BYLAWS OF THE SOUTHWESTERN OHIO SYMPHONIC BAND

REVISION 1.1

ADOPTED MAY 19, 2022

AS AMENDED

**NAME**

The name of the organization shall be “The Southwestern Ohio Symphonic Band” (“SOSB”).

**PURPOSE**

The purpose of the SOSB is to facilitate the recreational pursuit of musicmaking through the performance of a diverse assortment of challenging wind band works.

The SOSB shall also encourage the enjoyment of such music within the surrounding communities through the scheduling of various concert performances throughout the year.

**BAND LEADERSHIP TEAM**

* The SOSB is governed by the Board of Directors, Administrative Council members, and Music Director(s). Collectively, this comprises the Band Leadership Team (“BLT”).

**BOARD OF DIRECTORS**

* The Board of Directors (the Board) shall be comprised of the following positions:
	+ President
	+ Secretary
	+ Treasurer
	+ At-Large Member(s)
* Board members are voting members of the BLT.
* The Term of Service for each Board member shall commence September 1 and conclude (2) years thereafter on August 30. There is no limit on consecutive terms served.
* Board members shall be current Members of the SOSB throughout their terms of service.
* For emergency purposes, Board members may delegate their duties to (1) or more designees who are fellow current BLT members, for a period of (1) year, or the remaining term of service, whichever is less.
	+ This period may be extended through the remaining term of service with collective BLT approval.
* Should a Board member resign their position before their term of service expires, the remaining Board of Directors may appoint any Eligible Member, as defined under Elections, to fill the vacancy. A confirmation vote shall be held by the Band Membership within (3) weeks of the appointment, subject to the quorum and majority rules defined under Elections. The appointee shall serve the remaining term of service until the next regular election for that office, vacating any previously held BLT position.
	+ Should the appointee not receive a satisfactory confirmation vote by the Band Membership, a candidate nomination and special election within the overall Band shall be immediately held. The original designee shall retain their original BLT position, if any.

President

* The President shall oversee the BLT and the general operation of the SOSB.
* The President shall call meetings of the BLT as needed and preside over the BLT meetings
* The President is to be aware of the general calendar and activities of the SOSB and to anticipate SOSB needs.
* The President shall regularly report pertinent information to the general Membership of the SOSB and its patrons / sponsors in the public.
* The President or a Board-approved designee shall be liaison between the SOSB, its affiliated government, and academic institutions.

Secretary

* The Secretary shall keep the meeting minutes of the BLT.
* The Secretary shall be responsible for the sending and receiving of all official SOSB correspondence.
* The Secretary shall maintain an accurate roster of SOSB Membership, for SOSB correspondence and determination of eligibility in elections.
* The Secretary shall maintain an accurate listing of patrons and sponsors for the current Artistic Season.
* The Secretary shall record and report the results of each Board election.

Treasurer

* The Treasurer shall receive all money submitted to the SOSB and assure that the financial obligations of the SOSB are paid promptly.
* The Treasurer shall maintain SOSB financial records using Generally Accepted Accounting Principles (GAAP), using accounting software allowing for oversight by fellow Board members.
* The Treasurer shall facilitate an independent audit of SOSB financial records every (3) years, or when a new Treasurer assumes the office, whichever is earlier.
* The Treasurer shall report the financial status of the SOSB at such times as are appropriate, as directed by either the President or the Board, or upon the request of the SOSB Membership.
* The Treasurer shall maintain the 501(c)(3) IRS Tax Exemption and Non-Profit status of the SOSB through the preparation and filing of the necessary annual paperwork.

At-Large Member(s)

* (2) Members of the SOSB shall serve as At-Large Members of the Board.
* At-Large Member(s) shall act as representatives of the general SOSB membership in BLT matters.

**ADMINISTRATIVE COUNCIL**

* Additional appointed positions may be created or removed by a simple majority vote of the current Board, to assist the Board and/or Music Director in artistic and/or managerial aspects of the SOSB. Collectively, the appointed positions comprise the Band Administrative Council (“BAC”).
* SOSB Members may be appointed to and/or removed from a BAC position by a simple majority vote of the current Board.
* BAC members serve without term limit.
* BAC members are nonvoting members of the BLT.
* BAC members shall be current Members of the SOSB throughout their terms of service.
* BAC positions may include, but are not limited to, the following:
	+ Personnel Manager
	+ Stage / Facilities Manager
	+ Librarian
	+ Web / Social Presence Manager
	+ Publicist
	+ Historian

**MUSIC DIRECTOR**

* The Music Director shall coordinate all artistic aspects of the SOSB, including but not limited to…
	+ Musical selection
	+ New SOSB member auditioning and placement
	+ Setting of the Artistic Season calendar, including rehearsals and concerts
* The Music Director shall be appointed by the Board
* The Music Director shall serve without term limit
* The Music Director is a nonvoting ex officio member of the BLT

Associate Music Director(s)

* The Music Director may appoint (1) or more Associate Music Directors.
* Associate Music Directors shall serve without term limit, at the pleasure of the Music Director.
* Associate Music Directors are nonvoting ex officio members of the BLT

Emeriti

* Emeritus Music Directors shall be nonvoting, advisory members of the BLT for a period of (2) years following their departure.

**ARTISTIC SEASON & ADMINISTRATIVE / FISCAL YEAR**

* The Artistic Season of the SOSB shall run annually from September 1 to May 30
* The Music Director may extend the Artistic Season through August 30, for the purposes of optional summer concerts, subject to agreement of a sufficient number of SOSB Members.
* The Administrative / Fiscal Year shall run from September 1 to August 30.

**MEMBERSHIP**

* Membership in the SOSB shall be voluntary
* Prospective new members shall be admitted to the SOSB after auditioning with the Music Director, subject to SOSB instrumentation needs determined by the Music Director.
* Membership is subject to the payment of any annual dues set by the BLT at the beginning of each artistic season.
* Members may be dismissed by the Music Director for missing an excessive number of rehearsals without due cause, or other similar conduct that would hinder the Member’s appropriate artistic contribution to the SOSB.

**ELECTIONS**

* Elections shall be held annually, rotated between (2) staggered groupings of Board offices:
	+ President, Secretary, Member-At-Large #1
	+ Treasurer, Member-At-Large #2
* Elections shall be held near or following the conclusion of the current Artistic Season before the end of the current Administrative Year.
* Current Members of the SOSB who have participated in a majority of the SOSB’s scheduled functions in the current Artistic Season shall be considered Eligible Members in the election. Member eligibility shall be determined by the Secretary with assistance from the Music Director.
* Any Eligible Member can run as a candidate for a Board position.
* Candidates who are not current officeholders seeking reelection may declare their intent to run for an office by contacting the Secretary no later than (2) weeks before the scheduled date of the Election.
* The slate of candidates for each Board position shall be distributed to the Eligible Members of the SOSB by the Secretary no later than (1) week before the scheduled date of the Election.
* Each Eligible Member of the SOSB shall be allocated (1) vote in each election.
* No proxy votes are accepted.
* A quorum of at least one-half of Eligible Members must be established at an Election for that Election to be held.
* A plurality shall determine the winner of each election. If candidates for an office have an equal number of votes, the winner will be decided by a coin flip or similar drawing.
* Results of an election shall be validated by at least (2) members of the BLT.
* In the case of a lack of quorum of Eligible Membership or other inability to hold an Election before the end of the current Administrative Year, the current officeholders shall continue in their current positions until an Election can be held at the next earliest opportunity to establish a quorum of Eligible Membership.

**COMPENSATION / EXPENSES**

* The Music Director may be compensated with an annual stipend, set by the BLT at the beginning of each Artistic Season.
	+ The amount of the stipend shall be determined by the Board.
	+ The Music Director may request the BLT disburse this stipend, in part or whole, as he/she sees fit, pursuant to the artistic betterment or operation of the SOSB.
* All requests for expenditures from the SOSB funds must be approved by the Board. The Music Director will attempt to communicate the need for such / any / and all purchases in advance to the Board for prior approval. Emergency and incidental purchases may be approved by the President and Treasurer jointly, with notification to the full Board afterwards.

**AMENDMENTS**

* These By-laws may be amended at any regular rehearsal of the SOSB by a vote of two-thirds of the Members of the SOSB in attendance at such rehearsal.
* Proposed amendments shall have been submitted in writing to the Secretary.
* The Secretary shall distribute the proposed amendment to the SOSB Membership and notify the SOSB Membership of the rehearsal where a vote will be taken.
* The Membership shall be provided the proposed amendments no less than (7) days before the rehearsal the amendment shall be voted upon.

**CONFLICT OF INTEREST**

* In the event of a conflict of interest, the President shall have final decision-making authority in administrative matters, and the Music Director shall have final decision-making authority in artistic matters.
* In the event the President holds a conflict of interest in administrative matters, a majority vote of the remaining Board members shall have final decision-making authority.

**DISSOLUTION**

* If necessary, the SOSB shall be dissolved by a two-thirds majority vote of the Board
* Net assets of the SOSB, after all debts and expenses paid, shall be donated to other local community and academic music groups, for the purpose of enhancing their musical pursuits.
* Net financial assets and tangible administrative assets shall be distributed on a first-come, first-served basis.
* Musical equipment owned by the SOSB shall be distributed on a best-needs-served basis, based on requesting organization. The Music Director shall decide on musical instrument distribution.