

**BYLAWS OF
HUNTSVILLE CONCERT BAND, INCORPORATED**

**ARTICLE I
NAME AND TERM**

Section 1. This organization shall be known as the Huntsville Concert Band, an Alabama nonprofit corporation (hereafter referred to as the "Corporation" or "Huntsville Concert Band").

Section 2. The Huntsville Concert Band was founded in 1963 and fully organized as a corporation according to the laws of the State of Alabama, under the name and style of Huntsville Concert Band, Incorporated, on May 18, 1967.

Section 3. These Bylaws replace and supersede the Bylaws adopted on November 8, 1966. The period and duration of these Bylaws are perpetual or until properly amended.

**ARTICLE II
PURPOSE**

Section 1. The purpose for which the Huntsville Concert Band is organized is to continue the tradition of community band music in North Alabama and share the uplifting power of music by:

- Providing its members with a safe environment for musical self-expression and growth within a collective of like-minded musicians;
- Providing its audiences with musical experiences that are enriching both educationally and emotionally;
- Welcoming musicians from all backgrounds who wish to use their skills to spread the joy of music throughout the community; and
- Following the objectives set forth in the Corporation's Constitution, as amended

Section 2. To accomplish this purpose, the Corporation shall have the necessary and appropriate powers to effect the same.

**ARTICLE III
NONPROFIT STATUS**

Section 1. The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporation's Constitution.

Section 3. No part of the activities of the Corporation shall include propagandizing or influencing legislation as defined in Section 4945 of the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 4. The Corporation shall not exercise any power or engage directly or indirectly in any activity that would invalidate its status as (a) an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code; (b) an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code; or (c) a nonprofit corporation organized under the laws of the State of Alabama.

Section 5. The Corporation must distribute its income for each tax year at a time and in a manner to avoid the tax on undistributed income imposed by Internal Revenue Code Section 4942. Furthermore, the nonprofit corporation shall not (a) engage in any act of self-dealing as defined under Internal Revenue Code Section 4941(d); (b) retain any excess business holdings as defined under Internal Revenue Code Section 4943(c); (c) make any investments in a manner that would subject it to tax under Internal Revenue Code Section 4944; or (d) make any taxable expenditures as defined under Internal Revenue Code Section 4945(d).

ARTICLE IV PLACE OF BUSINESS

The principal place of business of the Corporation shall be within the County of Madison, State of Alabama, as determined by the Board of Directors. The Corporation may have other such offices as the Board of Directors may determine or deem necessary, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE V MEMBERSHIP

Section 1. Membership in the Corporation shall be in one of the following categories: active, student, or supporting. Membership dues for each category shall be set by the Board of Directors and reviewed on a yearly basis. Dues of new members shall be prorated according to the time before annual dues are due, on January 1 of each year.

Section 2. Active membership shall be granted to all persons who wish to participate in the musical and business activities of the Corporation, upon receipt of dues in full. Active membership via a dues reduction may be granted by the Board of Directors to persons reporting financial hardship. Active membership is required for participation in all musical activities, including rehearsals and performances, and for participation in all business activities, including voting at business meetings of the Corporation.

Section 3. Student membership shall be available to students who are enrolled in secondary school (public or private), or who are full-time college undergraduates, and who wish to participate as members of the Corporation in its musical and business activities. Individuals desiring to join as student members must be approved by the Music Director. Upon receipt of dues, student members shall be considered active members of the Corporation.

Section 4. Supporting membership shall be available to all individuals who wish to provide monetary or in-kind support for the activities of the Corporation but do not wish to participate in its musical and business activities. Supporting membership may also be conferred by the Board of Directors upon businesses or other organizations that wish to provide monetary or in-kind support for the activities of the Corporation. Supporting members are not considered active members of the Corporation and shall have no voting privileges.

Section 5. All members of the Corporation are expected to abide by and conform to the principles and expectations for appropriate conduct and behavior set forth in the Corporation Code of Conduct. The Board of Directors may, with a three-quarters vote, suspend, disqualify, and/or remove from the Corporation any member whose conduct is determined to be detrimental to the interests of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall be governed by a Board of Directors (“Board”), which shall have all of the rights, powers, privileges, and limitations of liability of directors of a nonprofit corporation organized under Alabama law. The Board shall establish policies and directives governing business and programs of the Corporation and shall have the authority and responsibility to see that the policies and directives are appropriately followed. The Board shall manage the Corporation’s property and business affairs. The Board must act consistently with federal law, state law, and the Corporation’s Constitution and Bylaws.

Section 2. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 3. The Board of Directors shall consist of the Officers of the Corporation, the Librarian, and two or more At-Large members.

- All Officers and At-Large members of the Board of Directors shall be elected from the active membership. The Librarian shall be appointed by the Board of Directors from the active membership.
- The number of At-Large members shall be established yearly by the Officers based on the number of active members at the time of the election.

Section 4. TERMS.

- The term of office for all Officers shall be two years, but is not limited to one term.
- The term of service for At-Large members of the Board shall be one year.
- The term of service for the Librarian shall be unlimited.
- Terms shall begin on January 1.

Section 5. VACANCIES.

- In the event of a vacancy of the President, Vice President, Secretary, or Treasurer, the members of the Board of Directors shall have the responsibility to appoint an individual to fill this vacancy from among the current active membership of the Corporation until the next scheduled election.
- In the event of a vacancy of the Librarian, the members of the Board of Directors shall have the responsibility to appoint an individual to fill this vacancy from among the current active membership of the Corporation.
- In the event of a vacancy of any At-Large member of the Board of Directors, the Board of Directors will conduct an election to have that vacancy filled from among the current active membership of the Corporation as soon as possible after the vacancy occurs.

Section 6. The Board of Directors may, with a three-quarters vote, recommend the removal of any member of the Board of Directors. This recommendation must then come before the active membership

of the Corporation in the form of a motion. It must be approved by the active membership by a three-quarters vote of the members present.

Section 7. Members of the Board of Directors shall not receive financial compensation.

ARTICLE VII DUTIES OF DIRECTORS

Section 1. The President shall preside at all meetings of the Corporation and the Board of Directors; enforce due observation of the Bylaws and any standing rules; exercise general supervision over the affairs of the Corporation; with the concurrence of the members of the Board of Directors, have the power to make emergency decisions; and appoint all committees not otherwise provided for. The President shall provide the legal signature when documents require the signature of the President, Executive Director, or Chief Executive Officer. The President shall serve as the ongoing point of contact via phone, email, internet, and other means for persons wishing to communicate with the Corporation. The President shall also oversee information provided to the public via internet and other media and shall deliver updates as needed.

Section 2. The Vice-President shall be in charge of the preparation and conduct of all events and activities of the Corporation as charged by the President or the Board of Directors and shall assume the duties of the President in the absence or disability of the President.

Section 3. The Secretary shall keep a record of the proceedings of meetings of the Corporation and the Board of Directors and shall keep a record (with current contact information) of the current membership. The Secretary shall handle all correspondence as required by the President or the Board of Directors.

Section 4. The Treasurer shall oversee the financial operations of the Corporation, working with the Board of Directors to maintain financial accountability. The Treasurer shall provide the legal signature when documents require the signature of the Treasurer or Chief Financial Officer. The Treasurer shall present written financial reports at meetings of the Board and active membership. The financial report presented at the Corporation's annual meeting shall constitute the annual audit of the Corporation's books.

Section 5. The At-Large members of the Board of Directors shall act as general representatives of the active membership of the Corporation and are charged with bringing to the attention of the Board of Directors any concerns expressed by the membership about the operations and activities of the Corporation.

Section 6. The Librarian shall implement policies established by the Board that are related to the Corporation's music collection and shall be responsible for organizing, cataloging, and maintaining the Corporation's music collection and for preparing music folders for members' use. The Librarian may also be asked to advise on materials for acquisition, to respond to reference inquiries, and to assist in planning for rehearsals and performances.

ARTICLE VIII MEETINGS

Section 1. The Board of Directors must meet annually, or at any time called by the President, Vice President, or two of the other members of the Board of Directors. A copy of the minutes of each meeting will be furnished to the active membership.

Section 2. The location of a Board of Directors meeting shall be determined by the Director calling such meeting. The location may also include conferencing via audio or electronic media as long as the format is approved by all participating parties.

Section 3. Notice of Board of Directors meetings will be delivered by the calling party by mail, phone, email, other electronic media, or personal communication not less than 24 hours before the meeting is scheduled, unless all participating parties consent to less than 24 hours' notice.

Section 4. Meetings of the Board of Directors shall be closed meetings, open only to Board members and guests invited by consensus of the Board of Directors.

Section 5. An annual meeting of the active membership must be held before the end of the Corporation's fiscal year (December 31) and shall be open to all active members. The active members present shall constitute a quorum.

Section 6. A meeting of the active membership may also occur at any time called by the President, Vice President, or two of the other members of the Board of Directors, or by a petition of the majority of the active membership of the Corporation.

Section 7. The Board of Directors may designate any place, either within or without the State of Alabama, or may opt for audio or electronic conferencing, as the place of meeting for any active membership meeting. If no designation is made, the place of meeting shall be the office of the Corporation in the State of Alabama, provided, however, that if a majority of the active members consent to the holding of a meeting at any time and place either within or without the State of Alabama, such meeting shall be valid, and at such meeting any Corporate action may be taken.

ARTICLE IX ELECTIONS

Section 1. At the annual meeting of the active membership of the Corporation, the Board of Directors shall present a slate of Officers and At-Large members to be elected from the active membership. Nominations from the floor will be accepted at this time.

Section 2. Election shall be a simple majority of the active members present and voting.

Section 3. During the first year in which this document is in effect, the following members of the Board of Directors will be elected:

- President - for a two-year term
- Vice President - for a one-year term
- Secretary - for a two-year term
- Treasurer - for a one-year term

- At-Large members - for a one-year term

Each year thereafter, the following election schedule will be followed:

- even-numbered years - President, Secretary (for two-year terms)
- odd-numbered years - Vice President, Treasurer (for two-year terms)
- every year - At-Large members

ARTICLE X MUSIC DIRECTOR

Section 1. The Board of Directors is empowered to seek, negotiate with, and hire a Music Director for the Corporation. The terms under which this Music Director will serve (including, but not limited to, term of the contract, compensation, and description of duties and powers) shall be negotiated between the Board of Directors and the prospective Music Director, and all details shall be stated in a written contract between the Corporation and the Music Director.

Section 2. The Board of Directors shall provide guidance in scheduling musical performances, choice of repertoire, and spending. However, the Music Director shall be responsible for all musical functions of the Corporation, including (but not limited to) final selection of music for rehearsal and performances, assignment of parts, and selection and seating of personnel, and shall be in final control of all musical performances. The Music Director shall submit requests for substitute, associate, or assistant conductors to the Board of Directors for their approval.

Section 3. The Board of Directors shall review Music Director conduct and performance at least annually and communicate the results of such reviews to the Music Director. The Music Director may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of Board members.

Section 4. The Music Director is not an active member of the Corporation and is an ex officio, non-voting member of the Board of Directors.

ARTICLE XI COMMITTEES

The President may appoint such ad hoc committees as are needed for specialized tasks relating to the business of the Corporation. The duration and membership of such committees shall be determined by the appointed task. Such committees shall report to the Board of Directors.

ARTICLE XII AMENDMENTS

Section 1. The Bylaws of the Corporation may be amended by a three-quarters majority of the membership present at any meeting of the active membership of the Corporation, voting by secret ballot. Any amendments must be presented to the active membership in writing at least two weeks prior to the membership meeting.

Section 2. To meet emergency conditions, the Board of Directors may make temporary changes in the Bylaws until the next meeting of the active membership.

Section 3. At the request of the Board of Directors, and with the approval of a standard majority of the active membership, Bylaws amendments presented at a meeting of the Corporation membership may be voted on by mail, email, or other electronic means. If a mail, email, or other electronic ballot is used, the active membership shall be sent:

- a copy of the current Bylaws;
- the proposed amendments to the Bylaws; and
- a ballot appropriate for the voting process.

Section 4. A deadline shall be established by the Board of Directors for the return of all ballots. Ballots shall be returned to the Secretary, who shall tabulate the votes and report the results to the President. The President will then notify the active membership of the results of the vote.

Section 5. Bylaw amendments shall take effect immediately upon their approval by the active membership.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The current revision of Robert’s Rules of Order shall be the parliamentary authority for the Corporation on all matters not covered by the Corporation Bylaws.

ARTICLE XIV ETHICS

Section 1. The Board of Directors shall act as an Ethics Committee for the Corporation.

Section 2. The Ethics Committee shall be empowered to hold ethics hearings as necessary. The Committee shall have the authority to call before it any member of the Corporation deemed to be in violation of Corporation Bylaws or allegedly exhibiting unethical conduct.

Section 3. The Ethics Committee shall be empowered to issue reprimands or other appropriate punishment as it deems necessary.

ARTICLE XV CONFLICTS OF INTEREST

Section 1. The Corporation shall establish a Conflict of Interest Policy, and such policy shall be approved and administered by the Board.

Section 2. The purpose of the Conflict of Interest Policy shall be to protect the Corporation’s interests when it is considering taking an action or entering into a transaction that may benefit, or may appear to benefit, the private interests of any Officer or other member of the Board, or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

Section 3. A potential conflict of interest may arise when an Officer or other member of the Board, or that person’s relative or business, (a) stands to gain a financial benefit from an action the Corporation takes or a transaction into which the Corporation enters; or (b) has another interest that impairs, or

could be seen to impair, the independence or objectivity of the Officer or other member of the Board in discharging their duties to the Corporation.

Section 4. A potential conflict is not necessarily a conflict of interest; a person has a conflict of interest only if the Board decides, pursuant to the established policy, that an actual conflict of interest exists. Resolution of conflicts of interest shall be in accordance with the established policy.

Section 5. The Corporation shall not make a monetary loan to any Officer or other member of the Board.

ARTICLE XVI FISCAL YEAR

The fiscal year of the Corporation shall be January 1 through December 31.

ARTICLE XVII DISSOLUTION

Section 1. When the Corporation dissolves, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all corporation assets to one or more organizations organized and operated exclusively for educational purposes that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3).

Section 2. If any assets are not distributed under the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the corporation is then located will dispose of those assets exclusively for educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3), or to the federal government or to a state or local government for a public purpose, as the court determines.

ARTICLE XVIII LIABILITY AND INDEMNIFICATION

Section 1. No Director or Officer of the Corporation shall be personally liable for the payment of the Corporation's debts and liabilities except as any Director or Officer may be liable by reason of his or her own conduct or acts. However, relief from liability for the Corporation's debts will not apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(3).

Section 2. Subject to the previous paragraph, the Corporation shall indemnify every Director or Officer and his or her heirs, executors, and administrators against expenses actually and reasonably incurred by him or her—as well as any amount paid upon judgment—in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party because of his or her role as a Director or Officer of the Corporation. This indemnification is being given since the Directors will be requested to act by the Corporation for the Corporation's benefit. This indemnification is exclusive of all other rights to which a Director may be entitled.

**ARTICLE XIX
MISCELLANEOUS**

Section 1. CHOICE OF LAW. Any dispute arising under these Bylaws, or pertaining to a member's membership in the Corporation, shall be determined and governed by the laws of the State of Alabama.

Section 2. HEADINGS. The captions and headings of these Bylaws are intended for convenience and reference only, do not affect the construction or meaning of these Bylaws, and further do not inform a party of the covenants, terms, or conditions of these Bylaws or give full notice thereof, but are instead included solely for the reader's convenience and reference. They have no significance in the interpretation or construction of these Bylaws.

Section 3. SEVERABILITY. Whenever there is any conflict between any provision of these Bylaws and any present or future statute, law, ordinance, or regulation contrary which would cause to invalidate such provision, the latter shall prevail, but in such event, the provision of these Bylaws thus affected shall be curtailed and limited to the extent necessary to bring it within the requirement of the law. In the event that any of the provisions of these Bylaws, or application thereof, is declared to be invalid, illegal, unenforceable, inoperative, or of no effect by any court of competent jurisdiction, the validity, legality, and enforceability of the remaining provisions of these Bylaws, and any other application thereof, shall continue to apply with full force and effect and shall not in any way be affected or impaired thereby.

Section 4. NOTICES. Unless otherwise stated, whenever these Bylaws call for notice, the notice must be in writing and shall be deemed to have been given (a) when delivered by hand; (b) when received by the addressee if sent by a nationally recognized overnight courier (receipt requested); (c) on the date sent by facsimile or email (with confirmation of transmission) if sent during normal business hours (8:00 AM – 5:00 PM) of the recipient, and on the next business day if sent after normal business hours of the recipient; or (d) on the third day after the date mailed, by certified or registered mail (in each case, return receipt requested, postage pre-paid). If notice is required to be given to a minor or incapacitated individual, notice must be given to the parent or legal representative of the minor or incapacitated individual.

Section 5. WAIVER OF NOTICES. Whenever any notice is required to be given under federal law, state law, the Corporation's Constitution, or these Bylaws, a written waiver of the notice signed by the person or persons entitled to the notice before or after the time stated in the notice shall be treated as the equivalent to receipt of the required notice.

Section 6. REFERENCE TO LAWS. All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or to the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Alabama are to the laws of the State of Alabama as now in force or later amended.

Section 7. CORPORATE SEAL. The Corporation will not have a seal. If a seal is required for any corporate transactions, the words *Corporate Seal* followed by the signature of one or more Officers on behalf of the Corporation shall constitute a proper affixing of the seal.

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