

BYLAWS
OF THE
COUNTY LINE COMMUNITY BAND

APPROVED BY THE MEMBERSHIP ON 11/17/2024

ARTICLE I. NAME

The name of this organization shall be the County Line Community Band, also referred to as CLCB. The CLCB Parade Band shall be an official part of the CLCB.

1. The County Line Community Band is a Nonprofit corporation as approved by the Texas Secretary of State on April 17, 2017 and is subject to the provisions of the Texas Business Operations Code, Title 2 - Corporations, Chapter 22 - Nonprofit Corporations.
2. The CLCB is a registered 501 (c) (3) nonprofit with the Internal Revenue Service as determined on September 26, 2017 with an EIN of 45-3602600.

ARTICLE II. PURPOSE

1. To perform symphonic band repertoire and other music genres for events in the greater San Antonio and surrounding counties or areas.
2. To engender the opportunities for music preparation and performances to musicians in San Antonio and surrounding counties or areas while developing and enhancing a feeling of community pride, involvement, and awareness through music.
3. To contribute to the cultural atmosphere in the community and associated areas, and to partner with other similar organizations in this regard.
4. To provide the opportunity for members to express and refine their musical talents.
5. To maintain a parade unit for members to perform in community parades and local events.

ARTICLE III. MEMBERSHIP

To be eligible for membership in The County Line Community Band, the individual must be of High School age or older, and must be skilled in performance on an instrument as determined by the Musical Director. A membership roster will be updated on an as needed basis. These are the categories of membership:

1. CLCB Active Member
 - a. An active member is a musician who can perform the music repertoire and regularly attend rehearsals. All Board members, Music Director(s) and band aides are full fledged members of the CLCB and retain all rights and privileges contained herein.
2. Band Aide
 - a. Any person who does not perform an instrument and is willing to serve as a Band Aide will be considered a full fledged member with all rights properly due including voting and proposing motions at all meetings.
3. Musicians Emeritus
 - a. Any musician or band aide who has been awarded the Musicians Emeritus Medal shall constitute a member for life with all rights and privileges properly due.
4. CLCB Student Member
 - a. Any musician currently in University, College or High school will constitute a student member. University, College or High school musicians may be invited to attend rehearsals on a regular basis and perform in concerts as approved by the Music Director.
5. CLCB Parade Band Member
 - a. Composed of any member on a voluntary basis, as needed for each event.
6. CLCB Inactive member
 - a. Any member who fails to attend more than four rehearsals per six months without prior approval, or stops attending completely. Exceptions will be granted by the board or music director for extenuating circumstances such as medical or health reasons, child care or reasons beyond the control of the member.

Duties of a Member

1. Attendance

Members should attend a majority of rehearsals, all dress rehearsals and scheduled performances.

- i. Rehearsals will be held on Sundays from 3:00-5:00 pm. Any temporary changes in the rehearsal day or time will be announced at least 2 weeks in advance, if possible.
- ii. Members who will miss a rehearsal must notify their section leader a week in advance or as soon as possible in the event of an emergency. The section leader will inform the director of this absence.

- iii. Members who will miss a concert must notify the section leader as soon as the conflict arises. The section leader will inform the director of this absence. Any member who can not attend a performance should provide a sub in their place and that sub should attend the Dress Rehearsal at a minimum.

2. Proficiency. Members are encouraged to maintain a proficiency level necessary for performing the music repertoire.

3. Preparedness. Members are expected to prepare the repertoire for each performance.

4. Concert Performance

- a. All musicians in the CLCB are expected to attend as many rehearsals as possible in preparation for our Band Concerts. A lack of attendance will mean that the musician will not know all the performance aspects of the music that the conductor has established and rehearsed, the method of interpretation of the music by the section/band, which part the section leader wants the member to play, etc.

5. Concert Band Concerts are defined as:

- a. Concerts whereby concert band literature, with full instrumentation, is being performed for a dedicated audience during a CLCB sponsored concert or an agency sponsored Concert/Event that the CLCB is supporting. Smaller performances whereby full concert band literature is NOT being utilized; such as, the parade band or small ensembles are not subject to the requirements of this mandate.
- b. To be eligible to perform in a Concert:
 - i. A member MUST have attended the last TWO rehearsals prior to the concert
 - ii. A member MUST have attended the Dress Rehearsal prior to the concert
- c. Acceptable reasons for missing any of the above rehearsals or concerts include:
 - a. Work, Work related travel
 - b. Family emergency
 - c. Vacation (with 2-week advance notice to the President or Director)

- d. Illness
- e. Death in the family

d. Exemptions:

- a. The Music Director or Band President may, at his/her discretion, grant exceptions to this policy on a case-by-case basis.

ARTICLE IV. NON-DISCRIMINATION POLICY

The CLCB does not discriminate against individuals with regard to race, age, sex, military affiliation, creed, color, religion, sexual orientation, ethnic origin, disability, economic status, or national origin.

ARTICLE V. OFFICERS

Officers of this organization shall consist of the following: President, Vice-President, Secretary, Treasurer, Music Director, Events Coordinator, Librarian, Historian, and Band Manager. Elected officers shall serve for a period of two (2) years; all others serve no specified term, but shall serve until they resign or their appointment is revoked by action of the Board of Directors.

- a. The elected officers shall be the President, Vice-President, Treasurer and Secretary.
- b. There are no term limits for elected officers of the County Line Community Band.

ARTICLE VI. BOARD OF DIRECTORS

1. Board Members

The Board of Directors shall consist of five voting members (President, Vice President, Secretary, Treasurer and Music Director). Board members will serve a term of two years unless they choose to vacate the position early. The music director will serve at the discretion of the board and membership and will not be subject to an election once appointed as per Article VII.

2. Election of the Board of Directors

- a. Election of President and Secretary will be held on odd numbered years, either in November or December depending upon the rehearsal schedule for the year. The term of office will begin January 1st.

- b. Election of Vice President and Treasurer will be held on even numbered years, either in November or December depending upon the rehearsal schedule for the year. The term of office will begin January 1st.
- c. In case of an emergency vacated Executive Board position, the Board may approve a temporary appointment for the position until the next general election is held.

3. **Duties of the Board**

- a. The Board of Directors shall have executive authority of the Band and will include:
 - i. Management of the general affairs of the Band, taking all action which is necessary and compatible with the best interest of the Band
 - ii. Management of the financial affairs of the band and establishment of an annual budget
 - iii. Ensure the Resident Agent information is kept updated with the Texas Secretary of State
 - iv. Recruiting candidates to serve as Music Director(s) of the CLCB when a vacancy is available.
 - v. Vote on the recommendation of appointing the Music Director(s), or removal, to the membership.
 - vi. Replacement of any member of the Board of Directors who is unable to complete his/her term of office
 - vii. Approving the schedule of rehearsals and performances
 - viii. The establishment of concert attire policy
 - ix. The establishment of the organization's policies
 - x. The appointment of committee chairpersons and section leaders
 - xi. Ensure that the appropriate amount of funds are available for operations by initiating and conducting fundraising activities
 - xii. Manage and establish controls for the property owned by the CLCB

4. **Duties of Officers**

- a. **President.** The President is the principal officer of the Board. He/she will preside at all meetings of the Board and the general membership and will decide on all questions of order. The President may choose to delegate whatever authority he/she may deem necessary. He/She shall have signing authority on the CLCB bank accounts.
- b. **Vice President.** The Vice President shall perform the duties of the President in their absence and shall oversee the activities of the committees.
- c. **Secretary.** The Secretary shall keep complete, accurate, and timely records of all meetings, member rosters and handle correspondence relating to the Band involving members or the public. The Secretary may delegate Board-approved correspondence to another Board or Band members, as deemed necessary.

- d. **Treasurer.** The Treasurer shall collect and deposit all income, pay all bills, and keep the books of accounts and file necessary government forms (tax returns, etc.) in a timely manner. The Treasurer shall submit financial reports at the Band's Board meetings. He/She shall have signing authority on the CLCB bank accounts.

5. General standards for Officers and Directors.

- a. An Officer or director shall discharge their duties, including duties as a committee member, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the band/corporation.
- b. An Officer or director is not liable to the corporation, a member, or another person for an action taken or not taken as a director if they acted in compliance with this section. A person seeking to establish liability of an officer or director must prove that they did not act:
 - c. (1) in good faith;
 - d. (2) with ordinary care; and
 - e. (3) in a manner they reasonably believed to be in the best interest of the band/corporation.

ARTICLE VII. Music Director(s)

A. The music director:

- 1. Shall be recruited and recommended for appointment to the membership with a simple majority vote of board members.
- 2. Shall be confirmed by the membership of the band with a simple majority vote at any regularly scheduled or special general membership meeting.
- 3. Shall be the Chief Musician in the band.
- 4. Shall direct the band in all rehearsals and performances, except when he/she delegates that authority to another.
- 5. In the event that he/she is unavailable for a rehearsal or performance, shall be responsible for obtaining a substitute for such rehearsal or performance.
- 6. Shall submit to the board an annual or semi-annual rehearsal and performance plan for approval.
- 7. Shall submit to the board his/her request for formal concert locations and venues annually.
- 8. Shall be answerable to the board for all musical decisions taken.
- 9. Shall be allowed to recruit new members, temporary members to fill open vacancies in sections, remove musicians who do not abide by the terms listed in Article III or otherwise show a gross neglect of musical proficiency, commitment or become a detriment to the musical caliber of the band.

10. Shall be afforded an annual amount of dollars in the annual budget to purchase new sheet music.
11. Shall be afforded an annual amount of dollars in the annual budget for venue rental and usage.
12. Shall select the music for all rehearsals and performances.
13. Shall, with the President, effectively supervise music activities.
14. Shall be circumspect in the exercise of his/her authority, but he/she shall consider that the confidence which is reposed in him/her is sufficiently broad to enable him/her to act for the band in all matters which require prompt or summary action.
15. Shall keep the Board of Directors informed of those actions he/she takes.
16. Shall cast one vote at any board meeting or membership meeting duly called.

ARTICLE VIII. NOMINATION FOR OFFICE

The President shall, prior to November first, appoint a Nominating Committee composed of three (3) members and shall designate the chairman. The purpose of the committee will be to nominate a candidate for President, Vice-President, Treasurer and Secretary. No member of the Nominating Committee shall be nominated by that committee.

1. Any member of the band shall be eligible for nomination to office.
2. Acceptance of nomination implies a willingness to serve.
3. The Nominating Committee shall present the names of one or more candidates for office to the membership at the meeting or rehearsal immediately prior to the election.
4. Additional nominations may be made by other than the appointed committee members in the following manner:
 - a. Nominations may be made from the floor at the meeting during which the elections are to be held.
 - b. Candidates so nominated must be willing to accept the office to which they are nominated.

ARTICLE IX. VOTING AND BALLOTING

1. Any member defined in Article III, para 1-5, as determined by the Secretary, is eligible to vote for the candidate of his/her choice and shall cast his/her vote in secret written form if there is more than one candidate nominated for any office.
2. If more than one candidate is nominated for office, the Secretary, if not a candidate for office, or the Vice-President, if not a candidate for office, shall tally all votes for open office and announce the winner during the meeting to which elections are taking place.

3. A simple majority of votes of members present at any meeting properly called for elections will determine the winner of an elected office. All ties will be decided by a second vote.
4. If there is only one candidate for election to an office and no other members wish to serve in the open position, no ballots will be distributed and the candidate will be elected via unanimous consent as moved by the presiding officer of the meeting.

ARTICLE X. REMOVAL OF A BOARD MEMBER, ELECTED OFFICER, APPOINTED OFFICER OR MUSICAL DIRECTOR FROM OFFICE.

1. Any elected or appointed officer or board member may be removed with or without cause from office to which He/She has been elected or appointed by an affirmative vote of two-thirds (2/3) of all those members present and entitled to vote at any regularly scheduled general membership meeting or special meeting called 72 hours in advance.
 - I. For purposes of removal of any board member, a quorum of 50% of all current active members of the band must vote either in person or via proxy.
 - a. Proxy votes must be sent to the band secretary 24 hours in advance of the meeting.
 - b. Proxy votes do not count towards a quorum.
2. The Music Director(s) may be removed from his/her position upon recommendation from $\frac{2}{3}$ majority vote of the board of directors and affirmed by a $\frac{2}{3}$ majority vote of active members present at any regularly scheduled or special meeting called 72 hours in advance.
 - a. This requirement will be void if any of the justifications in para 6 of this article are found to be present and adjudicated.
3. Any procedure to remove a Board Member, Officer, Appointed Staff, Music Director or member must first be initiated by a formal written complaint by a member of the organization or any person(s) with direct knowledge of the incident with which the complaint is brought forward.
 - a. Once a formal written complaint is received, the accused board member will be immediately suspended from their position pending the adjudication of the complaint.
4. Removal from office is a serious charge and must be thoroughly substantiated prior to any action being taken by the members of the band.
 - a. Substantiating evidence may be in the form of a written complaint signed by the complainant, witness(s) to the incident, video, audio recording or other empirical methods of proof.

- b. Substantiating evidence must be received by the board no more than thirty (30) days following the incident or formal complaint for any action to be pursued.
- c. Once substantiating evidence is received, the board may proceed however they believe just as determined by the preponderance of the evidence.

5. The accused shall have the right to submit written rebuttal to any complaint levied against him/her and shall be afforded an audience with the board and/or membership to present any defense on their behalf.

6. Justifications for immediate removal of any Board Member, Officer, Appointed Staff, Music Director or member include:

- a. Theft
- b. Fraud
- c. Harassment or discrimination of any type
- d. Misappropriation of funds or property
- e. Malfeasance
- f. Abuse of Power
- g. Violence of any type i.e. verbal, physical, emotional or mental.
- h. Egregious violations of these bylaws or the Texas Business Operations Code governing the management of nonprofit corporations.

7. Removal of any Board Member, Officer, Appointed Staff, Music Director or member under one of the circumstances listed in Article X (para 6) will also include immediate expulsion from the County Line Community Band and a permanent ban from the organization.

ARTICLE XI. CONDUCT OF BUSINESS

- 1. The fiscal year of the CLCB shall be January 1 through December 31 of the calendar year.
- 2. Business meetings may be called by the President or if 10% of the membership has requested a meeting, at any time to coincide with the normal rehearsal schedule. Special business meetings may be called when deemed necessary.
- 3. At least two annual General Membership Meetings will take place in June and November or December in order to conduct elections and other business as delineated in these Bylaws or the board.
- 4. Quorum: To properly conduct business of the band, a quorum must be present. A quorum is defined as 50% of members as defined in Article III, para 1-5 as determined by the Secretary. A simple majority vote of the members present shall be required to carry all motions.

5. The rules contained in Robert's Rules of Order, current edition, revised, shall govern the CLCB in all cases which are applicable and in which they are not inconsistent or conflicting with the By-Laws of the County Line Community Band.

ARTICLE XII. APPOINTED POSITIONS

1. The Board shall appoint Managers/Leaders to carry out duties necessary to the functioning of the Band. Those persons appointed may come from the Band at-large, from the Board, or from the community. They will serve a one-year term and may be re-appointed. These Managers/Leaders may recruit a committee to assist in their duties.
2. Appointed Manager/Leader positions may include the following or others, as deemed necessary. Main responsibilities are listed, but additional responsibilities may be added, as deemed necessary, either by the Board or the Manager/Leader.
 - a. **Personnel Manager**-Responsible for the following:
 - i. Maintaining member files-Both physical and digital
 - ii. Send out emails to Band members regarding concerts or meeting notices
 - b. **Section Leaders**-Responsible for the following:
 - i. Maintain section order during rehearsals and performances
 - ii. Know what music will be played for scheduled concerts and coordinate with section members to make sure all parts are covered and prepared
 - iii. Inform librarian when a new member joins so an additional folder/music can be prepared. Coordinate with the librarian to secure missing pieces of music as appropriate.
 - iv. Ensure your members attend rehearsals/performances, understand attendance policies, concert dress code, bylaws and expectations for being a member of CLCB and adhere to them.
 - v. Introducing new members to the Band. Assign them parts based on their expertise.
 - vi. Use Band roster to alert your section, by phone or email, if there is a change in the schedule or to pass along important information between rehearsals and performances.
 - vii. Select and train an alternate Section Leader to perform duties in your absence.
 - viii. Inform Director as early as possible if a section member will miss a rehearsal or performance.
 - c. **Sections are defined as:**
 - i. Flute
 - ii. Double Reeds
 - iii. Clarinet-B Flat, Alto and Bass
 - iv. Sax-Alto, Tenor and Baritone

- v. Trumpet
- vi. Horn
- vii. Trombone
- viii. Euphonium and Tuba
- ix. Percussion
- d. **Public Relations Manager**-Responsible for the following:
 - i. Coordinate with Printing and Graphics Manager on materials for distribution
 - ii. Publication of upcoming concerts/events in local papers
 - iii. Announcements of upcoming concerts/events with radio stations
 - iv. Publication of upcoming concerts/events for electronic media
 - v. Distribution of flyers to local vendors and bulletin boards
- e. **Webmaster**-Responsible for the following:
 - i. Set-up and maintain website with current information about CLCB
 - ii. Work with Board for monetary needs to maintain website
 - iii. Get input from Board and members regarding information and additional links
- f. **Librarian**-Responsible for the following:
 - i. Maintain music library
 - ii. Distribute music to members in printed or digital format
- g. **Stage Manager**-Responsible for the following:
 - i. Set-up and tear-down of Band layout for rehearsals and performances
- h. **Grants and Funding Manager**-Responsible for the following:
 - i. Seek additional funds procurement for Band treasure
- i. **Printing and Graphics Manager**-Responsible for the following:
 - i. Prepare concert programs and promotional flyers
- j. **Social Coordinator**-Responsible for the following:
 - i. Snack appropriation and preparation for rehearsals
 - ii. Additional parties/social gatherings
- k. **Recording and CD Manager**-Responsible for the following:
 - i. Recording and archival of concerts on CD and digital media.
 - ii. Making CDs available to membership/audiences for monetary donations
- l. **Uniform Manager**-Responsible for the following:
 - i. Uniform procurement and tracking inventory
 - ii. Distribution to members for a fee
 - iii. Maintain and report financial records to Treasurer on a monthly basis
- m. **Events Coordinator**-Responsible for the following:
 - i. Seek out concert opportunities and confirm details
 - ii. Work with Board regarding appropriate events and venues
 - iii. Report events and venues to Managers for PR, etc.

ARTICLE XIII. AMENDMENTS

Any amendments to these BYLAWS may be accomplished by a two-thirds (2/3) vote of those present at any general membership meeting at which there is a quorum present and properly called at least one week in advance prior to the meeting and in accordance with the provisions of Article XI. Members defined in Article III, para 1-5 as determined by the Secretary are eligible to vote on amending the bylaws.

ARTICLE XIV. WINDING UP

Voluntary winding up (dissolution or dissolving) the County Line Community Band will be accomplished in accordance with Article XI of these bylaws and with the provisions in the Texas Business Operations Code Title 2, Chapter 22, Subchapter G, sections 22.301 and 22.302. Only a $\frac{2}{3}$ majority vote of the members present shall constitute approval of voluntary winding up of the CLCB. All property will be distributed in accordance with the approved Articles of Incorporation and shall be the responsibility of the board of directors upon approval by the membership.