

CONSTITUTION AND BY-LAWS
OF



Est. January 26, 1859

Adopted September 2, 1915

**The date of incorporation
under Chapter Fifty-Seven
of the Revised Statutes**

**As Revised Through
September 24, 2024**

CONSTITUTION AND BY-LAWS

OF THE

BANGOR BAND

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CONSTITUTION

ARTICLE I

NAME

This organization, incorporated under the Statutes of the State of Maine, shall have for its name, BANGOR BAND.

ARTICLE II

OBJECTIVES

The object of the Band shall be to maintain a musical organization which shall be a credit to itself and an honor to the city whose name it bears.

ARTICLE III

BOARD OF DIRECTORS

Section 1: The Board of Directors (hereinafter referred to as the 'Board') shall determine the policies of the Band. It shall approve all bills and oversee the accounts of the treasurer. To be a candidate for the Board, one must have attained the age of majority.

Section 2: The Board will consist of an Executive Committee comprised of the following officers: president, vice president, secretary, and treasurer. In addition, four members elected at large from within the Band will serve on the Board.

A student representative may serve on the Board as a non-voting member and will follow the guidelines set forth in the *Manual for Band Personnel*.

Current conductors are ex-officio, non-voting members of the Bangor Band Board. Their duty is to advise on matters of importance to the Board. No other personnel serve as ex-officio members of the Board. However, the Board may request external community members, band members, or other personnel to attend meetings to offer their perspectives and advice. These Board visitors shall also be considered non-voting advisors for such a term as the Board requests them to be present.

Section 3: The Board (the Executive Committee and members-at-large) shall be elected at the annual meeting (**refer to Article VII, Section 1**) by a vote of the members present. They shall begin holding office on October 1 and will continue to serve for one year or until others have been elected in their stead.

Members of the Board may run for re-election each fiscal year. There are no term limits.

Members of the Board shall make a good-faith effort to attend all Board meetings and be productive members of the Bangor Band Board. Should a Board member fail to attend a substantial number of meetings or fail to contribute to the overall work product of the Board, they shall be asked to resign from the Board after a majority vote of expulsion from the Bangor Band Board. Any Board member may add a vote of expulsion to a Board meeting agenda with at least one week of notice given to the Board president and secretary. The Board member making the motion and the Board member under an expulsion motion shall be allowed to address the Board before the vote.

Section 4: The duties of the Board are:

- President – shall preside at all Board meetings and other duties as outlined in the *Manual for Band Personnel*.
- Vice President – shall perform the same duties in the president's absence and other duties as outlined in the *Manual for Band Personnel*.
- Secretary - shall be the custodian of the Constitution and By-Laws, keep a record of all meetings, including attendance at rehearsals and performances, and other duties as outlined in the *Manual for Band Personnel*.
- Treasurer - shall be the custodian of the funds of the Band, keep an accurate account of all monies received and disbursed, and other duties as outlined in the *Manual for Band Personnel*.
- Members-at-Large - shall attend all Board meetings, take part in projects as determined by the Board, and other duties as outlined in the *Manual for Band Personnel*.

Section 5: Five voting members of the Board shall constitute a quorum of the Board. Twelve members of the band shall constitute a quorum of the membership for the purposes of the all-member meeting(s).

ARTICLE IV

COMMITTEES

NOMINATING COMMITTEE

Each year, the president shall appoint a nominating chair a minimum of 90 days prior to the annual meeting. The chair shall present to the secretary a slate of candidates for the four officers of the Executive Committee and the four member-at-large positions for the Board of Directors. The president, secretary and nominating chair will work as a committee to ensure that there are candidates for all vacancies on the slate. The secretary shall publish the slate one month before elections.

Members shall have the right to submit their name to the nominating chair for any position or vacancy on the Board and their name will be included on the slate. This right must be exercised no fewer than 45 days prior to the annual meeting.

MEMBERSHIP COMMITTEE

The Membership Committee shall be composed of a representative from each of the three sectional divisions of the Band: woodwind, brass and percussion and may be utilized as necessary for the purpose of recruitment.

These representatives shall be appointed by the conductor and shall serve at the conductor's discretion. The president has the authority to appoint a membership chair.

ARTICLE V

CONDUCTOR AND SECTION LEADERS

Section 1: The conductor shall preside over all rehearsals and performances and have the flexibility to adjust the rehearsal schedule as deemed necessary.

The conductor shall have the primary responsibility for music selection and programming.

The conductor shall also have the authority to assign personnel within sections (**refer to Article V, Section 4**) and may appoint an assistant conductor(s) to serve in the conductor's absence.

Section 2: The Board shall select a conductor from nominees sought through a reasonably comprehensive search whenever a vacancy arises. A candidate shall be appointed upon a majority affirmative vote by

the Board and will serve for one year or for the remainder of one fiscal year, whichever ends first.

If the current conductor wishes to continue for an additional year, they shall inform the Board of their intent to continue by February 1. The Board shall vote on the conductor's reappointment at their March Board meeting after a reasonable effort to solicit member input. A majority vote by the Board to retain the conductor shall result in a one-year reappointment lasting the next fiscal year.

Section 3: The conductor and any assistant conductor (hereinafter referred to as 'conductor') may be terminated at any time the Board finds them to act in a way that reflects negatively on the Band, violates established Board policies, or significantly negatively impacts the recruitment and retention of musicians in the ensemble due to the conductor's words or actions inside or outside of rehearsal.

If the Board considers terminating a conductor, they must inform the conductor of the meeting time and place where termination will be considered in an executive session of the Board and allow the conductor to address the Board. A majority affirmative vote by the Board on the question of termination shall result in the immediate dismissal of the conductor from their position and trigger a search for a new conductor under Article V, Section 2 of this Constitution

Section 4: Section leaders shall be appointed by the conductor and shall serve at the conductor's pleasure with the consent of the Board. The responsibilities of section leaders are as follows:

- A.** Strive to maintain a full sectional complement of musicians.
- B.** Be aware of section musicians not able to attend an upcoming concert.
- C.** Ensure the conductor is notified of section musician(s) not able to attend an upcoming concert in sufficient time to make necessary arrangements, as applicable.
- D.** Assist the conductor in coordinating the filling of any expected vacancies from their section in sufficient time prior to an upcoming concert.
- E.** Strive to maintain good communication between the conductor and the section's musicians.

- F. Attend auditions of prospective section members. Should attendance not be possible, ensure a knowledgeable section member is available to attend the audition.
- G. Strive to maintain proper courtesy and etiquette within the section during rehearsals and concerts. This includes, but is not limited to, refraining members from unnecessary chatter, disruptions, and distractions.
- H. Check to be sure the secretary was contacted by members who were absent in their section. If not, the section leader will contact the player to inquire why.
- I. Contact absent members if their lack of attendance is causing them to be a non-contributor to the Band. Before doing this, the section leader will confer with the conductor, who may also wish to become involved.

ARTICLE VI

MEMBERSHIP

Section 1: "Member" shall be defined as a person having fulfilled the audition requirements of the conductor and section leader. Members shall be given full voting rights.

Section 2: "Non-member" shall be described as those who are awaiting their audition and/or filling-in. Non-members are subject to the same musical and attendance expectations as members.

In an emergency situation, the conductor, with the president's approval, may use an agreed upon amount of funds from the treasury to hire a substitute, but only if the part is absolutely necessary to the success of the performance.

Section 3: An audition will be held for prospective members.

- A. A conductor shall lead the audition and, at a minimum, the designated section leader, or a designee, shall be present. The audition may consist of playing scales and a piece of music chosen by the candidate. At the discretion of the conductor, the prospective member may be asked to sight read a piece of music from the band repertoire.

- B.** Musicians wishing to apply for membership shall notify an individual on the Board or Membership Committee. They are welcome to attend three rehearsals prior to auditioning, but may do so before then, subject to scheduling with the conductor and the section leader.

Section 4: Members are expected to attend rehearsals and performances as scheduled. Inconsistent attendance will be addressed by the Board. Failure to consistently attend rehearsals and performances may result in termination from the ensemble.

Members may be excluded from playing performances for which they are judged by the conductor to be unprepared.

Section 5: Members who leave the Band for whatever reason will be welcomed back as full members provided they were an asset to the group when they last belonged. If their level of musicianship is in question, the conductor reserves the right to re-audition the former member. The Board reserves the right to refuse membership and/or participation to former members if their past or present behaviors and/or musicianship present a problem.

Section 6: Determination of Stipends

- A.** The Board is responsible for setting the amount of stipends to be paid to members. The exact figure is subject to fluctuation based upon the financial status of the Band, the current size of the membership, and other monetary considerations identified by the treasurer, including the source of funds, investment projections, budgets for other necessities, etc.
- B.** Stipends will be available only to members in good standing; i.e., those who have fulfilled the audition requirements, the attendance expectations, and the performance obligations.

ARTICLE VII

MEETINGS

Section 1: An annual meeting shall be held in September whereupon the officers and Nominating Committee shall submit their reports for the year.

A slate of officers of the Executive Committee and the four members-at-large shall be elected for the ensuing year by a vote of the members present. If more than one candidate seeks a position on the

Board, election will be by secret ballot. If the entire slate is unopposed, the secretary shall "cast one vote for the slate".

Section 2: A business meeting shall be held after the winter break whereupon the officers shall submit their reports

Section 3: Board meetings may be held as often as is expedient. The president may call a Board meeting whenever it is deemed necessary with appropriate notice. At such a meeting, any business may be transacted which does not conflict with the Constitution and By-Laws.

ARTICLE VIII

The Corporation is organized for all purposes permitted under the Maine Nonprofit Corporation Act.

ARTICLE IX

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE X

Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and as a charitable, religious, benevolent or educational corporation within the meaning of the Maine Nonprofit Corporation Act.

No part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation, or any private individual

(except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes). No member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XI

All of the purposes and powers in which the Corporation is permitted to engage by the certificate of incorporation shall be exclusively for such educational purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as it is currently and shall be hereafter in force and effect.

BY-LAWS

ARTICLE I

Members shall wear the prescribed uniform at all public performances. The dress code may be modified for certain occasions by the president.

ARTICLE II

Members of the Band must endeavor to uphold the dignity and musical standards of the Band. They shall conduct themselves with propriety on all occasions and pay proper respect to the conductor and all Band personnel.

ARTICLE III

A member maybe be suspended or expelled by a vote of the Board for conduct inconsistent with the Constitution, By-Laws and Policies of the Bangor Band

ARTICLE IV

Members unable to perform such musical duties as expected of them by the conductor may be dismissed from the Band by vote of the Board.

ARTICLE V

Members who resign or are expelled from the Band forfeit all rights or claims upon any band property and must return all of the same in their possession.

ARTICLE VI

Members shall not dictate to the Band what music they shall play or rehearse or in what manner music shall be played or rehearsed but may communicate their wishes to the conductor.

ARTICLE VII

Five voting members of the Board shall constitute a quorum of the Board. Twelve members of the band shall constitute a quorum of the membership for the purposes of the all-member meeting(s).

ARTICLE VIII

The Board may award an annual stipend to the conductor, librarian and to whomever else it deems appropriate.

ARTICLE IX

Any amendment or addition to the Constitution and By-Laws shall be made in writing, presented at a regularly appointed meeting of the Band, and voted on at either the annual meeting, held after the summer break, or the business meeting, held after the winter break.

ARTICLE X

The fiscal year for the Bangor Band shall commence on October 1 and conclude the following calendar year on September 30.

END OF CONSTITUTION AND BY-LAWS

The undersigned two officers of the Bangor Band do hereby certify and attest that the Constitution and By-Laws represented herein have been duly approved and adopted by the Bangor Band, are a true and accurate representation, and are in full force and effect by the Bangor Band

Revised: September 24, 2024

Susan W. McKay (President)

Dianna Wyman (Secretary)