

The Kingdom of the Sun Concert Band, Inc.

Bylaws

(revised January 2024)

Article I – Name

The name of this organization shall be The Kingdom of The Sun Concert Band, Inc., hereinafter referred to as KOS Band.

Article II – Purpose

The KOS Band is a non-discriminatory, all-volunteer, non-profit musical organization dedicated to providing a cultural outlet for musicians of all ages, provide its members the opportunity to perform music for their enjoyment, support music education, and to promote music, at no charge, as part of the community culture.

Article III – Activities

Section 1. The Kingdom of the Sun Concert Band will perform concerts and provide music for various civic and patriotic activities in Marion County and the immediate vicinity.

Section 2. The KOS Band may also be available for musical presentations at local communities and may perform at other activities and/or venues at the discretion of the Board.

Article IV - Financial

Section 1. This organization is classified as non-profit, tax-exempt, organized under Section 501(c)(3) of the Internal Revenue Code.

Section 2. The activities of the KOS Band will be financed through donations and contributions from individuals, other organizations and businesses, grants, program advertisements, and fund-raising activities.

Section 3. No part of the net earnings of this organization shall benefit or be distributable to its members or Board, with the exception that the Musical Director **may** be paid an annual stipend that will be determined each year by the Board of Directors.

Section 4. Conflict of Interest: Whenever a Board Member or Officer has a financial or personal interest in any matter coming before the Board, the affected member shall a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying, and voting on the matter.

Section 5. The Musical Director, Board of Directors, or members of the KOS Band are not personally liable for the debts, liabilities or obligations of the organization.

Article V - Nondiscrimination

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The KOS Band shall follow an equal opportunity policy. Members, all programs, and all activities are available to all persons without regard to race, creed, color, religion, national origin, sex, sexual orientation, age, disabilities, veteran status, or marital status. This policy

also applies to outside vendors, use of contractors and consultants and in dealing with the general public.

Article VI – Membership

Section 1. Membership in the KOS Band is open to individuals based on musical skill level as determined by the Section Leader and section capacity.

Section 2. Auditions may be required for membership at the discretion of the Section Leader.

Section 3. Each member's eligibility to participate in performances is at the discretion of Section Leader and then the Music Director.

Article VII – Governing Body

Section 1. The KOS Band shall be managed by a Board of Directors, hereinafter referred to as The Board. The Board is the principal decision-making body of the organization.

Section 2. Unless otherwise determined by the Board, it shall consist of nine (9) members, which include President, Vice President, Secretary, Treasurer, conductor (s), conductor emeritus and 2 band members at large.

Section 3. **Officers within the Board shall include President, Vice President, Secretary and Treasurer. REVISED 2022**

Section 4. Term - **the Officers of the Board shall serve a three (3) year term.**

a. Board members shall serve no more than two consecutive terms in the same position unless voted on by the voting board due to extenuating circumstances.

b. Officers' terms shall be staggered by alternating years to preserve continuity of the Board.

c. Officers may be appointed or elected to a position previously held, but a period of one term must elapse.

d. One month prior to the end of each term, a slate of nominees who are in good standing and have been in the band for at least 12 consecutive months, as determined by the Board, shall be presented to the general membership for election by simple majority vote of those present.

e. If a Board member cannot fulfill his/her term, the President shall appoint a replacement for the remainder of their term.

Article VIII - Committees

Section 1. The standing committee of the organization shall be the Auditing committee. Additional committees may be appointed at the direction of the Board.

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Section 2. The Auditing Committee shall be appointed by the President and shall do an annual audit of all the financial records of the organization and present a report to the Board prior to annual filing requirements. Neither the President nor the Treasurer may serve on this committee.

Article IX – Duties of Officers

Music Director/Conductors

- Shall be appointed by the Board and will serve until he/she resigns, or their appointment is revoked by action of the Board.
- Shall, in consultation with the Board, direct all concerts, performances and rehearsals, except when he/she delegates that authority to another.
- **Shall run all venues and scheduling through the board.**

REVISION 2022:

All programming for concerts must be approved by the conductor emeritus.

- Shall be judicious in the exercise of his/her authority, but shall consider that the confidence, which is given, is sufficiently broad to enable him/her to act for the band in all matters which require prompt action.
- Shall inform the Board of those actions taken.

President

- Shall be the principal executive officer of the organization.
- Shall in general, serve as the primary contact for the KOS Band. He/she will, in collaboration with the Secretary and Treasurer, execute, maintain, and archive all legal and business documents pertaining to the affairs of the KOS Band, and will oversee the business of the organization, subject to the Board's decisions, policies, and directives.
- Shall call and preside over all meetings.
- May sign and execute any contracts which the Board has authorized, unless the Board has otherwise delegated to another party.
- May appoint Board members or Committee Chairs for specified administrative assignments, including but not limited to Patron Liaison, Inventory Control, Webmaster, Graphic Design, Public Relations, Music Librarian, Uniform Manager, Historian.
- Shall retain signing authority for financial purposes, as back-up to the Treasurer.

Vice-President(s)

- In the absence of the President, a Vice President, as designated by the President, shall fulfill the duties and obligations of the President.
- Perform duties that may be assigned by the President or the Board.

Treasurer(s)

- Shall oversee and account for all funds and securities of the organization, and shall facilitate and/or verify the board-approved financial decisions are carried out, following Generally Accepted Accounting Principles (GAAP) and Financial Accounting Standards (FASB). REVISED JANUARY 2024
- Shall deposit all money in the name of the organization and provide payments on behalf of the organization as approved by the Board. Shall deposit all locally collected monies or similar, as donations going through the foundation will be deposited directly into the trust account. REVISED JANUARY 2024
- Shall prepare budgets to be presented and approved by the Board.

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- Shall prepare monthly financial statements for the Board.
- Shall file all financial information as required by the state and federal governments.
- Shall retain all financial records and accounting forms for no less than seven years. The retention may be in digital form. Digital documentation shall include a separate device backup.
- Shall establish written policies and procedures for handling all financial & accounting matters for the organization.

REVISED TO ADD:

- Purchasing agent who is responsible for all band purchases other than the normal advertising ongoing costs for concerts since the board has already approved the vendors. The purchasing agent shall work with the treasurer.

Secretary

- Shall capture the minutes of all meetings and issue to the Board.
- Shall be the custodian of the organization's records, except those retained by the Treasurer, including but not limited to Articles of Incorporation, By-Laws, Insurance documents, and record of assets. The retention may be in digital form. Digital documentation should include a separate device back-up.
- **Shall conduct the correspondence of the organization, except those done by the Conductor/Music Director and President or appointed Committee representatives.**

Article X - Duties of Board Members

Section 1. The Board of Directors are all voting members. **REVISION 2022: Board of Directors are President (tie breaker on votes), Vice President, Secretary, Treasurer, Conductor emeritus and 2 band members at large. Conductors are not voting members.**

Section 2. The Board shall be responsible for helping to develop the administrative policies and activities of the band.

Section 3. The Board members are expected to attend all Board meetings. If a Board member is unable to attend a meeting, he/she shall provide notification in advance of the said meeting.

Article XI – Meetings

Section 1. Meetings of the Board shall be held as deemed necessary by the President or other Board members at a time and place designated by the Board. A majority of **voting** members must be present at all Board meetings to constitute a quorum to transact business.

Section 2. Voting - A simple majority vote (one vote more than half) of the Board members present will be required to pass any motion at a Board Meeting. The President only votes to break a tie.

Section 3. Unless otherwise restricted by the policies or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting, if the majority (one more than half) of the Board consent in writing through fax, mail, or by electronic mail to

the adoption of a resolution authorizing the action. The resolution and the written consents by the Board shall be filed with the minutes of these events.

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Section 4. An annual Full Band membership meeting shall be held one (1) month prior to the end of each fiscal year and will take place during regular rehearsal time. Notice of this meeting must be provided at least one week in advance.

Section 5. Special Board or Full Band membership meetings may be called by the President at any time.

Article XII – Dissolution

Section 1. Provisions for dissolution of the KOS Band may be considered by the Board only under the most extreme financial circumstances, where it is clear that no other reasonable alternatives can be found to salvage operations.

Section 2. Should the KOS Band dissolve, its net assets after debts have been paid, to include but are not limited to equipment, instruments, and music, will be donated to another similar musical or charitable non-profit organization, as determined by the Board.

Article XIII – Amendments

Section 1. Amendments to these Bylaws may be made at any Board meeting by a simple majority vote of those present.

Section 2. These Bylaws shall be reviewed in full every five years or sooner if deemed necessary. Amended May 2023

Bylaws Initial Version:

07/31/2017

Revisions / Amendments

Bylaws Amendments May 2023