



**West Michigan Concert Winds  
By-Laws**

**Article I**

***Name***

The name of the corporation shall be West Michigan Concert Winds.

**Article II**

***Purpose and Powers***

1. The purposes and powers of this corporation shall be:
  - A. To organize and operate, not for profit, but exclusively for the purpose of cultural performances and related instruction and training which benefits the Community or Communities served by the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director or officer of the Corporation or any private individual except that reasonable compensation may be paid for services rendered to the Corporation.
  - B. To solicit and receive grants, contributions and other property, to enter into contracts, to engage needed personnel and services, and to transfer, hold or invest such property as may be required to carry out the purposes of the Corporation.
2. Notwithstanding any other provisions of these By-Laws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or by a corporation that may receive contributions which are deductible to their donors under Section 170(0)(2) of the Internal Revenue Code of 1954 (or parallel sections as these codes may hereafter be amended).

**Article III**

***Membership***

1. Membership is open to all those who demonstrate a level of musicianship deemed acceptable by the musical director.
2. Continuing membership shall be contingent upon satisfactory performance and attendance as determined by the musical director.
3. Membership in this organization shall be redetermined yearly based on the judgement of the musical director.

4. Membership in the corporation shall be annual, based upon the corporation's fiscal year. Members eligible to vote are those who participate in the musical organization and/or those who contribute financial assistance to the corporation. Each member shall have one vote on any matter before any membership meeting held during the fiscal year, provided that such person was a member entitled to notification of the meetings. The vote of a corporation shall be cast for it by a duly authorized representative. If a membership is in the name of a husband and wife, one vote shall be cast by either.

## **Article IV**

### ***Board of Directors***

1. All the rights, powers, duties and responsibilities relative to the management and control of the corporations' property and affairs are vested in the Board of Directors. The members of the Board have a legal duty to exercise reasonable care in the administration of this corporation and are responsible for seeing that the funds and property received by the corporation are disbursed only for the purposes for which they were given.
2. The Board shall consist of not more than fourteen (14) members. Each Director shall be elected to a term of two years. Half of the Directors shall be elected each year at the annual meeting of the Board. Of the initial members of the Board, one-half shall serve a term of only one year. Following the annual election of the Board of Directors, a Muskegon Community College student representative to the Board shall be appointed by the Board to serve for one year. The student shall have played with the band for a period of at least six months prior to appointment. The Board shall reserve the right not to appoint a student representative if there is not a qualified student who is willing to serve on the board.
3. The Annual Meeting shall be held prior to the end of the performing season on or before the third rehearsal in May. At this meeting new Directors shall be elected. The newly constituted Board shall elect its officers for the next year within a period of one week following their election. Notice of the annual meeting shall be mailed at least twenty-one days before the day on which the meeting is to be held.
4. Besides the Annual Meeting, the Board shall meet at least quarterly at a time and place specified by the President. At least five days notice shall be given of each regular meeting.
5. The presence of a majority by the Directors, in person or by written proxy, shall be necessary at any meeting for the conduct of business. Except as otherwise provided by these By-Laws or by statute, all matters before the Board shall be decided by a majority of the Directors present. The presiding officer shall not vote unless there is a tie vote.
6. Vacancies on the Board, for whatever reason, may be filled at any regular meeting of the Board for the remaining term of the vacated position.

## **Article V**

### **Officers**

1. The principal officers of the corporation shall be the President, Vice-President, Secretary and Treasurer of the Board. These officers must be members of the Board; the Board, however, may appoint from time to time such additional officers as it deems appropriate.
2. The officers shall be elected annually after the election of the new directors. Each officer shall hold office until his or her successor has been elected, or until the officer becomes incapacitated or resigns.
3. The President shall preside at all meetings of the Board and shall have such other powers and duties as assigned to him or her by the Board, provided they are not inconsistent with the By-Laws. The President shall also be the custodian of all the original records and documents of the corporation.
4. The Vice-President shall, in the absence of the President, have all the powers normally vested in the President.
5. The Secretary shall:
  - A. Keep the minutes of all meetings of the Board
  - B. Keep a current list of the Directors and their addresses
  - C. Distribute minutes from board meetings to all members of the board and post on the band bulletin board within one week of the meeting
  - D. Perform all other duties that are incident to the office of Secretary or that may be assigned by the Board or President and are not inconsistent with the By-Laws.
6. The Treasurer shall:
  - A. Be accountable for the receipt and disbursement of funds and property of the corporation
  - B. Enter or cause to be entered in the books of the corporation a complete account of all receipts and expenditures on behalf of the corporation
  - C. Give a report of all accounts at each regular meeting of the Board
  - D. File all corporate, tax and other financial reports required of the corporation
  - E. Perform all other duties that are incident to the office of Treasurer that may be assigned by the President and are not inconsistent with the By-Laws.
7. The Board may appoint to hire a manager to administer its programs. If not otherwise a member of the Board, the Manager shall be a non-voting ex-officio member of the Board. He or she shall be responsible for the planning and daily management of the activities of the corporation in accordance with the policies of the Board.

## **Article VI**

### ***Committees***

1. The **Executive Committee** shall consist of six Directors: the President (who shall be chairman thereof), Vice-President, Secretary, Treasurer, previous season's President, and one other Director appointed by the President. The Executive Committee shall manage and control the affairs of the corporation between Board meetings, and shall recommend to the Board action on major issues.
2. The **Nominating Committee** shall consist of three Directors appointment by the President. The Nominating Committee shall submit nominations to the Board of Directors for discussion prior to any action being taken to contact nominees. Upon approval of the Board, and prior to the election of Directors by the members, the nominations shall be included in the notice of the annual meeting.
3. **Other Committees** may be appointed by the President as may appear necessary and proper.

## **Article VII**

### ***Financial Procedures***

1. The fiscal year of the corporation shall end on September 30. A summary of the corporation's receipts and disbursements and a balance sheet listing all its assets and liabilities shall be prepared shortly after the end of the fiscal year.
2. All funds of the corporation not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board may direct. Any withdrawals of funds and checks issued must be authorized and signed by two officers of the Board. No payments in excess of one hundred dollars (\$100.00) may be made without budgetary or other authorization of the Board.

## **Article VIII**

### ***Dissolution***

Upon dissolution of the corporation and after the provision for payment of all the liabilities of the corporation, the Board shall dispose of all the assets of the corporation to organizations that are then qualified as tax-exempt under Section 501 (C) (3) of the Internal Revenue code of 1954 (as it may be amended). Any assets not so disposed shall be disposed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located.

## **Article IX**

### ***Amendments***

1. These By-Laws may be amended at any annual membership meeting or at a special meeting of the members called for that purpose.

## **Article X**

### ***Musical Director***

1. The Board shall engage a Music Director who shall formulate and carry into effect musical and artistic policies submitted by him or her and approved by the Board.
2. The Music Director shall perform all duties usually incident to the position of Music Director, including selection, training, supervision, and termination of musicians, and selection and musical programming of all concerts.
3. The Music Director shall be an ex-officio member of all corporation committees.

### **Amendments**

The West Michigan Concert Winds will always operate as a non-profit organization. <sup>1</sup>

---

<sup>1</sup> Amendment 1. Resolution passed by vote of the membership on June 15, 1995