

# BYLAWS OF ROCKY MOUNTAIN BRASSWORKS

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## TABLE OF CONTENTS

### ARTICLE I – GENERAL INFORMATION

- Section 1.1 Mission Statement
- Section 1.2 Organizational Structure
- Section 1.3 Registered Office
- Section 1.4 Management
- Section 1.5 Non -Discrimination Statement
- Section 1.6 Fiscal Year

### ARTICLE 2 – MEMBERS AND THE BAND

- Section 2.1 The Band
- Section 2.2 General Membership
- Section 2.3 Dues
- Section 2.4 Expectations
- Section 2.5 Termination
- Section 2.6 Substitute Performers

### ARTICLE 3 – BOARD OF DIRECTORS

- Section 3.1 Composition of the Board of Directors
- Section 3.2 Election and Tenure of Directors
- Section 3.3 Termination
- Section 3.4 Vacancies

### ARTICLE 4 – MEETINGS

- Section 4.1 Regular Meetings
- Section 4.2 Quorum
- Section 4.3 Meeting Format
- Section 4.4 Special Meetings
- Section 4.5 Meetings by Electronic Means
- Section 4.6 Annual Meeting

## **ARTICLE 5 – VOTING PRIVILEGES**

Section 5.1 Voting Members

Section 5.2 Board Members

Section 5.3 Conductor

Section 5.4 Compensation

Section 5.5 Proxy

## **ARTICLE 6 – DIRECTORS AND AGENTS**

Section 6.1 Responsibilities of all Board Members

Section 6.2 Duties of the Officers of the Executive Committee of the Board and Conductor

Section 6.3 Duties of Agents

## **ARTICLE 7 - DISSOLUTION**

Section 7.1 Dissolution

## **ARTICLE 8 – INDEMNIFICATION OF THE RMB**

Section 8.1 Indemnification

## **ARTICLE 9 – AMENDMENTS TO THE BYLAWS**

Section 9.1 Amendments

## **ARTICLE 10 – BAND GUIDELINES**

Section 10.1 Guidelines

**BYLAWS OF**  
**ROCKY MOUNTAIN BRASSWORKS, INC.**  
**A British Brass Band**

ARTICLE 1.

**GENERAL INFORMATION**

Section 1.1 Mission Statement. The Rocky Mountain Brassworks promotes the British-style brass band tradition, to educate and inspire young musicians, to entertain, to enrich the musical experience of the community, and to provide a challenging and enjoyable musical environment for its members.

Section 1.2 Organizational Structure. The Rocky Mountain Brassworks, Inc. is a nonprofit 501(c)3 corporation, registered as such under the laws of the State of Colorado.

Section 1.3 Registered Office. The registered office may be changed from time to time by the Board of Directors. When a new Treasurer is elected, he/she should update the Colorado Secretary of State website with current registered mailing address.

Section 1.4 Management. A Board of Directors ("the Board") shall manage all business, property, and affairs of the Rocky Mountain Brassworks, Inc. (also referred to herein as "the RMB").

Section 1.5 Non-Discrimination Statement. Discrimination within the RMB on the basis of age, race, color, creed, religion, national origin, gender, sexual orientation, or disability, is strictly prohibited.

Section 1.6 Fiscal Year. The RMB's fiscal year shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup>.

ARTICLE 2.

**MEMBERS AND THE BAND**

Section 2.1 The Band. The Rocky Mountain Brassworks is composed of performing members ("the Band") and will be standard British Brass Band instrumentation, however, the number of players may be increased or decreased as needed.

Section 2.2 General Membership. A "member" of the RMB is defined as a performer approved by the conductor through collaboration with the Personnel Manager. Members will be either dues-paying or approved dues-exempt, participants in the Band. The Personnel Manager will notify members of their status. Members:

- A. Shall be eligible to vote in band matters and elections.
- B. May attend meetings of the board and any subcommittee.
- C. Shall be eligible to run for Board of Directors positions.
- D. Shall be eligible to serve on any committee or subcommittee of the band.
- E. May request and/or access formal documents of the Band, including meeting minutes and financial records from the RMB Secretary.
- F. Additional member-only benefits or opportunities may be offered at the Board's discretion.

Section 2.3 Dues. Each RMB member, as defined in Section 2.2 above, will periodically pay dues to the organization. The amount and frequency of such dues shall be at the discretion of the Board. Failure of a member to pay dues in a timely manner, unless that member has been approved as exempt from such dues, may result in dismissal from the Band.

Section 2.4 Expectations. The Board shall publish an up-to-date Member Handbook, which will include policies applicable to performers of the band. These policies include, but are not limited to, attendance obligations and conduct expectations for performers at rehearsals, performances, and other band engagements.

All persons who perform with the RMB agree to abide by the policies stated in the Member Handbook. Individuals who do not abide by these guidelines may be asked to cease participation with the Band.

Section 2.5 Termination. A member may be removed from the band by unanimous Board vote upon recommendation of the Conductor and Personnel Manager. The member must be given fair notice and a chance to comply before being terminated. Reasons for termination include but are not limited to:

- A. Member does not attend rehearsals and concerts on a regular basis.
- B. Member regularly arrives late to rehearsals or concerts and/or is unprepared.
- C. Member is disrespectful to the Conductor or fellow members.

Section 2.6 Substitute Performers. A substitute performer may be added to the Band upon recommendation of the Conductor and Personnel Manager. Subs shall not have the same rights as members as noted in Section 2.2 but are expected to adhere to attendance obligations and conduct expectations of all performers.

### ARTICLE 3.

#### **BOARD OF DIRECTORS**

Section 3.1 Composition of the Board of Directors. The RMB shall be managed and operated by the Board, elected by the RMB membership, which shall consist of an Executive Committee (the President, Vice President, Secretary, and Treasurer), the Conductor, and two to six at-large members. The Board may also appoint, designate, or authorize such other agents, as it may consider necessary. One person may hold more than one office at a time. Agents need not be Directors of the corporation. All agents must be natural persons who are eighteen years of age or older.

Section 3.2 Election and Tenure of Directors. The Executive Committee shall be elected by a majority of the Band who attend the RMB's Annual Meeting.

- A. Terms for the President and Secretary shall be for two years and begin on odd-numbered years.
- B. Terms for the Vice President and Treasurer shall be for two years and begin on even-numbered years.
- C. The Executive Committee shall appoint at-large members to three-year terms.
- D. The Board shall appoint a Conductor to direct the artistic activities of the Band. He/she shall be appointed for a term of one Band year (July through June) which may be renewed at the discretion of the Board.

Section 3.3 Termination. The Board has the power to terminate a Board member for failure to meet obligations. A Board member may be removed from the Board by a two-thirds vote of the remaining Board.

Section 3.4 Vacancies. Any director may resign at any time by giving written notice to the President or to the Board. A director's resignation shall take effect upon receipt unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When a vacancy on the Executive Committee exists, a person elected by a vote of the general membership will fill the position through the end of the term.

## ARTICLE 4.

### MEETINGS

Section 4.1 Regular Meetings. The Board shall meet regularly, at the discretion of the President, with input from Board members, at a location, date, and time designated by the President. The location, date, and time of all meetings shall be posted to the website and announced in writing or by e-mail, to the RMB general membership at least two weeks prior to each meeting's occurrence. An agenda will be provided by the President 48 hours prior to this meeting.

Section 4.2 Quorum. Board business may be conducted only when a quorum is present at the Board meeting. A "quorum" is defined as at least two-thirds of the members of the Board.

Section 4.3 Meeting Format. Board meetings will be run by the President or his designated agent. The agenda will be shared at the time of meeting notification. Motions will be made and voted on after brief discussion. Everyone will be given a chance to speak before votes are taken.

Section 4.4 Special Meetings. Special meetings of the Board may be called by the President or by a majority of the Board. Any special meeting shall be held with no less than seven days' notice, in writing or by e-mail, to each member of the Board, at each Board member's physical address or e-mail address, on file. Such notice will designate the location, date, and time of the meeting, and summarize the objectives of the meeting.

Section 4.5 Meetings by Electronic Means. Board meetings may be conducted by telephone conference call or by videoconference if agreed upon. Votes may be verbal and/or by show of hands.

Section 4.6 Annual Meeting. An Annual Meeting of the general membership of the RMB shall be held at a scheduled rehearsal in May of each year, for the purpose of filling vacancies on the Executive Committee, and to conduct any other necessary business of the organization.

## ARTICLE 5.

### VOTING PRIVILEGES

Section 5.1 Voting Members. Each member shall have one vote at the Annual Meeting of the general membership.

Section 5.2 Board Members. At Board meetings, only Board members are permitted to vote. Each Board member shall have one vote. All meetings shall be open to all current members of the Band (who retain the right to attend meetings and participate in discussion, but not to vote on items before the Board).

Section 5.3 Conductor. The Conductor shall not have a vote when the Board is considering issues related to the Conductor's performance or position.

Section 5.4 Compensation. No Board member who received financial compensation from the RMB may vote on issues related to such compensation.

Section 5.5 Proxy. Voting by proxy shall be allowed.

## ARTICLE 6.

### DIRECTORS AND AGENTS

Section 6.1 Responsibilities of all Board Members.

- A. Regular attendance at Board meetings. Three or more consecutive absences from regularly scheduled Board meetings shall be cause for removal from the Board.
- B. Preparation for Board meetings, including review of the open action items, and reports or presentations to the Board.

- C. Be responsive in communicating with other Board members between meetings.
- D. Communication with the Board on behalf of the Band.
- E. Complete or delegate the duties listed below.

Section 6.2 Duties of the Directors of the Executive Committee of the Board and Conductor.

- A. The President shall:
  - a. Preside at all meetings of the Board, exercise general supervision and direction of all meetings and business affairs and advise all members of the RMB of all Board meetings.
  - b. Sign and acknowledge, on behalf of the RMB, all documents and other instruments requiring the signature and/or acknowledgement of the RMB.
  - c. Have the authority to appoint a member of the Board to sign checks in the Treasurer's absence.
  - d. Have the authority to appoint agents or committees as necessary from the members of the Board or the RMB's general membership.
  - e. Develop or guide others in the development of fundraising plans.
  
- B. The Vice President shall:
  - a. Perform all the duties and exercise all the power and privileges of the President, subject to the control of the Board, in the absence of the President.
  - b. Handle all business that comes before the RMB.
  - c. Work with the Treasurer on grant proposals.
  - d. Arrange concerts, trips, and purchases of equipment, including the signing of contracts necessary to accomplish such arrangements.
  - e. Maintain the website with up-to-date information and calendar.
  - f. Work with the Conductor to plan future concerts.
  
- C. The Secretary shall:
  - a. Keep and preserve the record books and papers of the organization, including, but not limited to, the following:
    - 1. All original signed contracts and other documents
    - 2. A copy of the Articles of Incorporation
    - 3. A copy of these Bylaws
    - 4. A copy of each Amendment to these Bylaws
    - 5. A copy of each Resolution passed by the Board
    - 6. A copy of the minutes of each meeting of the Board
    - 7. A copy of the minutes of each Annual Meeting, and all other meetings, or the RMB general membership
    - 8. All financial documents, including all documents pertaining to the acquisition of funds.
  - b. Maintain current lists of the Board of Directors and all RMB members, including up-to-date contact information.
  - c. Write letters of thanks, appreciation, recommendation, and interrogation, pertinent to the affairs of the RMB, as requested by the Board.
  - d. Be responsible for the production and printing of programs for the organization's performances.
  - e. Maintain an up-to-date inventory of all instruments owned by the RMB, who has them checked out, and arrange for their storage.
  - f. Maintain an up-to-date inventory of all vests/ties owned by the RMB, who has them checked out, and arrange for their storage.

D. The Treasurer shall:

- a. Oversee financial operations and manage the collection and disbursement of funds.
- b. Pay, subject to the order of the Board, all bills, vouchers, and accounts, and sign all checks and drafts drawn in the name of the RMB, or on its behalf.
- c. Keep records of all financial transactions.
- d. Keep copies of all significant financial documents.
- e. Present a financial report, including an income statement and balance sheet, at each Board meeting.
- f. Present a financial report at each Annual Meeting of the general membership.
- g. Prepare, or assist in the preparation of, the budget.
- h. Write and submit grant proposals.
- i. Make financial information available to Board members and the public.
- j. Work with other members of the organization to ensure that appropriate procedures are being followed in the financial affairs of the organization.
- k. File all necessary tax documents with the state and federal governments or arrange for the same.
- l. Obtain insurance to protect the RMB, and any Director, trustee, office, contractor, volunteer, or agent of the RMB, or another organization, partnership, joint venture, trust, or other such enterprise against any expense, liability or loss, whether or not the RMB would have the power to indemnify such persons against such expense, liability, or loss, under Colorado statutes relating to nonprofit organizations.
- m. Obtain insurance for the repair or replacement of RMB-owned musical instruments, stands, stand banners, acoustic shields, sheet music, and all other tangible assets, should any of these be lost, stolen, damaged in transport, or otherwise rendered unavailable or inoperable.
- n. Secure permissions from copyright owners or agents for the production of musical compositions, and for all necessary rights thereto.
- o. Obtain performance, recording rights, and licenses to musical compositions, and pay related royalties.

E. The Conductor shall:

- a. Plan and conduct the RMB's rehearsal and concerts.
- b. Recruit new players, both as permanent additions and temporary substitutes, through collaboration with the Personnel Manager.
- c. Submit reports to the Board regarding the musical progress of the band.
- d. Consider membership input when selecting music and programming concerts for the band.
- e. Work with the Vice President to plan future concerts.

Section 6.3 Duties of Agents.

A. The Personnel Manager shall:

- a. Keep a spreadsheet of active personnel with contact info.
- b. Be the contact when new people are interested in joining and welcome them with a member handbook. Make sure they have what they need and feel welcome.
- c. When someone leaves, call them, and acknowledge their contribution to the band with gratitude and make sure their exit was not the result of a problem.

B. The Librarian (Digital) shall:

- a. Take care of the entire music library.
- b. Keep an up-to-date spreadsheet of the library.
- c. Scan all new items into an electronic file.
- d. Send pdf copies of music to members as requested.

C. The Librarian (Analog) shall:

- a. Pull printed music from the library and distribute it to the band for each concert cycle.



D. The Graphics Coordinator shall:

- a. Prepare slide presentations to be shown behind the band at concerts.

#### ARTICLE 7.

### DISSOLUTION

Section 7.1 Dissolution. The RMB may be dissolved by a two-thirds vote of the general membership. In the event of dissolution, after all the band's financial obligations have been satisfied, the remaining assets will be donated to another like-minded 501(c)3 organization, to be determined by the Board.

#### ARTICLE 8.

### INDEMNIFICATION OF THE RMB

Section 8.1 Indemnification. Every member of the Board, and all other agents of the RMB will be indemnified by the RMB against all reasonable expenses and liabilities, including counsel fees, incurred by, or imposed upon such person, as a result of, or because of the settlement of, any threatened, pending, or completed action, suit, or proceeding in which such person becomes, or may become, involved, because such person is, or has been, a member of the Board, a director, or an agent of the RMB. However, this provision shall not apply if such person is judged to be liable for negligence or misconduct in the performance of his or her duties as a Board member, director, or agent, nor shall it apply unless the Board approves such indemnification as being in the best interest of the RMB. The foregoing right of indemnification, subject to the limitations above, shall be in addition to, and not exclusive of, all other rights to which such person is entitled.

#### ARTICLE 9.

### AMENDMENTS TO THE BYLAWS

Section 9.1 Amendments. These bylaws may be amended by a majority of the Board or at a meeting of the Band. If being amended by the Band, written, or e-mailed notice of the intent to consider amendments to the bylaws, and summary of the proposed amendments, shall be given to the Band at least one week prior to such meeting.

#### ARTICLE 10.

### BAND GUIDELINES

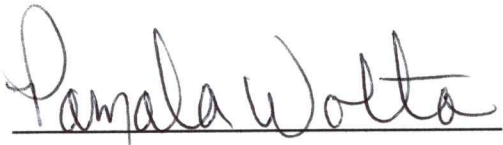
Section 10.1 Guidelines. The RMB may create and establish further guidelines as needed. In the event of conflict between these documents, the bylaws take precedence. (END)

**ROCKY MOUNTAIN BRASSWORKS**

**BYLAW CERTIFICATE**

The undersigned certifies that she is the Vice President of the Rocky Mountain Brassworks, a Colorado Non-Profit corporation, and that, as such, is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws.

Dated: August 17, 2022

A handwritten signature in cursive script that reads "Pamala Wolta". The signature is written in black ink and is positioned above a horizontal line.

Pamala Wolta, Vice President