



The Mississippi Community Symphonic Band

Bylaws of The Mississippi Community Symphonic Bands, Inc.

Enacted by resolution of the Board of Directors, April 18, 2015

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PROLOGUE: Definition of Terms

Throughout these Bylaws, the following abbreviations and definitions will apply:

MCSB will be used to indicate the Mississippi Community Symphonic Bands., Inc., a non-profit corporation in the state of Mississippi, and an IRS 501(c)(3) tax-deductible non-profit organization.

The Band is used to indicate the MCSB, as above.

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The Corporation shall mean the MCSB.

The Board shall mean the Board of Directors of the MCSB, as defined in Article 3 of these Bylaws.

Director or **Directors** means a member or members of the Board of Directors.

Secretary shall refer to the Secretary of the Corporation, as defined in §4.06.02.07 of these bylaws.

Consensus means general agreement. In matters where consensus is sought, if there is any dissenting opinion, all viewpoints will be explored. If there is not an overwhelming general agreement when consensus is sought, then the issue may be decided or postponed, based on its urgency, sensitivity, and the degree, quantity, and fervor of the dissent.

Contributions, unless specifically stated otherwise, shall include all manner of support, whether by work, material, financial, attitude, or any other means.

Article 1 Official Addresses

Article 1, Section 1. Principal Office and Official Addresses

1.01.01 The Corporation does not have a specific corporate office. The mailing address for The Corporation can be in care of any of the board of directors at that person's home or business address, or a post office box, if such has been established.

1.01.02 The "official address" of The Corporation shall be the home or business address of (a) the Music Director; or (b) the Treasurer; or (c) some other Director; depending on the nature of the entity to which such information is provided. For example, filings with the State of Mississippi can list the music director's home address, while the address listed on bank accounts will be that of the corporate treasurer. Long-term, appointed officers are preferred over elected officers because of the frequently changing nature of these officers.

Article 1, Section 2. Change of Address

1.02.01 Changes of address shall not require an amendment of these Bylaws.

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- 1.02.02 The Secretary of the Corporation (§4.06.02.07) will maintain a list of all current addresses used in an official capacity, and the offices that use each of these addresses.
- 1.02.03 Each board member using his or her home or business address in any official capacity will notify the Secretary of the Corporation, who will record in the official archives that address and the entity to which it was given. When the person whose address is listed in these archives moves or is replaced by another person in that capacity, it will be the responsibility (in this order of precedence) of
- (a) the outgoing and incoming individual
 - (b) the Secretary of the Corporation
 - (c) the Band President
 - (d) the Music Director
- to ensure all entities listed in this archive are notified of the new official address of the organization and point of contact person.
- 1.02.04 Any individual on the list in §1.02.03 making such notifications will notify all others on the list of this action.

Article 1, Section 3. Other Offices

- 1.03.01 The Corporation may decide to rent or purchase corporate office space. In this eventuality, the board of directors may resolve to have this office space be designated as the official corporate address for any or all business.
- 1.03.02 Once The Corporation has office space, it may move to different office space in the future, and change its official address. None of these actions require an amendment to these Bylaws.

Article 2 Nonprofit Purposes

Article 2, Section 1. IRS Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

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Article 2, Section 2. Specific Objectives, Mission, and Philosophy

- 2.02.01 The foundational philosophy of the Band is “People first, music second.” This is intended to avoid any individual denigrating people in any way so as to make better music.
- 2.02.02 The specific objectives of this corporation shall be for educational and entertainment purposes.
- 2.02.03 The principal mission of the Mississippi Community Symphonic Bands, Inc. shall be to provide a fun and challenging place for adult musicians to play their instruments.
- 2.02.04 A secondary mission of the Mississippi Community Symphonic Bands, Inc. shall be to provide entertaining music in the form of concerts several times a year to those communities we serve. Additional secondary mission objectives may be added when commensurate with the objectives and missions listed in this article.

Article 3 Directors

Article 3, Section 1. Board Member Philosophy.

- 3.01.01 The Board of Directors of the MCSB consists of people who have demonstrated their commitment to the MCSB foundational philosophy, mission, and goals through active and consistent participation in MCSB activities, beyond merely showing up and participating in rehearsals and concerts.
- 3.01.02 When additional persons are considered for membership on the board, nominees will be selected from those band members who have shown the most involvement in band activities beyond normal rehearsals and performances, and in accordance with the current needs of the band and the board.
- 3.01.03 Membership on the Board is a working position, not a “reward” for past activities, nor is it given out in recognition of someone’s accomplishments or ability. When a person is considered for membership on the board, that individual’s participation,

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consistency, and interpersonal relationships with other band members will be considered, in addition to their abilities, dedication, and initiative; that person will be approached before a vote is taken (§3.04) and asked if they are willing to continue and/or increase their current level of extra work for the band, and to serve on the Board.

- 3.01.04 We recognize there are cases where people's life situations do not permit them to allocate this extra time, therefore no negatives will be imputed to any person for declining Board membership.
- 3.01.05 If a person requests or is being considered for membership on the Board, current members need to consider, before voting on this individual's board membership, (a) does this person contribute significantly to the MCSB? and (b) will this person's membership on the Board be a distinct asset to the band and to the board?

Article 3, Section 2. Number of Directors

- 3.02.01 The corporation shall have between three (3) and twenty-five (25) directors. Collectively they shall be known as The Board of Directors. Directors Emeritus (§3.19) shall not count among this number.
- 3.02.02 The number of directors will be indirectly decided by action of the board at the time of each nomination for an additional member, by considering the needs of the band, the qualities of the individual being considered, and the needs of the board. The board may decide not to elect additional board members at any time simply because the board feels the board should not grow any larger.

Article 3, Section 3. Nomination and Membership

- 3.03.01 **Automatic Membership.** Persons who serve in the position as officers as indicated in §4.01.01 shall automatically be members of the Board.
- 3.03.02 **Automatic Nomination.** Persons who serve in the positions indicated in §4.01.03 are automatically nominated for board membership. Automatic nominees must still be discussed and elected to membership. If the board deems an automatic nominee

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would not be an asset to have on the board, the board may reach a consensus to table this individual's nomination indefinitely.

3.03.03 **Positional Nominations.** In addition to individuals specified above, other heads of subunits, groups, or committees may be brought up for nomination by current board members.

3.03.04 **Members At Large.** Additional Board Members (*those who are not Automatic Members (§3.03.01) or Automatic Nominees (§3.03.02) or Positional Nominees (§3.03.03)*) will be "At Large" members. At Large Board candidates may be nominated by anyone on the Board, anyone in the MCSB, or by self-nomination.

Article 3, Section 4. Election

Except for Automatic Board members (§3.03.01), all nominees for membership on the Board may have their candidacy discussed by current Board members, and may be elected to Board membership by a majority vote of the Board.

Article 3, Section 5. Term of Office

3.05.01 Automatic Members (§3.03.01) and Automatic Nominee (§3.03.02) members and Positional Nominee (§3.03.03) members who have been elected will serve as long as they hold that office, or until they demit (§3.06.01) or are dismissed (§3.06.02).

3.05.02 At-Large members (§3.03.04) will serve for a term of three years, and may be re-elected.

3.05.03 It is the responsibility of the Secretary of the Corporation to track the terms of At-Large members, and to notify the Presiding Officer (§3.15.01) prior to the two Board meetings before each At-Large member's term expiration.

3.05.04 Elected members will serve until the expiration of their term of office, or until they demit or are dismissed.

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Article 3, Section 6. Demit and Dismissal

- 3.06.01 Any Board member can voluntarily demit from membership on the board by written notice to the board. This notice should be submitted to the Secretary or any member of the Executive Committee (§4.04.01), who will then distribute it to all board members.
- 3.06.02 Any Board member can be dismissed from Board membership at any time by a majority vote of the other Board members.
- 3.06.03 Board members who miss three consecutive regular Board meetings shall automatically be put up for a dismissal vote. It is the responsibility of the Corporate Secretary to track Board meeting attendance and report to the Board Chair when any sitting Board member must be put up for a dismissal vote. Special Meetings (§3.12) are not included in this rule; Additional Meetings (§3.13) are included in this rule.

Article 3, Section 7. Powers

Board members shall have the power to vote on all issues of policy, finances, philosophy, and other business of the MCSB.

Article 3, Section 8. Duties of Board Members

Board members have the following duties:

- 3.08.01 Comply with all laws that pertain to the MCSB, with these ByLaws, and with the Articles of Incorporation.
- 3.08.02 Contribute financially to the MCSB annually.
- 3.08.03 Vote on policy issues. Each Board member must carefully consider all issues coming up for a vote, discuss his or her own viewpoints with other members of the board as needed, and vote for or against each issue depending on how well they feel the issue supports the philosophy and mission of the band.
- 3.08.04 Vote on all financial expenditures other than the discretionary limit expenditures specifically given to certain Band Officers by resolution of the Board.

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- 3.08.05 Attend all Board meetings.
- 3.08.06 Check their email several times a week and respond to Board email polls.
- 3.08.07 Ensure the Secretary of The Corporation always has his or her complete and current contact information, including but not limited to email address, postal mailing address, and phone number.
- 3.08.08 Evaluate and provide honest feedback on any issues being contemplated and discussed by the board.
- 3.08.09 Any other duties incumbent upon Board members of similar organizations.

Article 3, Section 9. Compensation

- 3.09.01 Directors shall serve without compensation.
- 3.09.02 If funding is available and is approved by Board vote, a reasonable fee may be paid to Directors as expense reimbursement for attending regular meetings, or as reimbursement for expenses incurred in performance of their MCSB duties.

Article 3, Section 10. Board Meetings

- 3.10.01 Meetings shall be held at a place and time to be designated not later than the end of each prior meeting. There shall be a minimum of five meetings per year.
- 3.10.02 It is the responsibility of the Presiding Officer (§3.15.01) to ensure the meeting location, date, and times are properly set, the venue is reserved, and all information is communicated to Board members in a timely manner.
- 3.10.03 Regular Board meetings shall be open to any participant in the MCSB, unless designated as a closed meeting by the Presiding Officer, a member of the Executive Committee, or by consensus of the Board.

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- 3.10.04 It is the responsibility of the Secretary of the Corporation to ensure all Board members receive notice/reminders of the details of each meeting, to include date, time, and location, at least one month before the meeting date.
- 3.10.05 It is the responsibility of the Presiding Officer to issue a call for agenda items to all board members not less than one week before the meeting, and to provide board members with a meeting agenda either electronically the day before the meeting, or on paper at the meeting.
- 3.10.06 A Board Poll may be conducted by email for issues that are deemed by the Polling Officer to be of such a nature as to warrant the poll. The Polling Officer can be any member of the Executive Committee (§4.04.01).

Article 3, Section 11. (This section deleted)

Article 3, Section 12. Special Meetings of the Board

- 3.12.01 Special Meetings may be called by any member of the Executive Committee (§4.04.01).
- 3.12.02 No advance notice is required for these meetings.
- 3.12.03 There must be a quorum at any Special Meeting to conduct official business. If no quorum is present, formal discussions may be held, provided minutes are kept and distributed to all members.
- 3.12.04 Special Meetings shall be restricted to board-member-only attendance, unless the officer calling the meeting, with concurrence of the Executive Committee, determines the meeting should be an open meeting.
- 3.12.05 Special Meetings' agendas will be restricted to the issue for which the meeting was called.
- 3.12.06 The person calling the Special Meeting will act as the Presiding Officer (§3.15.01), or may delegate these duties to any other Board member.

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- 3.12.07 Special Meetings should be called only on an urgent issue, one that cannot wait until the next regularly scheduled Board meeting.

Article 3, Section 13. Additional Meetings

- 3.13.01 An Additional Meeting is any meeting called in addition to the regularly scheduled meetings. Additional Meetings are typically called to spend the time necessary to discuss one or more specific issues.
- 3.13.02 Any member of the Executive Committee (§4.04.01) can call an Additional Meeting.
- 3.13.03 Notice of an Additional Meeting must be given at least 21 days prior to the meeting.
- 3.13.04 The person calling the Additional Meeting will act as the Presiding Officer (§3.15.01), or may delegate these duties to any other Board member.
- 3.13.05 The person calling the meeting will determine the agenda for the Additional Meeting. Additional Meetings may not deviate from this agenda.
- 3.13.06 The person calling the meeting will determine whether the Additional Meeting is Board-only or open to all members of the MCSB, and the Presiding Officer make appropriate and timely notifications.

Article 3, Section 14. Quorum

- 3.14.01 A quorum shall consist of 51% or more of the current members of the Board. This will be adjusted for attending Members Emeritus in accordance with §3.19.05.
- 3.14.02 No official votes will be considered at any meeting for which a quorum is not present.

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Section 15. Presiding Officer and Duties

- 3.15.01 The *Presiding Officer* will preside over Board meetings and ensure all duties concomitant to the conduct of the meeting are completed, to include producing and distributing a meeting agenda in advance of the meeting, governing the progress of the meeting to keep it on the agenda and on time, ensuring the Secretary of the Corporation takes appropriate minutes, soliciting corrections for and editing those minutes, and seeing to the distribution of the minutes to Board members.
- 3.15.02 The Presiding Officer can be any member of the Executive Committee (§4.04.01), or any other member of the Board, if so elected by the Board.
- 3.15.03 In the event a Presiding Officer is not specifically designated, or is unable or unwilling to perform the required duties, the following is the order of designation of the persons who will act in this capacity:
- The Music Director
 - The Band President
 - The Business Manager
 - Any other Board Member designated by a consensus of the board.

Article 3, Section 16. Vacancies on the Board

As long as the total number of Board Members remains within the number prescribed in Section 1 of this Article, there will not be any “vacancies” on the board.

Article 3, Section 17. Nonliability.

No member of the Board shall be personally liable for the debts or other obligations of The Corporation.

Article 3, Section 18. Qualifications

- 3.18.01 Directors shall be of the age of majority in Mississippi.
- 3.18.02 Directors must work diligently to perform the duties of their office as outlined in §3.08.

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- 3.18.03 Because much of the business of the band is conducted by email, all Board members must have and regularly check email, or must be willing to have someone do this for them.

Article 3, Section 19. Board Members Emeritus

- 3.19.01 **Definition.** A MCSB Board Member Emeritus is a person who has served on the Board for at least 5 years and has been elected to this status by vote of the board.
- 3.19.02 **Qualifications.** To be considered for election to Member Emeritus status, a Board member must have made, in the judgment of the board, significant contributions to the success of the band over a prolonged period, and be deemed to have experience and judgment the board wants to retain indefinitely.
- 3.19.03 **Purpose.** The purpose of electing a Board member to Emeritus status is to recognize the individual's contribution to the band, to permanently retain that individual's knowledge and experience on the Board for the good of the Band, and to provide a means by which an individual can "retire" from the Board and/or the Band yet still maintain an official status on the Board.
- 3.19.04 **Responsibilities and Powers.** Once elected to Board Member Emeritus status, an individual retains the right but not the obligation to attend all board meetings, including special meetings and additional meetings, and to vote on any issues of Band business. Board Members Emeritus are exempt from the meetings attendance requirement outlined in §3.08.05 and §3.06.03.
- 3.19.05 **Emeritus Effect on Quorums.** For all meetings at which a Member Emeritus is present, the number of active board members will be increased by the number of Emeritus members present, and the quorum requirement adjusted accordingly. For example, if there are 15 active board members, the normal quorum would be eight. If two Members Emeritus attend a meeting, the number of active members would be considered to be 17 (15 + 2), therefore making a quorum requirement of nine members present, including Members Emeritus.

**Article 4
Corporation Officers And Committees**

Article 4, Section 1. Designation Of Officers

4.01.01 The Officers of the MCSB shall be as follows:

- a. The Music Director
- b. The President of the Band
- c. The Immediate Past President
- d. The President-Elect
- e. The Business Manager
- f. The Treasurer
- g. The Quartermaster
- h. The Secretary of the Corporation

4.01.02 All officers listed in §4.01.01 shall serve as automatic members on the Board as provided in §3.03.01. It is permissible for one individual to fill more than one position, especially if one of those positions is an elected position as described in §4.06.02. Regardless of how many positions an individual fills, each individual counts as one vote on the Board.

4.01.03 Persons filling other positions in the band may be nominated for Officer status, which would also make them automatically nominated for membership on the Board under §3.03.02. These other positions can include, but are not limited to or required to include the following. The fact that positions are listed below is for example purposes only and is not a mandate that these positions exist, or that their incumbents be nominated for Board membership.

- a. Directors of groups within the MCSB, such as the Mississippi Swing! or the New Horizons Band
- b. The Publicity Chair
- c. The Chair of Audience Relations
- d. The Chair of the MCSB Auxiliary
- e. The Chair of the Scholarship Committee
- f. Other Persons in Leadership Positions

Article 4, Section 2. Officers' Duties

4.02.01 **The Officers' Duties Document.** The duties of each of these offices will be set forth in the official "MCSB Officers Duties"

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document, which will be established by the Secretary of the Corporation and maintained as a dynamic and evolving document, with each incumbent being responsible for specifying the duties of the office they hold, and the current President of the Band being responsible to see that each officer appropriately updates his or her duties description.

The Officers' Duties document and the general duties outlined in the following sections are intended as guidelines only, not as absolute mandates. The intent is to provide a general purpose delineation of responsibilities; however, the overall purpose of these Bylaws and of this section in particular is to give the Band and the Board the flexibility to do what needs to be done by whatever means found expedient.

- 4.02.02 **General Duties of the Music Director.** The Music Director is generally responsible for all duties involving the musical functioning of the Band. More specific duties are outlined in the Officers' Duties Document.
- 4.02.03 **General Duties of the President.** The Band President is generally responsible for working with the Music Director to oversee all operations of the Band, specifically those duties involving people. More specific duties are outlined in the Officers' Duties Document.
- 4.02.04 **General Duties of the President-Elect.** The President-Elect is generally responsible for learning the duties of the President and the Business Manager, and assisting each of those officers and the Music Director as needed. More specific duties are outlined in the Officers' Duties Document.
- 4.02.05 **General Duties of the Past President.** The Past President is generally responsible for keeping track of all activities of the band, advising other officers as needed, and performing tasks as requested. More specific duties are outlined in the Officers' Duties Document.
- 4.02.06 **General Duties of the Business Manager.** The Business Manager is intended to be a long-term position. This officer is generally responsible for all duties involving the non-musical operations of

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the Band. More specific duties are outlined in the Officers' Duties Document.

- 4.02.07 **General Duties of the Treasurer.** The Treasurer is generally responsible for all duties involving finances of the Band. More specific duties are outlined in the Officers' Duties Document.
- 4.02.08 **General Duties of the Quartermaster.** The Quartermaster is generally responsible for all duties involving the physical property owned by the Band. More specific duties are outlined in the Officers' Duties Document.
- 4.02.09 **General Duties of the Secretary of the Corporation.** The Secretary is generally responsible for all duties involving recordkeeping for the Band. More specific duties are outlined in the Officers' Duties Document.

Article 4, Section 3. Non-Officer Leadership Positions.

- 4.03.01 In addition to the Officers of the Band, there can be any number of non-officer leadership positions within the band. These positions can include but are not limited to:
- a. The Music Librarian
 - b. The Chair of the MCSB Auxiliary
 - c. The Chair of Audience Relations
 - d. The Section Leaders
 - e. Committee Chairs and participants, such as
 - Publicity Committee
 - Music Committee
 - Publications Coordinator
 - Grant Writers
 - Social Events Chair
- 4.03.02 People in these non-officer leadership positions may or may not be elected to membership on the Board.
- 4.03.03 Non-officer Leadership positions are usually filled by volunteers. Frequently, individuals are performing these duties anyway, and are given a position title commensurate with the work they are performing. Any member of the Executive Committee (§4.04.01)

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can create such positions on an as-needed basis, with the concurrence of the rest of the Executive Committee.

- 4.03.04 Appointment. Individuals are selected for non-officer leadership positions usually because they have demonstrated both leadership skills and willingness to do the required work. Individuals may be appointed to non-officer leadership positions by any member of the Executive Committee, with the concurrence of the rest of the Executive Committee.
- 4.03.05 Dismissal. Individuals may be dismissed from a non-officer leadership position by any member of the Executive Committee, for any reason, with the concurrence of the rest of the Executive Committee.
- 4.03.06 If a vacancy occurs in an essential non-officer leadership position, any member of the board may be delegated to find the individual to fill this position, then recommend this individual to a member of the executive committee for appointment. It is imperative that the person selected to find the individual to fill the position have a clear understanding of the duties of that position, and the ability to match these duties to individuals.

Article 4, Section 4. The Executive Committee

- 4.04.01 The Executive Committee shall consist of the Music Director, the current President of the Band, the Business Manager, and the Treasurer.

The president-elect should also be included in all Executive Committee activities, and the Past President should also be invited to participate, but neither will be a voting member of the Committee.

- 4.04.02 The Executive Committee shall meet regularly, with a goal of two to four times a month, to discuss any or all matters pertaining to MCSB operations, situations, expenditures, and future direction, and will decide what matters to bring to the board for further discussion and decisions. It is the responsibility of the President to ensure these meetings are properly coordinated.

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- 4.04.03 Meetings of the Executive Committee may be recorded, with minutes kept for the record, or they may be informal, with no official minutes being kept. Most meetings will not be recorded; meetings to be recorded will be decided by consensus of the Executive Committee, and the Band Secretary will be present.
- 4.04.04 **Duties and Powers.** The Executive Committee's primary duties are to be knowledgeable of all band business, to discuss future activities and development paths for the band, and to make recommendations to the Board of Directors.

The Executive Committee shall not have the authority to take any action, make any decisions, or spend any money except as provided by these Bylaws or by resolution of the Board.

Article 4, Section 5. Qualifications for Officers of the Corporation

Any person may serve as an Officer of this corporation, without regard to race, color, creed, religion, age, or national origin. The Board will determine or approve qualifications, if any, for the Officers, such as education and experience requirements.

Article 4, Section 6. Accession, Election, and Terms of Office.

- 4.06.01 Officers of The Corporation outlined in §4.01.01 shall have terms of office based on the offices they hold.
- 4.06.02 The manner of accession and term of office for each officer is as follows:
- 4.06.02.01 **The Music Director** – Appointed by the board. Serves until he or she resigns or is replaced by the board.
 - 4.06.02.02 **The President of the Band** – Serves for a period of two years, installed into office every December in even numbered years.
 - 4.06.02.03 **The Immediate Past President** – Serves for a period of two years, beginning immediately upon the installation of the president-elect into the president's position.
 - 4.06.02.04 **The President-Elect** – Elected by vote of band members from a slate of nominees presented by the Nominations Committee (§4.06.04). Elections will be held in September of even-numbered years, and will take office in December of that year.

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- 4.06.02.05 **The Business Manager** – Appointed by the Executive Committee with the consensus approval of the Board. Serves until he or she resigns or is replaced by the Board.
 - 4.06.02.06 **The Treasurer** – Appointed by the Executive Committee with the consensus approval of the Board. Serves until he or she resigns or is replaced by the Board.
 - 4.06.02.07 **The Quartermaster** – Appointed by the Executive Committee with the consensus approval of the board. Serves until he or she resigns or is replaced by the board.
 - 4.06.02.08 **The Secretary of the Corporation** - Appointed by the Executive Committee with the consensus approval of the board. Serves until he or she resigns or is replaced by the board.
 - 4.06.02.09 **Other Ensemble Directors** - Appointed by the Music Director, usually from volunteers or self-nominees, with consensus approval of the board.
- 4.06.03 Each officer shall be considered a Band Officer while they hold the included position (such as Quartermaster or Treasurer), or until he or she resigns or is removed or is otherwise disqualified to serve.
- 4.06.04 **The Nominations Committee**
- 4.06.04.01 The Nominations Committee will consist of three to five members of the board, appointed by the board in January of each even-numbered year.
 - 4.06.04.02 The task of the nominations committee is to provide one or more candidates for election to the office of President-Elect in September of that year, and to devise the methodology by which they will conduct their required operations. They will report progress and status monthly to the Executive Committee.
 - 4.06.04.03 The Nominations Committee may consider as a candidate any player in the band or any member of the MCSB Auxiliary.
 - 4.06.04.04 The Nominations Committee will interview short-list candidates to determine each person’s willingness and ability to accept the nomination, and if elected to fulfill the duties of the President Elect, the President, and the Past President.
 - 4.06.04.05 The Nominations Committee will ensure that each candidate is aware of what these duties entail.
 - 4.06.04.06 The Nominations committee will report to the Board.
 - 4.06.04.07 The Nominations committee will oversee and conduct all activities involved in the election of the President-Elect.

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4.06.04.08 The Nominations Committee will be responsible for organizing and conducting the installation ceremony in December of each even-numbered year.

4.06.04.09 The Nominations Committee will be disbanded following the installation of the President-Elect, President, and Past President.

Article 4, Section 7. Removal and Resignation Of MCSB Officers

4.07.01 Any Officer may be removed, either with or without cause, by a majority vote of the Board of Directors, at any time.

4.07.02 Any Officer may resign at any time by giving written notice to the Board of Directors or to the Music Director or Band President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article 4, Section 8. Officer Vacancies

4.08.01 Because all officer positions require significant commitment and involvement, these vacancies must be filled by volunteers.

4.08.02 The procedure for filling any appointment (i.e., non-elected office) vacancies that may occur is that the Music Director or other member of the Executive Committee (§4.04.01) will poll the current active members of the MCSB to see who is interested in taking on the position. Once a suitable candidate is found and has confirmed they will serve in this capacity, the Presiding Officer (§3.15.01) will chair a discussion at a Board meeting about whether the candidate should be accepted, or a discussion and consensus may be conducted by email poll (§3.10.06). If a consensus of the Board so indicates, then the Music Director or other member of the Executive Committee may appoint the candidate to that position.

4.08.03 Unanticipated vacancies in the elected offices will be filled as follows:

4.08.03.01 **President.** If the Band President leaves office at any time before the expiration of the term, the office will be filled by

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moving the President Elect into that position.

4.08.03.02 **President Elect.** If the President-Elect position is vacated at any time outside the regular nomination-election cycle, a new President-Elect will be selected using the procedures in §4.06.04, modified to accommodate the out-of-cycle dates.

4.08.03.03 **Past President.** If the Past President leaves office at any time before being cycled out of that position, the position will not be filled.

Article 4, Section 9. Compensation.

4.09.01 All officers, board members, and holders of non-officer leadership positions will serve without compensation, except as provided by section 4.06.02 below.

4.09.02 The board may by resolution vote regular compensation, honoraria, expense reimbursement, or other payment to selected officers or other individuals without amendment to these Bylaws. These payments may also be rescinded by resolution of the board.

Article 4, Section 10. Nonliability of Officers.

Except as may be provided by law, no personnel in the MCSB, including officers, non-officer leadership personnel, volunteer personnel, players, or employees if any, shall be held personally liable for the debts, liabilities, or any other obligations of The Corporation.

Article 5 Execution of Instruments, Deposits and Funds

Article 5, Section 1. Execution of Instruments

5.01.01 The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer of The Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Corporation, and such authority may be general or confined to specific instances.

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5.01.02 Unless specifically authorized by the Board, no person shall have any power or authority to bind The Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Article 5, Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of The Corporation, when signatures are needed, shall be signed by the Treasurer.

Article 5, Section 3. Deposits

All funds of The Corporation shall be deposited to the credit of The Corporation in such depositories as the Treasurer may select, with the approval of the Executive Committee.

Article 5, Section 4. Gifts

Any member of the Board of Directors may accept on behalf of The Corporation any contribution, donation, gift, bequest, or devise for the nonprofit purposes of this corporation. Any such gift will be turned over to the Treasurer at the earliest opportunity, and a notification of such gift will be made immediately to the Executive Committee.

Article 6 Corporate Records

Article 6, Section 1. Maintenance of Records.

- 6.01.01 **Paper-based records.** For all documents for which The Corporation has or is required to keep paper-based records, it will be the responsibility of the Secretary of the Corporation to accomplish the following:
- 6.01.01.01 Establish a filing system in which to keep and organize these records.
 - 6.01.01.02 Establish the physical location where the paper-based records will be kept.
 - 6.01.01.03 Work through the board or the Executive Committee to obtain any necessary equipment, such as filing cabinets
 - 6.01.01.04 Establish a method of organizing the documents to be filed

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- 6.01.01.05 Ensure that all documents are filed appropriately
- 6.01.01.06 Ensure the Executive Committee is regularly updated on the status of the filing of paper-based documents.

6.01.02 **Electronic Records.** The Secretary, the Board, or the Executive Committee will decide the proper location and format for storage of electronic records. Generally, the individual responsible for generating or handling the record will make this decision, and will notify the board on request; the board or Executive Committee can either suggest or require a change in location or format.

6.01.03 **Required Records.**

6.01.03.01 The Executive Committee will consider annually which records are required to be kept for The Corporation, with inputs from all involved parties. The list of required records will be maintained by the Secretary of the Corporation.

6.01.03.02 Records always required to be kept include

- a. Minutes of all official meetings of the board
- b. A current list of the board of directors
- c. Insurance documentation
- d. Financial records
- e. These Bylaws
- f. Articles of Incorporation
- g. The IRS 501(c)(3) approval determination letter
- h. Any legal records
- i. Other records determined under the provisions of §6.01.03.01 above.

Article 6, Section 2. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all records.

Article 7 IRS 501(c)(3) Tax Exemption Provisions

Article 7, Section 1. Limitations on Activities

7.01.01 No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence

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legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

- 7.01.02 Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article 7, Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, employees, 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 of this corporation.

Article 7, Section 3. Distribution of Assets

Upon the dissolution of The Corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of The Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Mississippi.

Article 8 Implementation of Bylaws

Article 8, Section 1. Adoption, Amendment, and Repeal

Except as may otherwise be specified under provisions of law, these Bylaws, or any portion of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors. The Board shall have

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the authority to temporarily suspend any provision of these Bylaws, for a specific purpose, for limited duration, by vote.

Article 9 Membership Organization Status

Article 9, Section 1. Not A Membership Organization.

The MCSB is not established as a membership organization, defined as one that requires dues and other accountability of its members.

Article 9, Section 2. Changing to a Membership Organization.

- 9.02.01 The Board of Directors is authorized to convert the MCSB to a membership organization by vote.
- 9.02.02 If the MCSB becomes a membership organization, the Board will immediately develop and approve a set of rules, published in a document called “Rules Governing Membership of the MCSB.” This document will provide guidance for membership in the organization.
- 9.02.03 If the MCSB becomes a membership organization, the board of directors will appoint a Membership Guidance Review Committee who will be tasked with reviewing the document outlined in section 9.02.02 above at least annually.
- 9.02.04 The board of directors is also authorized to convert the Membership organization back to a non-membership organization by vote.

Article 9, Section 3. Volunteer Members.

- 9.03.01 The MCSB is established as an all-volunteer organization, with a general policy that all players are welcome, subject to the provisions in §9.02.02.
- 9.03.02 With the “All players are welcome” policy in mind, the Board of Directors, is hereby authorized, by a 2/3 majority vote of all sitting members, to expel an individual from the MCSB for any reason. If this occurs, the Band President is responsible for ensuring that the expelled individual does not disrupt rehearsals or performances.

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This duty may be delegated or hired out, such as to a temporarily-appointed Sergeant-at-arms or a security contractor.

Article 10 Construction

Article 10, Section 1. Enforcement.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

Article 10, Section 2. Disputes.

10.02.0 Any dispute arising from implementation, interpretation, or otherwise connected to these Bylaws shall have the first official resolution attempt conducted under the provisions of Alternative Dispute Resolution, as defined and administered by the Better Business Bureau.

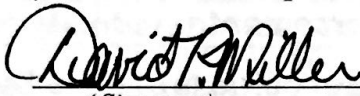
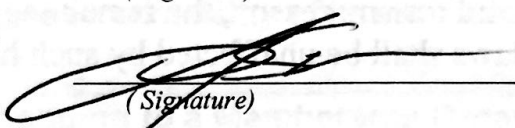
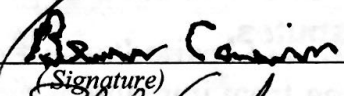
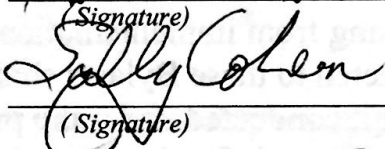
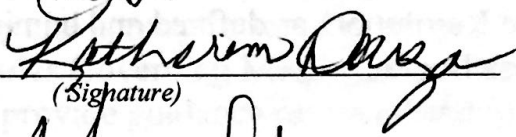
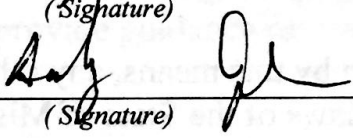
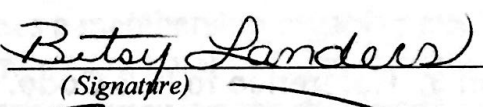
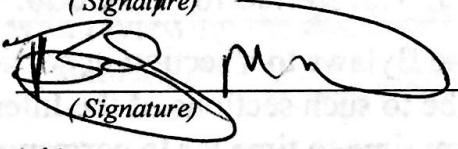
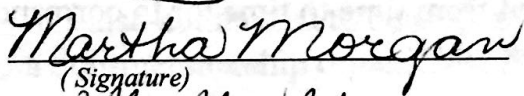
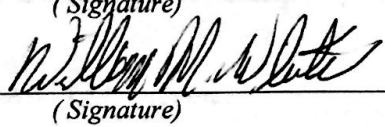

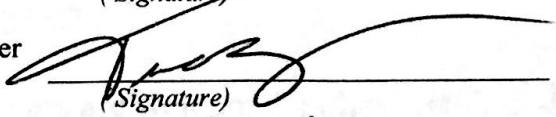
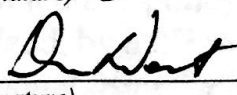
10.02.02 Failing resolution by this means, any other resolutions shall be governed by the laws of the State of Mississippi.

Article 10, Section 3. Reference to IRS Code.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 26 total pages (including this one), as the Bylaws of this corporation.

David P. Miller, Music Director	 (Signature)	April 18, 2015 (Date)
David L. Schommer, Director, Mississippi Swing	 (Signature)	April 18, 2015 (Date)
Ben Cain, Board Member	 (Signature)	April 18, 2015 (Date)
Sally Cohen, Board Member	 (Signature)	April 18, 2015 (Date)
Kathy Dougan, Board Member	 (Signature)	4/18/2015 (Date)
Andy Johnson, Board Member	 (Signature)	5/11/15 (Date)
Betsy Landers, Board Member	 (Signature)	5/4/15 (Date)
Bobby McClellan, Board Member	 (Signature)	5/15/15 (Date)
Martha Morgan, Board Member	 (Signature)	April 18, 2015 (Date)
Bill White, Board Member	 (Signature)	April 18, 2015 (Date)
Sarah Baumgartner, Board Member	 (Signature)	4/18/15 (Date)
Tracee Thompson, Board Member	 (Signature)	4/18/15 (Date)
Don West, Board Member	 (Signature)	4/18/15 (Date)