



The Woodinville Community Band

Mission Statement and History

The Woodinville Community Band (WCB) was established in June of 1993 to nurture and promote an appreciation for music by providing quality music performances for and on behalf of the residents of the city of Woodinville and its surrounding communities. In recognition of its dedication to this mission and its fostering of civic pride, the WCB was declared the official band of the City of Woodinville in April of 1994 and in November of 1996 was incorporated as a Section 501(c)(3) non-profit corporation in the State of Washington. In January of 2001, the WCB was expanded to include a jazz band in addition to the concert band. In May of 2008, the jazz band split into two bands: the Pacific Cascade Big Band and the Woodinville Jazz Ensemble. These three bands collectively form the WCB and are hereby governed by these by-laws.

By-Laws

Article 1: Name and Location

The name of the corporation is the Woodinville Community Band Inc. d/b/a Woodinville Community Band (WCB). The principle office of the corporation shall be located at P.O. Box 702, Woodinville, WA 98072; but meetings of members or officers may be held at such places within the State of Washington as may be designated by the Board of Directors.

Article 2: Definitions

Section 1 “**Band**” shall mean and refer to the Woodinville Community Band (the concert and jazz bands collectively), its successors, and assigns.

Section 2 “**Properties**” shall mean those musical instruments, stands, chairs, music library, electronic musical equipment and other material goods as may hereafter be purchased by the Band and remain in the custody and control of the Band, including its members.

Section 3 “**Members**” shall mean and refer to those persons entitled to membership as provided in Article 5 below.

Article 3: Statement of Purpose

The WCB is organized for the purpose of:

- a. Providing quality music performances for and on behalf of the residents of the city of Woodinville and its surrounding communities.
- b. Nurturing and promoting a community appreciation of music.
- c. Fostering and encouraging the lifelong enjoyments of music performance for its members.
- d. Developing and enhancing the musical knowledge and skills of its members.

Article 4: Governing Authority

The governance, direction and policies of the WCB shall be vested in the elected officers and Board of Directors.

Article 5: Membership

Section 1 **Eligibility** - All persons who are of Jr. High School age and above and who attend rehearsals are eligible for membership.

Section 2 **Voting Rights** – Members are eligible to vote for officers and all items placed before the membership by the Board of Directors.

Article 6: Meetings of Members

Section 1 **Regular Rehearsals** - Regular rehearsals for all three bands will be held on Thursday evenings between the hours of 6:30 p.m. and 9:30 PM. Times may vary at the discretion of the President of the WCB. The Board of Directors shall seek to arrange a consistent location for rehearsals, but the location is subject to change throughout the year and will be posted on the WCB website calendar

Section 2 **Special Meetings** - Special meetings of the Members may be called at any time by the President, Board of Directors or Music Director(s). Special meetings may also be called upon written request of at least one-fourth (1/4) of all Members who are entitled to vote. This request should be presented to the President.

Section 3 **Notice of Special Meetings** - Notice of special meetings will be given during the regularly scheduled rehearsals, or by other appropriate means at the direction of the Membership Director or by other persons designated by the President and the Board of Directors.

Section 4 **Quorum** - A quorum shall consist of one-eighth (1/8) of the Members, present in person or by proxy, and is required for any actions except as otherwise provided in the Articles of Incorporation, or these By-Laws. If, however, such a quorum shall not be present or represented at any meeting, the Members entitled to vote shall have the power to adjourn the

meeting without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 5 **Proxies** – At all meetings of Members, each Member can vote in person or by proxy. All proxies shall be in writing and filed with the Membership Director. Every proxy shall be revocable and shall automatically cease when the vote is cast by the proxy holder.

Article 7: Officers

Section 1 **Number** – There are currently ten (9) defined officers plus the Music Directors, who are not required to attend the regularly scheduled meetings and who do not vote.

Section 2 **Eligibility** – Any Member is eligible to run for office.

Section 3 **Term of Office** – All officers shall serve for twelve (12) calendar months. The term shall begin October 1. There are no limits to the number of terms (consecutive or otherwise) a member may serve in any office.

Section 4 **Multiple Offices** – Any person may hold a combination of up to, but not exceeding, two (2) officer positions. Section Leader positions do not apply to this maximum and a person may hold two (2) officer positions concurrently with that of Section Leader.

Section 5 **Nomination** – A candidate for office must be nominated by a Member and must be seconded by a Member. A candidate may nominate, but not second, his/herself. Nominations may also be made by recommendation of the current Board of Directors, which will be presented to the Members at the time other nominations are solicited.

Section 6 **Election** – Elections are held on the third rehearsal in September. In the event that a quorum (as defined in Article 6, section 4) is not present, the Board of Directors may proceed with the election process. The number of votes registered by eligible members in attendance shall constitute a quorum for the purpose of elections. The results of said votes shall constitute a valid election.

Section 7 **Removal** – An officer may be removed only by having a Special Meeting called, and having $\frac{3}{4}$ of the attending members voting for removal. A quorum must be present. Officers may resign at any time, at which time the President will appoint a successor, subject to the $\frac{2}{3}$ majority advise and consent of the Board of Directors. If the President resigns, the Board of Directors shall appoint a new President to serve the remainder of the term, subject to a $\frac{2}{3}$ majority approval. The exception is the Musical director (See Article 9, Section 2, Item c.)

Article 8: Board of Directors

Section 1 **Number** – The Board of Directors consists solely of the elected officers of the band.

Section 2 **Term of Office** – All directors shall serve for twelve (12) calendar months, consistent with elections for office (See Article 7, Section 3).

Section 3 **Multiple Offices** – All Members are subject to Article 7, Section 4.

Section 3 **Nomination** – All Members are subject to Article 7, Section 5.

Section 4 **Election** – Elections are held on the third rehearsal in September. (See Article 7, Section 6).

Section 5 **Removal** – All members are subject to Article 7, Section 7.

Section 6 **Selection of Chairperson** – The President shall serve as Chairperson for all meetings of the Board of Directors. In his/her absence the Vice President, Secretary, or any other officer present and able to do so, shall serve as Chairperson.

Section 7 **Regular Meetings** – The Board of Directors shall meet at the minimum on a quarterly basis. The place and time for these meetings will be determined by the President and shall be provided at least a week in advance by e-mail or U.S. mail to each member.

Section 8 **Special Meetings** – Special meetings may be called at any time by the President, Music Director(s), or other Board member.

Section 9 **Quorum** – A quorum shall consist of at least 5 members of the Board of Directors.

Section 10 **Action Taken Without A Meeting** – Any action to be taken by the Board of Directors outside of a regular or special meeting of the Board may be done by a Consent in Lieu of Meeting so long as a 2/3 majority of the entire Board of Directors consent and all members of the Board of Directors be contacted and their expressed approval or disapproval be recorded.

Article 9: Powers and Duties of Officers and the Board of Directors

Section 1 **Powers and Duties of Officers**

- a. **President** - Responsible for presiding over regular and special meetings of the Board of Directors, establishing agenda and communication for said meetings, managing the Properties and business affairs of the organization. The President may also perform the duties of Treasurer in the event of his/her temporary absence.
- b. **Vice President** - Responsible for coordinating and managing assignments as directed by the Board (these include uniforms, trips, equipment, etc.) and for presiding over meetings of the Board in the absence of the President.
- c. **Treasurer** – Responsible for carrying out the fiduciary functions as directed by the Board, maintains and administers organizational funds as directed, reports to the Board of Directors on all matters regarding financial accounts and coordinates and acts as Chairperson for annual budget process.
- d. **Secretary** – Responsible for recording, distributing and archiving Board meeting minutes and for other administrative duties as directed by the Board.
- e. **Concert Band Librarian** –Responsible for the organization and administration of the music library for the concert band. This includes the appropriate administration of music at the discretion of the Concert Band Music Director.
- f. **Jazz Band Librarian** –Responsible for the organization and administration of the music library for the jazz bands. This includes the appropriate administration of music at the discretion of the Jazz Band Music Directors.
- g. **Membership Director** – Responsible for maintaining the membership roster and contact information database. Acts as a point of contact to the public addressing membership inquiries.
- h. **Publicity and Marketing Director** – Works with the President, Music Director and Board to promote the functions and performances of the band through brochures, advertising, concert programs, the website and other media projects that arise.
- i. **Events Coordinator** – Responsible for coordinating performances for the three bands. Responsible for posting the schedule on the WCB website and keeping it up to date.
- j. **Music Director(s)** – Responsible for the selection of music for rehearsals and performances and for conducting rehearsals. The Music Director(s) have final authority as to whether a concert engagement is accepted. The Music Director(s) have authority to implement behavioral guidelines for all rehearsals and performances and to maintain the professional standards and appearance of the organization. The music directors are also the final authority when assigning solos and special parts.

Section 2 **Powers and Duties of the Board of Directors**

- a. **Chairperson (The President)** Responsible for presiding over regular and special meetings of the Board
- b. **Board Members** Responsible for establishing direction, policy, and governance over the actions and obligations of the Woodinville Community Band and for hiring and fixing the compensation of any and all employees which they, in their discretion, may determine to be necessary for the conduct of the Band's business.
- c. **Music Director(s)** The Music Director(s) are hired by the Board of Directors and as such are subject to the terms and conditions established in the "Music Director Agreement". Any Music Director may be removed from office by a two-third majority of the entire Board of Directors voting for a removal at a regular or special meeting or by other means described in the "Music Director Agreement".

Article 10: Section Leaders

One member shall be appointed leader from within each section of the band. They may be selected either by consensus of the section, or if no consensus, by the Music Director. The Section Leader shall be responsible for tuning and dispersing music to his or her section, assigning solo parts, settling disputes, coordinating sectional rehearsals, and making sure that all parts are covered for concerts. The Section Leader is also responsible for conducting auditions/interviews for prospective new members in their section, and for determining whether or not a prospective new member will be accepted. The Music Director shall participate in the selection when needed. Section Leaders do not sit on the Board of Directors and are not subject to Article 7 of this document, unless they also serve as an officer.. Section Leaders serve an indefinite term at the discretion of the Musical Director, but may at any time relinquish their position.

Article 11: COMMITTEES

Section 1: **Discretion of board.** All committees of this organization shall be appointed by the Board of Directors and Members of those committees shall serve at the discretion and direction of the Board of Directors.

Section 2: **Standing committees.** The only standing committee shall be the budget committee which shall exist to assist the Treasurer. This committee shall include (but is not limited to) the President, Treasurer, and Music Director. Others may participate at the discretion of the Board of Directors. All meetings of the budget committee are open to members. Recommendations from the budget committee must be ratified and adopted by the entire Board of Directors at a regular meeting of the Board.

Article 12: Limitations of Individual Officers and Members

No individual may obligate, enter into contract or agreements, establish evidence of fiduciary obligation or represent an action or position on behalf of the Woodinville

Community Band, without the express direction of the Board of Directors as reflected in meeting minutes. No individual officer, board member or regular member shall have authority to, or cause to establish expectations of indemnification on behalf of the Woodinville Community Band

Article 13: Amendments

Amendments to this document may be made under the following circumstances:

Section 1 Amendments suggested by member(s) of the Board of Directors and approved by a 2/3 majority of the Board must be ratified by a 2/3 majority of the Members. The amendments shall take effect immediately.

Section 2 Amendments suggested by the Members must be submitted by two Members. The proposed amendment must then be approved by a 2/3 majority of the Members. The amendments shall take effect immediately.