

# **Bylaws of Capital Area Tubas**

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Capital Area Tubas

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

### **Section 2. Specific Purpose**

Capital Area Tubas provides educational opportunities for musicians and the general public on the subject of the tuba and related musical instruments through organization of musical performances and other events.

The specific objectives and purpose of Capital Area Tubas shall be:

- a. to establish and organize an annual TUBACHRISTMAS performance in the greater Lansing area;
- b. to sponsor, host, and/or participate in other events and activities that promote appreciation for and skill with the tuba and related musical instruments.

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of an odd number of no less than three (3) nor more than seven (7) including the following statutory officers: the President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly

elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

All persons aged sixteen (16) and over are eligible to serve as Directors, subject only to the restriction that no more than one-half ( $\frac{1}{2}$ ) the total number of directors required for a quorum is under the age of eighteen (18).

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of January of each calendar year and at a location designated by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date. All meetings may be held in person and/or via teleconference at the discretion of the Board of Directors

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods, or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

### **Section 6. Quorum**

The presence, in person or via teleconference, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is

present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 7. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 8. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 9. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

### **Section 10. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be at a minimum the statutory officers of President, Secretary, and Treasurer. All officers must be active members of the Board.

### **Section 1. President**

The President shall serve as the chair of, and preside at all meetings of the Board of Directors. The President shall have the following duties:

- a. They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- b. They shall submit a report of the operations of the corporation for the fiscal year to the Board of Directors at their annual meetings, and from time to time, shall report to the Board all matters that may affect the corporation.
- c. They shall have general oversight of all operations of the corporation

## **Section 2. Secretary**

The Secretary shall serve as the clerk of all meetings of the Board of Directors. The Secretary shall have the following duties:

- a. They shall record all votes and minutes of all proceedings in a book (physical or electronic) to be kept for that purpose.
- b. They shall send notices of all meetings to the members of the Board of Directors.
- c. They shall perform all official correspondence from the Board of Directors as may be prescribed by the Board or the President.

## **Section 3. Treasurer**

The Treasurer shall serve as the chief financial officer of the corporation. The Treasurer shall have the following duties:

- a. They shall submit for approval by the Board of Directors at the annual meeting a complete and accurate report of the finances for the previous fiscal year, to include all revenue, expenditures, and balances of any and all financial accounts.
- b. They shall, with the assistance of the President and other Directors as assigned, develop an annual budget for the corporation's coming fiscal year to be submitted to the Board of Directors at the annual meeting.
- c. They shall have the right of inspection of the funds held by the corporation including budgets and subsequent audit reports.
- d. They shall assist in any and all audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

## **Section 5. Other Officers**

As they deem necessary for the efficient operation of the corporation, the Board of Directors may from time to time add or remove additional officer positions whose duties, qualifications, and titles shall be at the Board's discretion.

## **Section 6. Removal of Officer**

The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion. An officer so removed will remain a Director unless removed under Article VI, Section 10.

## **Section 7. Tenure**

The term of office for any officer of the Board shall be one (1) fiscal year, February 1 through January 31. Officers will be elected by the board at the Annual meeting for the next fiscal year. There is no limitation on the number of terms, neither consecutive nor cumulative, that a Director may serve in a given officer position.

### **Section 8. Holding Multiple Offices**

In accordance with the Laws of the State of Michigan, an individual Director may hold up to two (2) offices simultaneously, but such Director shall not execute, acknowledge, or verify an instrument in more than one (1) capacity if the instrument is required by law or the articles of incorporation or bylaws to be executed, acknowledged, or verified by two (2) or more officers.

### **Section 9. Vacancies**

The Board of Directors shall be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations may be presented at any time from when a Director becomes aware of a vacancy or impending vacancy, up to and including the meeting of the Board of Directors where an election is to be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, event planning, public relations, data collection, etc. The President appoints all committee chairs.

### **Section 2. Executive Committee**

The three (3) statutory officers of President, Secretary, and Treasurer serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

## **ARTICLE VIII. – Conflict of Interest and Compensation**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Section 2: Definitions**

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or an appropriate committee decides that a conflict of interest exists.

## **Section 3. Procedures**

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or the members of the appropriate committee with delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The President or chair of the appropriate committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board of Directors or appropriate committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
1. If the Board of Directors or appropriate committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

- a. A member of the Board of Directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6. Annual Statements**

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE IX. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE X. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or electronic means; or at least five days if delivered by mail. All amendments to the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**



The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.