person (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the

indemnified liability arises or arose from any action by or in the right of the Organization (Band) in which such person was involved because of anything such person may have done or omitted to do as a director, officer, employee or agent of the Organization (Band) or of any organization that such person may have served as a director, officer, employee or agent at the request of the Organization (Band), -- but such indemnification can be made only if a Determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

B. Said indemnification can be made only if a Determination has been made, with the advice of Counsel for the Organization (Band), by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the members, or by independent legal counsel in a written opinion:

- (1) that the Manager or Executive Director, Board member, director, officer employee or agent acted or failed to act, and in either case, in good faith, and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Organization (Band), and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful, and
- (2) that the amount of the proposed indemnification is reasonable, and
- (3) that the proposed indemnification is just and proper and can be legally made by the Organization (Band) under then existing law, and
- (4) that the indemnification shall be made by the Organization (Band) in an amount stated in the Determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

C. **Advance Payment of Expenses.** Expenses incurred by the Manager or Executive Director, an officer, Board Member, director, employee, or agent in defending a civil or criminal action, suit or proceeding shall be paid by the Organization (Band) in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount, if it shall ultimately be determined that the person is not entitled to be indemnified by the Organization (Band).

D. **Insurance or Indemnification Fund.** The Organization (Centre Region Parks and Recreation Authority) shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the Manager or Executive Director, the members of the Board of Directors, officers, employees and agents of the Organization (Band) and a person serving at the request of the Organization (Band) as a director, officer, employee, or agent of another organization, against liability incurred in any such capacity, or arising out of the status of such.

E. **Validity.** The invalidity or any portion of this Article X shall not affect the validity of the remainder hereof.

F. **Application.** This Article shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 1, 2019.

G. **Contract Rights; Amendment or Repeal.** All rights to indemnification under this Article X shall be deemed a contract between the Organization (Band) and each person to be indemnified under this Article X pursuant to which the Organization (Band) and each

such person intended to be legally bound. Any repeal, amendment, or modification of this Article shall be prospective only and shall not affect any rights or obligations then existing.

ARTICLE XI Effective Date of these Bylaws

A. These Bylaws shall take effect on the first rehearsal date of the Band in the month of December 1998, at which time a meeting of the Membership shall be held and the four (4) members of the Board of Directors shall be elected.

These Bylaws were originally approved by the State College Area Municipal Band membership on October 7, 1998.

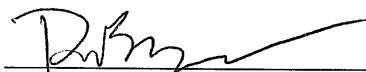
These Bylaws were updated and approved by the State College Area Municipal Band membership on December 5, 2018, and by the Centre Region Parks and Recreation Authority on _____, 20__.

CENTRE REGION PARKS AND RECREATION AUTHORITY



Kathy D. Matason, Chair

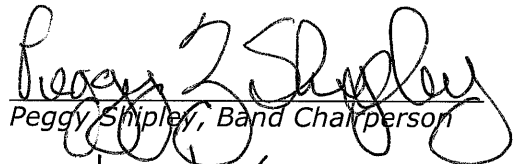
12/20/18
Date



Denise B. Meyer, Secretary

12/21/18
Date

STATE COLLEGE AREA MUNICIPAL BAND



Peggy Shipley, Band Chairperson

12/12/18
Date



Gro Torsethaugen, Band Secretary

12/12/18
Date

Updated November 9, 2018