

Constitution and Bylaws of the Lawrence City Band

Constitution

Article I: Name

This organization, a Kansas nonprofit corporation, shall be known as the Lawrence City Band, Inc. (henceforth LCB), which is tax exempt under section 501(c)3 of the Internal Revenue Code.

Article II: Purpose

The purpose of the LCB shall be to foster the adult community band and its relationship to the greater Lawrence community. To implement this purpose, the organization's objectives shall be to

1. contribute to the musical environment of the Lawrence community.
2. make music for people, engendering pride in our nation and reaffirming the community as a major source of our society's strength.
3. provide an opportunity for musical expression and growth for the members of the band.
4. stimulate interest in the LCB and community bands in general through participation in music clinics and performances at regional and national conventions.
5. assist in the musical education and development of young performers.
6. reaffirm the position of the community band in American life by broadening appreciation of the range and depth of music that a quality concert band can offer.

Article III: Membership in the LCB

Adult musicians who support the purpose and objectives of the LCB as set forth in Article II may be considered for Membership. Requirements and qualifications for Membership shall be stated in the Bylaws.

Article IV: Non-discrimination

The LCB shall operate without regard to sex, gender, race, national origin, marital status, age, political views or affiliation, religious views or affiliation, sexual orientation, disability, or any other factor unrelated to its purpose.

Article V: Governance

The executive authority of the LCB shall be vested in a Board of Directors (henceforth Board), whose duties shall include management of the general and financial affairs of the band; filling of vacancies on the Board; election of a Chair; and appointment or dismissal of the Music Director and Conductor, the Associate Conductor, and any staff positions. The Board shall be empowered to establish committees and subcommittees to assist in fulfilling its duties.

Article VI: Membership on the Board

The Board shall consist of the positions specified in the Bylaws. The terms of office and manner of appointment shall be stated in the Bylaws.

Article VII: Dissolution (See Exhibit to Articles of Incorporation)

In the event of dissolution of the LCB, the Board, after satisfying all outstanding liabilities, shall dispose of any remaining assets to one or more institutions or organizations in such manner as to promote the purpose and objectives stated in Article II and consistent with LCB's Articles of Incorporation. A motion for dissolution shall require the approval of at least three-fourths of the Board. Notice of such a motion shall be provided to the membership of the LCB not later than the earlier of 30 days or three rehearsals prior to the date of dissolution.

Article VIII: Amendments

This constitution may be altered or amended by approval of three-fourths of the Board. Notice of the proposed amendment and a copy of the text shall be provided to the members of the Board not later than 14 days prior to a formal meeting of the Board.

Bylaws

Article I: Membership

Section 1. Qualifications

Aspirants to Membership in the LCB shall be required to demonstrate satisfactory musical competence as determined by the Music Director, the Director of Personnel, and Members of the aspirant's section. Aspirants shall agree to fulfill the responsibilities of Membership as set forth in the Constitution and Bylaws.

Section 2. Procedure for choosing members of the LCB

Aspirants shall be recommended to Membership in the LCB by the Director of Personnel after consultation with the Music Director and Members of the aspirant's section. An audition may be requested. The Music Director and the Board reserve the right to dismiss a Member of the LCB.

Section 3. Responsibilities of Members

Members of the LCB shall maintain satisfactory attendance at rehearsals, performances, and other activities; demonstrate continuing musical competence; conduct themselves collegially and respectfully toward the LCB and its Members, conductors, guests, Parks and Recreation personnel, and audience members; and abide by the requirements and regulations stated in the Constitution and Bylaws issued by the Board. On the recommendation of the Music Director and by a majority vote of the Board of Directors, a Member of the LCB may be placed on probation or have his or her membership terminated for failure to meet the above responsibilities.

Section 4. Instrumentation

The instrumentation of the LCB normally will be as follows, which is to be considered a guideline rather than a requirement.

4 flutists, 3 + piccoloist
1-2 oboist(s)
12 soprano clarinetists
1 bass clarinetist

2 alto saxophonists
1 tenor saxophonist
1 baritone saxophonist
1-2 bassoonist(s)
8-9 trumpeters
5 hornists
6 trombonists
3 euphoniumists
3 tubists
1 double bassist
5 percussionists

Section 5. Leaves of absence

Any Member who expects to be absent from the activities of the LCB for a substantial period shall notify the Director of Personnel well in advance of the anticipated absences. The request shall be considered an approved leave of absence upon authorization by the Director of Personnel, with support as needed from the Board.

Article II: Rehearsals, Performances, and Other Activities

Section 1. Rehearsals

For summer series concerts, rehearsals of the LCB shall generally be held on Wednesday evenings before the concerts from 6:00 to 7:00 pm in Murphy Hall on the University of Kansas campus. Other events (e.g., a holiday concert) may involve a rehearsal, while others (e.g., performances at Art in the Park) may not. The Music Director and Conductor may schedule additional rehearsals as needed.

Section 2. Performances and other activities

After consultation with the Music Director, the Board shall commit the LCB to performances and, with the express permission of a majority of its members, to other activities. Typically, the LCB performs eight hour-long concerts in South Park in Lawrence (the “summer park series”), held 8:00 to 9:00 pm on consecutive Wednesday evenings late May through mid-July. In the event of inclement weather, the LCB may rehearse and perform at the Lied Center of Kansas. The LCB often performs an hour-long concert at Art in the Park. A holiday concert and

other events may be scheduled. The Board shall issue to the Membership a schedule of upcoming rehearsals, performances, and other activities. Activities (e.g., performing at a state, regional, or national convention) involving extensive travel or overnight accommodations shall require a two-thirds vote of the Membership for approval.

Section 3. Concert dress

The Board shall establish a uniform concert dress for the various performances of the LCB. For the summer park series, dress typically is black slacks, shorts, or dresses, and white shirts. If special shirts (e.g., polo shirts with the LCB logo) are available, Members are strongly encouraged to wear those shirts.

Article III: Board of Directors

Section 1. Membership

The Board of Directors of the LCB (the Board) shall consist of 7 members: the Chair; Music Director and Conductor; Secretary; Treasurer; Director of Personnel; Director of Development, Marketing, and Public Relations; and one member at large. At least one, and no more than two, members of the Board shall be members of the Lawrence community who do not perform with the LCB. Four shall constitute a quorum. Each member of the Board shall have one vote. Membership on the Board is ongoing. In the event of a Board member's withdrawal, the remaining Board members will recruit and select a suitable replacement. Section 3 below stipulates the action for involuntary removal of a member of the Board.

Section 2. Assumption of office

Newly appointed members of the Board shall be expected to assume office immediately.

Section 3. Removal of board members

A member may be removed from the Board for cause by a two-thirds vote of the remaining Board members.

Section 4. Selection of Chair

The Chair shall be chosen from among the members of the Board and elected by a majority vote of the Board. The Chair shall assume office immediately upon appointment.

Section 5. Responsibilities of the Board as a whole

In addition to the responsibilities stated elsewhere in the Constitution and Bylaws, the Board shall have the authority to establish dues, approve the annual budget, commit the LCB to performance obligations and other activities, engage staff members and independent contractors and establish their duties and compensation, enter into contracts, enter into obligations of indebtedness, and determine the pledging of assets as security. The Board shall determine and publish the Constitution, Bylaws, operating procedures, and other policies of the LCB.

Section 8. Responsibilities of individual members of the Board

Responsibilities of the Chair. In addition to the responsibilities stated elsewhere in the Constitution and Bylaws, the Chair of the Board shall preside at all the meetings of the Board and decide on all questions of order; enforce the Constitution, Bylaws and Operating Procedures of the LCB; and sign official documents. The Chair shall vote only to decide questions on which the Board is evenly divided. The Chair also may delegate whatever authority he or she may deem advisable. Subject to the approval of the Board of Directors, the Chair may appoint a member of the Board to serve as Vice Chair. Should a Vice Chair be appointed, she or he would perform the duties of the Chair in the event of the Chair's temporary absence.

Responsibilities of the Music Director and Conductor, and Associate Conductor. The Music Director and Conductor, and Associate Conductor, of the LCB shall be appointed by the Board, in consultation with the Members of the LCB. The Music Director and Conductor shall exercise final authority in all musical matters. Along with the Director of Personnel and Members of the band, he or she shall determine the musical qualifications required of aspirants for Membership and provide input in decisions regarding acceptance of aspirants, determination of instrumentation, and seating within sections. She or he shall select repertoire, have final approval on the choice of guest artists, and assist with setting the performance schedule. The Music Director and Conductor shall coordinate

repertoire selection with the Director of Marketing, Development, and Public Relations. The Associate Conductor shall assist with these responsibilities.

Responsibilities of the Secretary. The Secretary shall keep minutes of meetings of the Board and all other permanent records of the LCB. The Secretary shall maintain a complete, chronologically organized archive of all Board and committee documents, financial records, programs, recordings, and other pertinent materials. At the conclusion of each season, the Secretary shall be responsible for ensuring that the above records are placed into the LCB's archives. The Secretary shall also be responsible for ensuring timely and effective communications of minutes and any other announcements from the Board to the LCB's Membership.

Responsibilities of the Treasurer. The Treasurer shall collect and deposit all income, issue checks for the payment of expenses, keep the books of accounts, prepare financial reports for presentation to the Board, file required state and federal reports and tax returns, and assure successful completion of any financial audits.

Responsibilities of the Director of Personnel. The Director of Personnel shall maintain the Membership roster, waiting list of prospective Members, and attendance records; coordinate the process to fill open chairs; act as spokesperson for the Membership; and, in consultation with the Music Director and Conductor, make recommendations to the Board regarding dismissal of Members.

Responsibilities of the Director of Marketing, Development, and Public Relations. The Director of Marketing, Development, and Public Relations shall be responsible for organizing the LCB's social media presence and, along with other members of the Board, overseeing fund-raising activities, including the solicitation of individual, foundation, and corporate donations. This individual shall coordinate and ensure the timely promotion and publicity of the LCB's activities.

Section 9. Regular and special meetings of the Board

Regular meetings of the Board of Directors shall be held quarterly, in person or remotely, at a time and location selected by the Chair. Board members will receive an agenda for the meetings in advance. The Chair may call special meetings as needed to handle emergency matters or where immediate action is required. The Board may declare itself in executive session for the purpose of discussing personnel matters.

Section 10. General meetings

At the discretion of the Chair or at the request of a majority of members of the Board, the Chair shall call a general meeting of the Membership of the LCB. In all questions placed before the Membership, each Member of the band shall have one vote, and a majority of those present shall be required for approval, except where otherwise stated in the Constitution and Bylaws.

Section 11. Contracts

The Board may authorize a person or persons to enter a contract or obligation on behalf of the LCB. Such authorization may be limited or general, but normally shall terminate no later than the last day of the LCB's fiscal year.

Section 12. Books and records

The Board shall maintain complete, accurate, and timely minutes of the business transacted at its meetings and records of the financial condition of the band. All such information, except for personnel matters discussed in executive session, shall be made available upon request to the Membership of the LCB.

Section 13. Fiscal year

The fiscal year of the LCB shall be the calendar year, beginning January 1 and ending December 31.

Section 14. Limitation of liability; Indemnification

The authority and responsibility for the management of the LCB is vested in the Board, but it is expressly understood that neither the Board, nor any member thereof, nor any Conductor or Member of the LCB, shall be required to accept personal financial responsibilities for the duly authorized bills or obligations of LCB, or for litigation that may arise from authorized activities of LCB carried on in good faith and pursuant of the objectives, purposes, and activities prescribed or authorized by its Constitution and Bylaws. To the fullest extent permitted by law, the LCB shall indemnify the Board, members thereof, Conductors, and each of their heirs, executors, and administrators, from and against all actions, costs, charges, losses, damages, and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of

their duties and in their official capacities with the LCB, except for such acts done, concurred in or omitted by or through their dishonesty, willful misconduct, or gross and reckless negligence.

Article IV: Staff Positions

Section 1: Librarian

The Board shall select and hire one or more librarians to handle all duties related to the cataloging and distribution of music. The librarian(s) shall be responsible for cataloging of the LCB's music library; distributing parts to folders; transporting and distributing the LCB's music at all rehearsals and concerts; and the collecting, sorting, and delivery of all music parts to the library from which they were received. The LCB library shall be housed within the University of Kansas Band and Orchestra library, located in Murphy Hall.

Section 2: Announcer

The Board shall select and hire an announcer, whose duties are to investigate the historical, cultural, and social milieu of the composers and music selected for each program. The announcer will consult with the Music Director and Conductor and Associate Conductor regarding themes, ideas, and so forth. The announcer will deliver remarks to the audience during performances.

Section 3: Sound Engineer

The Board shall contract with the University of Kansas School of Music for personnel to provide transportation, setup, and breakdown of sound equipment as needed for each LCB performance.

Article V: Committees

Section 1: Standing and special committees

The Board shall appoint standing and special committees and subcommittees as they become necessary. Examples of potential standing committees are an audience development committee, budget and finance committee, long-term planning committee, personnel committee, fund-raising committee, and social/communications committee. An example of a potential special committee is

a planning committee for specific events or travel. Each standing and special committee shall be chaired by a member of the Board, who shall present periodic reports to the Board and Membership of the LCB on the activities of the committee. The term of the membership of standing and special committees shall be for the shorter of the period required to complete the committee's stated purpose, or one year.

Section 2. Committee membership

Membership on standing and special committees shall be open to any LCB Member or member of the Board. Committee appointments shall be made by the Chair in consultation with members of the Board.

Article VI: Budget and Finance

Section 1. Deposit of funds

The Treasurer shall promptly deposit all funds received by the LCB in such banks or other depositories that the Board may select.

Section 2. Payment of funds

All checks or other drafts for payment of LCB funds shall be authorized and signed by such agents of LCB as shall be determined by the Board. Payments to Board members, Members of the LCB, and staff shall be determined by majority consent of the Board.

Article VII: Amendments

These Bylaws may be altered or amended by approval of two-thirds of the Board. Notice of a proposed amendment and a copy of the text shall be provided to the Board no later than 30 days prior to its next meeting.

Approved May 9, 2023