



# BYLAWS OF LAKESIDE PRIDE MUSIC ENSEMBLES

APPROVED BY THE MEMBERSHIP MARCH 2017

AMENDED MARCH 2018

## Article 1: Name

### Section 1. Name

The name of this non-profit corporation shall be Lakeside Pride Music Ensembles, Inc. The business of this corporation may be conducted as Lakeside Pride Music Ensembles, Inc., Lakeside Pride Music Ensembles, Lakeside Pride, or LPME.

### Section 2. Registered Office

The address of the registered office of this non-profit corporation is "1333 W. Devon, Suite 105, Chicago, Illinois 60660."

### Section 3. Seal

This non-profit corporation shall have no corporate seal.

### Section 4. Fiscal Year

The fiscal year of the non-profit corporation shall begin September 1 of every year and end August 31 of the following calendar year.

### Section 5. Deposits

All funds of this non-profit corporation not otherwise employed shall be deposited within two week of receipt to the credit of the non-profit corporation in such banks, trust companies, or other depositories as the Board may select.

## Article 2: Purposes

Lakeside Pride Music Ensembles, Inc., is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Through musical performances, workshops, and non-musical events, this corporation will not only provide a forum in which musicians may improve their musical skills, but it also shall educate the Illinois public at large about the positive aspects of the lesbian, gay, bisexual, transgender, and queer (LGBTQ) communities.

The corporation is firmly dedicated to the principal that all people are entitled to a full and equal measure of dignity, justice, freedom, and opportunity, regardless of their sexual orientation, sexual

identity, race, religion, creed, national origin, ethnic backgrounds, age, political persuasion, color, sex, marital status, status with regard to public assistance, familial status, health, or disability.

Lakeside Pride Music Ensembles, Inc., is a voluntary community organization, created primarily to provide the opportunity for members of the LGBTQ communities and their allies to play music together and otherwise assist in organizing and administering music ensembles. The organization strives for musical excellence in performance. This is served through:

1. Providing the membership with the most competent musical leadership that can be secured;
2. Advancing the performing arts in general and instrumental music in particular;
3. Providing an opportunity for public performance for members;
4. Furthering public appreciation and understanding of instrumental and other musical arts;
5. Encouraging composition of instrumental and other musical works;
6. Creating and maintaining a non-professional instrumental music ensembles for individuals in Chicago and its surrounding areas;
7. Organizing, sponsoring, or presenting public performance of musical works; and
8. Incidentally providing social and fellowship experiences to build a community spirit as a group of LGBTQ-identifying individuals and their allies.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## Article 3: Members

### Section 1. Classes

This non-profit corporation shall have three classes of members:

1. Voting members: A person is eligible to be a voting member if they are capable of and do play a musical instrument, march in the flag ranks, twirl batons, or otherwise volunteer with any of the ensembles sanctioned by the board, if they:

- 1.1 Are in compliance with the requirements of these bylaws and such other policies that may be set forth by the board;
  - 1.2 Have paid all duly assessed dues and participation fees, in accordance with the schedule adopted pursuant to Section 5 of this article or in accordance with the waiver policy; and
  - 1.3 Have signed the application form prescribed by the board that provides that the member waives notice of meeting and agrees to abide by the policies adopted by the board.
2. Honorary Members: Any person or entity is eligible for honorary membership, upon the approval of a two-thirds vote of the board. Honorary members shall pay no dues and have no vote.

## Section 2. Rehearsal Playing

Notwithstanding anything else contained in these bylaws or any procedures adopted by the board, the conductor or section leader(s) shall determine which non-members may play at rehearsals within six weeks of a performance, and which may march in any rehearsal with the marching band. Anyone possessing an interest in joining the band may play at up to three rehearsals within a two-month period without the payment of dues, provided that no non-member shall be entitled to take music into their possession. From their fourth rehearsal in a two-month period, they shall be required to pay dues, make application for membership, and agree to adhere to the attendance and other requirements for voting membership in this non-profit corporation.

## Section 3. Commencement of Membership Rights

Until such time as the board determines otherwise, membership in this non-profit corporation shall commence as follows:

Any person who has attended four (4) rehearsals, paid the required dues, submitted the application form prescribed by the board, and consulted with the conductor and/or the section leader of the section in which the prospective member has been playing, shall be accepted into membership.

## Section 4. Duration and Renewal of Membership

Any member paying dues according to the schedule set by the board may renew membership. Re-admission and/or sanctions for non-payment shall be determined in line with policies adopted by the board.

## Section 5. Dues, Dress, and Attendance Policies

1. Dues and Scholarships: The board shall from time to time fix and levy such dues, as they shall deem necessary, in their exclusive discretion. The officers may or may not provide that any member may pay a prorated share of the dues for their initial term of membership. Honorary members shall be exempt from dues. Dues may be amended only upon renewal of membership. The board shall review individual situations that may require a full or partial dues waiver.
2. Attendance: The board, after consultation with the conductor, shall from time to time establish attendance, resignation, and leave of absence policies, as it shall deem necessary, in its exclusive discretion. Policies may also be established for membership in additional ensembles-as the

board deems necessary. Failure of a voting member to comply with the policy shall be ground for cancellation of membership.

3. Instrument Policy: It is expected that each member will supply their own instrument. The board shall from time to time purchase instruments in the name of the organization, in consultation with the various ensemble Artistic Directors, to individuals named by the board by written contract. No musical instrument shall be rented to a member or non-member except by written contract.
4. Uniform/Dress Policy: The board, after consultation with the conductor, may establish a policy on uniforms and dress for concerts, marches, and public performances, including a requirement that members contribute or pay for such uniforms or other dress in accordance with waiver policies. No uniform shall be rented to a member or non-member except by written contract.
5. Discipline and Cancellation Policy: The board shall establish a policy for dismissal of a member from an ensemble and cancellation of their membership, or such lesser sanction, as they deem proper. Further provided that by petition, 20 percent of the voting members may request that a special membership meeting be called to deal with cancellation of any person's membership.
6. Appeal of Policy: The decision of the board regarding dues, attendance policy, cancellation policy, instrument policy, uniform/dress policy, and other policies shall be final unless five or more voting members file a written petition with the secretary or at a board meeting within thirty (30) days of adoption requesting that the matter be discussed and voted upon at a meeting of the members. Any such petition shall suspend the new policy in favor of the policy in effect immediately before the request effective the day after the petition is filed, until the next regular or special meeting of the voting members. Any five voting members may request that a discussion and vote of the members regarding a particular board action be added to the agenda of any regular or special membership meeting by giving the secretary notice ten (10) days before any meeting. Provided a quorum is present as provided in Article IV, Section 5 of these bylaws, the vote of the members present at any voting shall be final for one year, without a subsequent vote of the members within that time period. Such appeal may be made against a policy, but not as to how the policy was implemented against a specific individual, except as allows in the policy or as otherwise provided by the bylaws.

## Section 6. Waiver of Notice

The membership application shall contain, immediately above the applicant's signature, the following statement: "I hereby waive my right to notice of any meeting of the members, except that notice that is customarily given by the corporation. This waiver does not apply to the annual meeting. I waive this right for the duration of my membership in this non-profit corporation, including all extensions and renewals of my membership." No member shall be entitled to membership until such time as this statement has been signed. § 805 ILCS 105/107.20

## Section 7. Right Not Transferable

The right of a member to vote and their interest in this non-profit corporation or its property ceases on the termination of their membership. A member may not voluntarily or involuntarily transfer their membership, certificate of membership, or any rights arising from their membership.

## Section 8. Non-Member Participation

Any performers appearing as part of a Lakeside Pride performance must be a member in good standing at the time of the performance. Where full instrumentation cannot be covered by an ensemble for a performance, the Artistic Director, Conductor, and/or ensemble Liaison shall appeal to the current members of the organization to participate in the performance. If full instrumentation cannot be achieved within the current membership, the Artistic Director may solicit participation from non-members for a performance; however, exercising this option should be rare and a last resort. Paid appearances by visiting artists are exempt from this requirement.

# Article 4: Meeting of Members

## Section 1. Place

Meetings of members may be held at any place within the State of Illinois designated by the board, unless any ensemble has a performance or reason for being out of the state at which time special meetings may be called as needed. § 805 ILCS 105/107.20

## Section 2. Annual

Members shall hold an annual membership meeting every Spring for the nomination and election of the board and for the transaction of any other business. Notice shall be given to every member notwithstanding any waiver. In order to vote, every member must be a member in good standing. The notice of the annual membership meeting shall include any matters concerning which special notice is required. Regular meetings shall be held in the three calendar quarters in which the annual meeting is not held. § 805 ILCS 105/107.05(b)

## Section 3. Failure to Hold

When the annual membership meeting has not been held, or the board has not been elected thereat, officers may be elected at a special meeting held for that purpose. Under these circumstances, the board shall call this meeting upon written demand of any member. § 805 ILCS 105/107.05(b)

## Section 4. Special

Special membership meetings may be called for any purpose at any time by the board, or 20 percent of the membership by petition. A person entitled to call the meeting may make written request to the board of the corporation. Such officer shall give notice of the meeting to be held between ten (10) and thirty (30) days after receiving the request. If the officer fails to give notice of the meeting within seven (7) days from the day on which the request was received, the person who requested the meeting may fix the time and place of the meeting and give a minimum of fourteen (14) days' notice, in the manner provided by the bylaws. § 805 ILCS 105/107.05(c)

## Section 5. Adjournment and Quorum

Ten percent (10%) of the voting members shall constitute a quorum at all meetings of the members for the transaction of business. In the absence of a quorum, any meeting may be adjourned to another time or place and no notice as to the time or the place of such adjourned meeting need be given other than the announcement at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called; provided a quorum shall be present. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment. § 805 ILCS 105/107.60

## Section 6. Dispute as to Identity of Member of Validity of a Ballot

The assembled members of the incumbent board or a previously designated committee thereof shall determine the validity of any ballot cast or the membership status of any person claiming to be a member whose membership is disputed. No notice of such a meeting need be given in the call of the meeting to any board member. Any decision of the board may be appealed to the membership at a special membership meeting called for that purpose.

## Section 7. Voting

All members entitled to vote shall have one vote on each matter submitted to a vote of members. § 805 ILCS 105/107.40

## Section 8. Voice Voting

Voting on any question may be by voice vote unless the presiding officer shall order or one-third of the members present and voting by raised hands or standing shall demand that voting be by secret ballot.

## Section 9. Mail Voting

No voting on any matter shall be taken by postal mail; all voting shall take place in person by the member at the regular or special membership meeting.

## Section 10. Proxies

No member may vote by proxy, and no attempt to vote by proxy shall be recognized by the corporation.

## Section 11. Meetings by Telephone or Internet

1. Alternative Conferencing: A conference among members, or among members of any committee designated by the members, by any means of communication through which the participants may simultaneously communicate with each other during the conference constitutes a meeting of the members, or of the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be

sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

2. Speaker Phone: A member may participate in a meeting of the membership, or any committee designated by the membership, not described in paragraph (a) by any means of communication through which they, the other persons so participating, and all persons physically present at the meeting may simultaneously communicate with each other during the meeting. Participate in a meeting by that means constitutes personal presence at the meeting. § 805 ILCS 105/107.05(d)

## Section 12. Electronic Voting

Electronic voting is limited to e-mail only. Members must send an e-mail to the designated e-mail address, which will be received by the Secretary and the Member Resources Officers or two designated members of the board with their choice(s) no earlier than three (3) days prior to vote and no later than the day before the vote. E-mail must be originated from the e-mail address registered with Lakeside Pride Music Ensembles, Inc., and must clearly indicate the member's full name and choice(s) being voted on. The Secretary must bring in printed copies of the e-mail votes to be tabulated with the other votes. This does not apply to the annual membership meeting, where in-person voting is required.

# Article 5: Board

## Section 1. Duties

The Board shall discharge its duties in good faith, and with that diligence and care which an ordinarily prudent person in a like position would exercise under similar circumstances.

## Section 2. Number and Term

The Board of this non-profit corporation shall be composed of Officers and non-officers as enumerated and described in Article VI of these bylaws. The terms of the Board members shall be set as follows:

1. Chair, Treasurer, and Development Officer: Beginning on May 1 of odd-numbered years and lasting for a term of 2 years.
2. Vice-Chair, Member Resources Officer, and Public Relations & Marketing Officer: Beginning on May 1 of even-numbered years and lasting for a term of 2 years.
3. Secretary: May 1 of every year and lasting for a term of 1 year.
4. Non-officer members: From the time of appointment by the Board for a term lasting through the following April 30.

## Section 3. Nominations and Elections

Only one election ballot will be presented to members, which will include all elected Officer positions as specified in these bylaws.

## Section 4. Powers

In addition to the powers and authorities expressly conferred upon it by these bylaws, the Board may exercise all of such powers of the non-profit corporation league, and do all such lawful acts and things that are not by statutes or by the Articles of Incorporation of this non-profit corporation or by these bylaws directed or required to be exercised or done by the members. It may establish rules of conduct and procedure for membership meetings. The actions of the Officers shall be valid even though any director has ceased to be a member because of a failure to pay their dues.

## Section 5. Voting

Voting shall not be cumulative. Each member shall be entitled to vote for each of the offices being filled.

## Section 6. Vacancies

Should the position of any Board member become vacant between May 1 and the subsequent election in March of the following year, the Officers shall follow the procedures outlined in the following paragraphs. The remaining Officers shall have the power to follow this bylaw even if they constitute less than a quorum.

If any Officer position becomes vacant, the remaining Officers shall do one of the following:

1. Call a special election, including a nomination process for the vacant position. The person winning the election becomes the elected Officer, not an interim Officer.
2. Appoint any member or non-member, in accordance with the requirements of the position as outlined in Article VI. The appointment needs to be approved by the membership. Once approved, this person will be an interim Officer.
3. Assign the duties of the vacant office to another Board member on a temporary basis. A Board member covering the duties will be the Acting Officer for the vacant position. An acting Officer shall serve only until an election is held (as set for in (i.) above) or until an interim Officer is appointed (as set forth in (ii.) above). The Board member serving as the Acting Officer will not be entitled to more than one vote.

The duties of the vacant office must be assigned within thirty (30) days.

If a non-Officer position becomes vacant, the current Officers may appoint a new person to the position in accordance with the guidelines outlined in Article VI.

## Section 7. Nomination Procedure

The Board shall accept nominations for Officer positions for at least one month prior to the election. The Secretary shall provide all members with the names and a brief resume of each candidate at least one week prior to the election. Nominees will each be given the opportunity to address the Board and voting members at the annual meeting of members in March.



## Section 8. Removal of Elected Board Members

Any Board member may be removed from office at any special meeting of members called for that purpose by a two-thirds majority of the votes present and voted in person, with the Board member whose removal is being considered being ineligible to vote, provided that all members entitled to vote are informed as to the subject matter which will be considered at least 48 hours prior to the meeting. A quorum must be present. Any Board member who misses three consecutive meetings of the Board, without excuse acceptable to a majority of the Board present at the meeting missed, shall forfeit their position, and the Board shall declare the position vacant. This provision shall be effective automatically, and shall take effect when it is raised at a Board meeting by any Board member; provided, however, that the removed Board member may be re-appointed under Section 7 above at the same time; and further provided that if the acceptability of an excuse of a Board member is not specifically discussed, the excuse shall be conclusively deemed acceptable. Any Board member may be recalled at any special meeting of members called for that purpose by a majority of the voting members present and voting. Board members holding Board positions open exclusively to voting members will forfeit their position if they cease to be a voting member of the organization. The remaining officers may reappoint the removed Board member as an appointed Board member under Article VI, Section 1 of these bylaws. Any Board members removed shall immediately cease to be a Board member, and shall stop performing all of the functions of any officer formerly held. § 805 ILCS 105/108.35

## Section 9. Location and Time of Meetings

The Board may hold its meetings at such times and places, whether in this state or in any other state, as the majority of the members thereof so appoint, then at such time and place as is determined from time to time by the Board, provided that meetings may only be held outside of Illinois if the organization or one of its primary ensembles is out of state for some other reason. § 805 ILCS 105/108.20

## Section 10. Frequency of Meetings

The Board shall meet at least once during every other calendar month. Notice of each meeting is sufficient if given at the previous meeting, or if a newsletter is published, a listing of the date, time, and place shall be sufficient notice.

## Section 11. Special Meetings

Any three officers may call special meetings of the Board on three (3) days' written or telephoned notice to each Board member, unless they waive such notice orally or in writing. In an emergency, this notice requirement may be waived by a majority of the Board, provided attempts are made to notify each Board member and each Board member is given a copy of the minutes and is informed orally of the action taken as soon as practical afterwards.

## Section 12. Quorum and Voting

At all meetings of the Board, a quorum sufficient for the transaction of non-profit corporation shall consist of a majority of the voting Board members then in office. If, however, a quorum shall not be present at any meeting, the Board members or Officers present shall have the power to adjourn the

meeting from day to day without notice other than the announcement at the end of the meeting, until a quorum shall be present. The acts of a majority of the officers present at a meeting at which a quorum is present shall be acts of the Board. All votes, unless otherwise specified by law, the articles of incorporation, or these bylaws, shall be by majority vote. § 805 ILCS 105/108.15.

### Section 13. Presumed Assent to Action

A Board member of this non-profit corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before adjournment thereof, or shall forward such dissent by certified or registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of the action.

### Section 14. Compensation of Officers

No Board member shall receive compensation for their services to the corporation, as a Board member, though they may be compensated for services performed as an Employee, or in other capacities.

### Section 15. Meetings by Telephone or Internet

Members of the Board may participate in a meeting of the Board or committee by means of conference telephone calls or similar communications equipment by means of which all persons participating in such a meeting can communicate with each other, and participation in a meeting pursuant to this section shall constitute presence at such meeting.

1. Alternative Conferencing: A conference among Board members, or among members of any committee designated by the Board, by means of communications through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the board, of the committee, if the same notice is given of the conference as would be required of a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.
2. Speaker Phone: A Board member may participate in a meeting of the Board, or any committee designated by the Board, not described in Paragraph (i.), by any means of communication through which they, other persons so participating, and all person physically present at the meeting may simultaneously communicate with each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

### Section 16. Board Action Without a Meeting

Any action, which might be taken at a meeting of the Board, may be taken without a meeting when authorized in writing and signed by all of the Officers. Any such action may also be taken with the approval of a majority of the Board members through e-mail communications.

## Section 17. Voting by Proxy

A Board member shall not appoint a proxy for themselves or vote by proxy, and the Secretary shall recognize no such attempt.

## Section 18. Committees

The Board may, from time to time, establish such committees, task forces, boards, commissions, including a nomination committee, as it deems necessary or appropriate to the carrying on of the business of this corporation.

## Section 19. Openness of Meetings

All members shall have a right to speak at any Board or committee meetings. The Board may limit the right of anyone to speak to 5 minutes, or to 15 minutes of total discussion on any item, or after any person other than a Board member has held the floor more than three times in any meeting. Board meetings and committee meetings may only be closed to members to consider the following: contract and legal discussions if in the opinion of the Board the negotiations would harm the interests or negotiating strategy of the organization; any discussion of the removal from office of any Board member; any discipline being imposed on any member or the cancellation of any person's membership, provided that the meeting shall be open if the person being removed, disciplined, or having their membership cancelled requests that the meeting be open; any discussion of personnel changes where the Board is acting in its capacity as an employer (even of a volunteer); disputes involving members which come to the attention of the Board when the Board feels that the best interests of the organization or its members would be served by avoiding a public discussion of the issue. These statements are to indicate when a Board meeting may be closed and are not intended to be read as a requirement that they must be closed at any time. The Board may request certain others meeting with them to help them with their work. The meeting of the Board and any committee discussing individual scholarships shall be closed. The Board may, by a majority vote, exclude any individual(s) not belonging to the organization from its meetings, and may exclude any member of the press who will not comply with any Board policy regarding press access, including policies concerning the disclosure of names, publication of photographs, or other items as determined by the Board.

# Article 6: Board Members

## Section 1. Description and Selection

The Board shall consist of nine (9) elected Officers and an even number at-large Board members, appointed as follows in this Section. The composition of the Officers on the Board will be as follows: Chair, Vice-Chair, Secretary, Treasurer, Development Officer, Member Resources Officer, Marketing Officer, Public Relations Officer, Operations Officer. The remaining Board members will be non-officer appointed at-large Board members. The Board Officers will be elected by the membership in accordance with these bylaws. After annual elections, the Board Officers will appoint the remaining at-large Board members within sixty (60) days of taking office.

The elected Officers shall appoint an even number of at-large Board members, no less than two (2) and no more than six (6), to become members of the Board. Artistic Directors and assistant artistic directors of the major ensembles are not eligible to serve as Board Officers or non-officer appointed Board members. Non-staff small ensemble conductors, ensemble liaisons/coordinators, ensemble librarians, and other who serve as volunteers with the major or small ensembles are eligible to be appointed to the Board.

The appointed non-officer at-large Board members must be approved by the membership. Membership approval will be sought at the next rehearsal of each major ensemble that is "in season," or the next general meeting. Notification of this approval process including the slate of Board appointees must be provided to all voting members at least 48 hours in advance using the standard procedure for making announcements to members.

## Section 2. Chair

The Board Chair shall be a voting member of the organization. The Board Chair is responsible for the effective functioning, stability, and development of the Board. The Board Chair shall assume responsibility for:

1. Meetings of the Board: Shall ensure effective Board meetings by implementing procedures for setting agendas and facilitating meetings as established by the Board, enforcing rules of order as established by the Board, and monitoring attendance.
2. Board Development: Shall lead Board recruitment efforts, orientation of new Board members, and seek opportunities for continued Board development.
3. Board Evaluation: Shall establish and institute mechanisms for evaluating Board performance, including:
  - 3.1 Formal Board self-evaluation
  - 3.2 Evaluation by Executive Officers, conducting staff, and members
  - 3.3 The Chair will also provide individual evaluations of Board members.
  - 3.4 The Chair takes primary responsibility for bringing group or individual performance issues to the Board.
4. Board Procedures: Shall facilitate the adoption of necessary guidelines, procedures, and rules of order to ensure effective functioning of the Board.
5. Goal Setting: Shall facilitate and guide the Board in establishing annual objectives and long-term goals.
6. Representing the Organization: Shall represent the Board, the Members, and the official views of the organization in the media and within the community with guidance from the Marketing & Public Relations Officer.
7. Artistic Director Evaluation: Shall, with input from the entire Board, conduct annual evaluation of the performance of all Artistic Directors.

## Section 3. Vice Chair

The Vice-Chair shall be a voting member. The Vice Chair shall have responsibility for:

1. Presiding over meetings, and the Chair, in the event the Board Chair is absent.
2. Assuming all of the duties of the Board Chair when the position of Board Chair is vacant.

3. Signing any documents which specifically require the signature of a Vice Chair or signing other documents which require the signature of an Officer.
4. Other duties as assigned by the Board.

In the event that the Vice-Chair assumes the position of Board Chair, they shall serve as Board Chair until a special election is called to fill the position of Board Chair or until the next annual meeting, whichever is sooner.

#### Section 4. Secretary

The Secretary shall be a voting member. The Secretary shall assume responsibility for:

1. Minutes: Maintain the minutes of the membership meetings and of the Board meetings.
2. Notices: See that all notices required to be given to the members and the Officers by these bylaws are duly given in accordance with Article VIII, Section 7 of these bylaws, unless otherwise specified herein, and inform all Board members when a voting session will occur.
3. Corporate Records: Maintain current and accurate corporate records.
4. Change of Address: Notify, or arrange to notify, the Illinois Secretary of State as provided by Illinois statute and Article VIII, Section 4 of these bylaws, should the registered office of this non-profit organization change.
5. Records: See that records are kept and the statements are made available to members in accordance with Article VIII, Section 6 of these bylaws.
6. Maintenance of Digital Presence: Shall oversee maintenance and updating of the organization's website, email list service, social media accounts, and all other digital services utilized by the organization.
7. Other Duties: In general, perform all duties incident to the office of the secretary and other duties as assigned by the Board.

#### Section 5. Treasurer

The Treasurer may or may not be a voting member. The Treasurer shall assume responsibility for:

1. Corporate Funds: Collect and have the care and custody of the corporate funds, membership dues, and contributions, and disburse the fund of the Lakeside Pride Music Ensembles, a non-profit organization, as may be ordered from time to time by the board. Disbursement of funds will require two of three signatures from designated individuals, henceforth called the "signers." The signers shall be the Treasurer and two other Board members of executive Officers as selected by the Board. Check signers will not have a conflict of interest of a personal or domestic nature as determined by the Board. Disbursement may also be authorized by two of the three signers via Lakeside Pride Music Ensembles provided email.
2. Books of Accounts: Maintain full and accurate books of accounts of the receipts and disbursements of Lakeside Pride Music Ensembles in accordance with the general accounting practice of non-profit organizations so as to clearly reflect income and expenses.
3. Deposits of Funds: Deposit all moneys and other valuable effects as designated by the Board, and all securities of Lakeside Pride Music Ensembles in the name and to the credit of Lakeside Pride Music Ensembles in such depositories as designated by the Board within two week of receipt.

4. Report of Financial Condition: Report the financial condition of Lakeside Pride Music Ensembles at the annual formal membership meeting in each year, and monthly to the Board.
5. Tax Statements: File all the required tax and information returns with the Internal Revenue Service and the Illinois Department of Revenue.
6. Ticket Sales: Shall coordinate ticket sales prior to and at all performances.
7. Other Duties: Perform such other duties as may be assigned by the Board.

## Section 6. Member Resources Officer

The Member Resources Officer shall be a voting member of the organization. The Member Resources Officer shall assume responsibility for:

1. Member Records: Maintain current and accurate member records, including an e-mail list.
2. Member Notification: Notify members at least fifteen days prior to the expiration of their membership.
3. Collection of Member Dues: Shall track payment of membership dues and issue notifications of past due accounts.
4. Member Recruitment: Shall recruit new members to the organization.
5. "Welcome Wagon": Shall prepare information packets for new members.
6. Attendance: Shall make note of member attendance at rehearsal and performances.
7. Other Duties: Perform other duties as may be assigned by the Board.

## Section 7. Marketing Officer

The Public Relations and Marketing Officer may be filled by a voting member or non-member of the organization. The Public Relations and Marketing Officer shall assume responsibility for:

1. Developing a Marketing Strategy: Shall develop and guide strategies and policies to increase and maintain public support, including individual, business, organizational, and audience support bases. Shall also oversee the execution of the marketing strategy.
2. Brand Management: Shall work toward creating a consistent and coherent image of our organization within the community.
3. Development of Marketing Materials: Shall guide the creation and execution of all performance and organizational marketing materials.
4. Patron Contacts: Shall maintain and build a list of patron contacts to be used for marketing and development purposes.
5. Other Duties: Perform other duties as may be assigned by the Board.

## Section 8. Development Officer

The Development Officer may be filled by a voting member or non-member of the organization. The Development Officer shall assume responsibility for:

1. Raising Funds: Shall be responsible for all aspects of raising funds for Lakeside Pride Music Ensembles, excluding membership dues, concert ticket sales, performance payments to large and small ensembles, drinks and bake sales, and sale of Lakeside Pride merchandise and refreshments.

2. Grant Writing: Shall research grants for which Lakeside Pride will be eligible to apply, and coordinate and execute all aspects of writing, applying for, and submitting all grants.
3. Silent Auctions: Shall coordinate acquisition of donations to be placed up at auction at concerts and coordinate the auction of those items.
4. General Fundraising: Shall be responsible for all other fundraising activities not excluded above, and shall be responsible for developing new fundraising events.
5. Other Duties: Perform other duties as may be assigned by the Board.

## Section 9. Public Relations Officer

The Public Relations Officer may be filled by a voting member or non-member of the organization. The Public Relations Officer shall assume responsibility for:

1. Public Relations Policy: Shall examine all facets of the organization's operations as they impact marketing and public relations, and help guide the Board toward a well-defined and considered policy for putting a public face on the organization.
2. Public Presence: Shall set up and guide the Chair as the face of the organization, including in media and public relations communications.
3. Quality: Shall focus on ensuring a consistent quality and approach in our organizational contact with the community.
4. Media Contacts: Shall establish and maintain contacts with local media to disperse press releases, public announcements, and marketing materials.
5. Press Releases: Shall generate press releases and public announcements for delivery to media outlets and online organizational presences.
6. Digital Media: Shall coordinate with the Marketing Officer and Operations Officer to oversee and schedule posts to the organization's social media accounts. Shall also maximize the organization's social media presence and website, and ensure a cohesive voice of the organization across all social media accounts.
7. Other Duties: Perform other duties as may be assigned by the Board.

## Section 10. Operations Officer

The Operations Officer may be filled by a voting member or non-member of the organization. The Operations Officer shall assume responsibility for:

1. Concert Coordination: Shall oversee operational coordination of all regular season concerts for all ensembles, including coordination with the Artistic Directors to help them realize their artistic vision for each performance.
2. Inventory: Shall inventory existing physical assets of the organization and update the inventory as new assets are acquired or existing assets are removed. Shall also develop a policy for control of all inventory.
3. Logistical Support: Shall provide logistical support for rehearsals, performances, and events for the organization and all ensembles.
4. Other Duties: Perform other duties as may be assigned by the Board.

## Section 11. Non-officer Appointed At-Large Board Members

The non-officer appointed at-large Board members may be filled by a voting member or a non-member of the organization. Non-officer appointed at-large Board members shall be responsible for duties as assigned by the Board.

## Section 12. Other Officers and Committees

The Board may appoint, from time to time, other responsible persons to committees as they deem necessary for the carrying on of Lakeside Pride Music Ensembles business; the Officers and committees so appointed shall have the duties and responsibilities as the Board may decide. Such additional Officers and committees shall be appointed to such terms as the Board may determine, not to exceed past two weeks after the next Board election. Any officer may appoint as many assistants and they deem necessary. Such Officers need not be Lakeside Pride Music Ensembles members. The Board of Directors may remove any such appointed person. Such removal, however, shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create any contract rights. § 805 ILCS 105/108.55.

## Section 13. Removal of Officers

Any officer who is removed shall immediately cease to be an Officer, and shall stop performing all of the functions of the officer formerly held. Any Officer may be removed by a two-thirds vote of the Board present and voting with cause, which shall include any of the reasons for canceling a membership, dereliction of duty, or violation of the bylaws. The Officer under consideration for removal shall not be counted as either present or voting for the purposes of voting on the removal. Officers shall have the right to appeal to the membership for their removal as an Officer.

## Section 14. Vacancies

See Article V, Section 6 for procedures to follow in the event of a vacancy on the Board.

## Section 15. Authority/Duties

Officers have the authority and duties in the management of the business of Lakeside Pride Music Ensembles, and shall discharge their duties in good faith and with the diligence and care than an ordinarily prudent person, in a like position and under similar circumstances, would exercise.

# Article 7: Indemnification

This non-profit corporation by action of its board may indemnify any person, partnership or corporation to the full extent permitted by Illinois law. The indemnification provided by this section shall continue as to a person or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The foregoing right of indemnification shall not be exclusive of other rights to which the officers or office may be entitled as a matter of law, by agreement or otherwise. The members of this non-profit corporation may, at regular or special membership meeting called for that purpose, with notice of the proposed resolution given withdraw such indemnification



prospectively, but not retroactively, as to any person whose contract rights with this non-profit corporation would not otherwise be impaired.

## Article 8: Miscellaneous Provisions

### Section 1. Negotiable Instruments, Deeds, and Contracts

All checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the non-profit corporation; all deeds, mortgages, and other written contracts and agreements to which the non-profit corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the non-profit corporation shall be signed by two of the Officers, or approved by two of the Officers via Lakeside Pride Music Ensembles provided email. The Board is not empowered to enter into contracts that violate the provisions of these bylaws, or of the laws governing non-profit corporations.

### Section 2. Loans

No loans shall be contracted on behalf of the non-profit corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### Section 3. Loans to Officers Prohibited

This non-profit corporation shall not lend any of its assets to an Officer, Artistic Director, or member of the non-profit corporation. If it does make such a loan, the officers who make the loan, or assent to it, are jointly and severally liable for its repayment.

### Section 4. Change of Location of Registered Office

When this non-profit corporation desires to change the location of its registered office, the Secretary shall file with the Secretary of State a certificate of change of location of the registered office, stating the new location by city, town, or other community and effective date of the change, accompanied by the fees prescribed by Illinois Statute §317.67. When the certificate of change of location has been duly filed and the required fees paid, the Board may make the change without amending the articles of incorporation.

### Section 5. Certain Property Not to Be Diverted

Should this non-profit corporation ever receive and hold property in trust for a designated purpose or subject to a specific use, or subject to a condition subsequent, or upon a special or executor limitation, it shall not divert such property from such trust, use, condition, or limitation.

### Section 6. Books and Records: Financial Statement

This non-profit corporation shall keep at its registered office, or electronically and available to all Officers of the Board, correct and complete books of account and minutes of proceedings to membership meeting, meeting of the Board, and meetings of the Executive Committee. A member,

their agent, or their attorney, may inspect all books and records for any proper purpose at any reasonable time.

Upon request by a member, the corporation shall furnish the member with a statement showing the financial result of all operations and transactions affecting income and surplus during its last annual account period, and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

## Section 7. Notice

"Notice," when used in these bylaws, means, except as explicitly modified, a written notification of a meeting:

1. Stating time, place, and, in the case of a special meeting, purpose;
2. Properly addressed according to the last available corporate records;
3. Sent or delivered by a duly authorized person to each Board Member, Artistic Director, or member entitled to vote at the meeting, and delivered or mailed not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting.

## Section 8. Waiver of Notice

A director or member may make a written waiver of notice before, at, or after a meeting. The waiver shall be filed with the person who has been designated to act as the secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the

meeting. The requirement of waiver of notice of a meeting applies only to the requirement that notice of the meeting be mailed; it does not apply to the requirement that certain items must be included in the notice.

## Section 9. Parliamentary Procedure

All items of procedure not covered by these bylaws shall be decided with reference to roles of procedure as determined by the Board, or, if it has not adopted such rules, the most recent version of Roberts Rules of Order.

## Section 10. Special Corporate Acts

This non-profit corporation may sell, lease, exchange, mortgage, encumber, or dispose of all, or substantially all, of its property and assets, merge or consolidate with another corporation, or dissolve only by following the procedure then outlined by law.

# Article 9: Alteration of These Bylaws

In order to amend these bylaws, the following procedures shall be followed:

## Section 1. By Officers:

1. The Board shall propose the amendment to the bylaws by resolution, setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. Notice of the meeting of members stating that the purpose is to vote on an amendment to the bylaws shall be given to each member with voting rights, and to each Board member regardless of their voting rights.
2. If notice required by clause one (1) has been given, the proposed amendment may be adopted within one week of the beginning of the meeting of the members.
3. When two-thirds (2/3) of the members with voting rights voting yes on the resolution have approved a proposed amendment, it is adopted.
4. Votes may be cast in person at the meeting of the members, or electronically via email or other means of ballot collection as determined by the Board.

## Section 2. By Members:

1. The members with voting rights may, by two-thirds (2/3) of member with voting rights voting within one week after the beginning of a meeting duly called for the purpose, authorize the Board, subject to clause three (3) to exercise from time to time the power of amendment of the bylaws in the manner prescribed in clause two (2).
2. When the members with voting rights have authorized the Board under clause one (1) to amend the bylaws, the Board, by a two-thirds (2/3) vote of the officers who are present and entitled to vote on the proposed amendment, may amend to the bylaws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be given to all officers.

The members with voting rights by a simple majority vote of the members with voting rights voting within one week of the start of a meeting duly called for the purpose, may prospectively, but not retroactively, revoke the authority of the Board to exercise the power of the members to amend the bylaws.

Provided, however, that the Board may amend Article I, Section 2, at any time by a majority vote, without prior notice to any Board member or member. The Board shall have the power to amend the bylaws without notice to members in order to correct technical items that carry out the will of the corporation as expressed in voting on these amendments. The Board shall have the power, by simple majority vote of the Board members in attendance at any meeting of the Board, to amend the Articles of Incorporation and the bylaws of this corporation without any notice to the member if such amendments are required or suggested by the Internal Revenue Service for this corporation to achieve tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## Article 10: Committees

Committees may only be formed either at the request or with the approval of the Board, or through a simple majority vote of the membership. Committees appointed by membership vote do not have full decision-making powers until sanctioned by the Board. Committees shall consist of no less than two (2) persons. Each individual committee will have the power to determine its own

decision-making process with Board approval. Such approval will be implicit unless the Board wishes the committee to alter its decision-making processes.

### Section 1. Duties

1. Committees shall establish plans of action for necessary functions of Lakeside Pride Music Ensembles.
2. The decision-making authority of the committees is to be determined by the Board at the formation of the committee. The Board may revise the authority granted to committees at any time.
3. A committee will remain in existence until it has completed its work.

### Section 2. Formation

1. Lakeside Pride Music Ensembles will form committees according to Article 6, Section 8.
2. Committees will be established as needed. Each committee will select a liaison to communicate with the Board.

### Section 3. Membership

1. Any interested member in good standing of Lakeside Pride Music Ensembles may serve on committees.
2. The term of a committee member is indefinite for the duration of the committee provided the member remains in good standing.

The Chair of the Board is an ex-officio member of all committees.

## Article 11: Ensembles

Lakeside Pride Music Ensembles is comprised of three primary ensembles: the Marching Band, the Symphonic Band, and the Jazz Orchestra. All other ensembles associated with and functioning under the auspices of Lakeside Pride Music Ensembles must be chartered and acknowledged by the Lakeside Pride Music Ensembles Board and approved by the general membership in order to receive any and all benefits available to Lakeside Pride Music Ensembles as a non-profit organization.

### Section 1. Board Acknowledgement

The steps required for Board acknowledgement are as follows:

1. Individuals interested in forming an ensemble make an announcement to all Lakeside Pride Music Ensembles members and schedule a meeting to establish a charter. Upon completion, the charter is presented for review by the Board. The charter must include the following information:
  - 1.1 Purpose of Ensembles – The ensemble shall provide the Lakeside Pride Music Ensembles Board, as part of their charter, their purpose, or mission statement, in accordance with and reflecting the values of the Lakeside Pride Music Ensembles' mission statement.

Deviation from the Lakeside Pride Music Ensembles' mission statement shall be considered for sponsorship on an individual basis.

- 1.2 Instrumentation – An open instrumentation ensemble will be open to all interested members of the primary ensembles with no bias and may begin conducting business immediately. A set instrumentation ensemble will be open, by audition, to all interested members of the primary ensembles. Due to Lakeside Pride Music Ensembles' commitment to community involvement without bias, auditions will be opened a minimum of twice per year to coincide with the sponsored ensembles' season opening and mid-way points. For ensembles with unusually short performance seasons, the Board may grant exemptions.
  - 1.3 Performance Season – Performance season may be set in accordance to charter specifications, e.g. seasonal, holiday, full year, etc. The Board may request, from time to time, consideration by the ensemble members to perform at special events in order to retain Lakeside Pride Music Ensembles sponsored status.
  - 1.4 Ensemble Liaison – The ensemble will be required to elect and provide Lakeside Pride Music Ensembles a liaison. Said liaison will act as the official spokesperson for the ensemble, but will not have any other powers except as allowed in the ensemble charter.
  - 1.5 Resources – The ensemble will provide the Lakeside Pride Music Ensembles Board, as part of their charter, a list of current assets and resources, as well as required resources in order to begin operations, thus allowing the Board ample time to plan financial strategies.
  - 1.6 Artistic Director – The ensemble may choose an Artistic Director from any of the three major ensemble Artistic Directors or a similarly qualified other person. The burden is upon the ensemble to demonstrate that such other person is similarly qualified. The Artistic Director of the ensemble will then be responsible to the Board for maintaining the artistic integrity of the ensemble.
2. Upon Board approval, the charter shall be presented for approval to the general membership at the next annual meeting or at a special meeting according to Article IV Section 4. Posting in the newsletter or website of an announcement of the upcoming approval vote shall be deemed sufficient notification. A yes vote by the majority present at the designated meeting shall constitute approval.

## Section 2. Ensemble Operation

1. Each ensemble will establish its own operating procedure and organizational structure, provided a liaison is maintained. Each ensemble must operate within the guidelines and restrictions provided in these bylaws, as well as any policy passed by the authority of the Board. The liaison is responsible for ensuring that the ensemble complies with expectations set forth in the ensemble charter, in these bylaws, and in Board policy.
2. Ensemble performances shall not conflict with performance scheduled by primary ensembles. The Board will coordinate scheduling or delegate this responsibility as appropriate. If a conflict arises between potential performances, the General Manager Board will decide which performance will be accepted and which declined with the understanding that preference is to be given to the primary ensembles unless extenuating circumstances exist to justify priority to the smaller ensemble.

3. All funds received by or payments made to any ensemble for performances given by any ensemble associated with Lakeside Pride Music Ensembles will be construed as assets of Lakeside Pride Music Ensembles and will be turned over to the Treasurer immediately upon receipt. Funds earned by particular ensembles will not be set aside especially for their use, but shall be deposited in the general fund to be used for the organization as a whole as directed by the Board.
4. Requests by an ensemble for resources, including and especially financial resources, should be submitted to the Board for review. It should be understood that smaller ensemble may be more likely to receive payment for performances and that said payment is expected to support the organization as whole.
5. If auditions are to be held, they must be held in conformance with any audition policies that have been established by the Board of Lakeside Pride Music Ensembles.

### Section 3. Dissolution of Ensemble

The ensemble shall be considered dissolved when any of the following are present:

1. Insufficient interest to join becomes apparent. Insufficient interest shall be prima facie demonstrated by one or more of the following occurring for at least 12 consecutive months:
  - 1.1 Failure to have sufficient members to provide full instrumentation necessary for the ensemble to perform.
  - 1.2 Failure to rehearse on a regular basis or perform at least once.
  - 1.3 Failure to report the ensemble's activities to the Board.
  - 1.4 In the event that a., b., or c. above occurs, the ensemble will automatically be dissolved and its charter revoked. The ensemble can only be reinstated by resubmitting its charter, or a revised charter, to the Board for approval.
2. Behavior and/or performance of members become detrimental to Lakeside Pride Music Ensembles.
3. Failure to meet guidelines set forth in charter.
4. Failure to comply with by-laws and core values.

If 2), 3), or 4) occurs, any member of Lakeside Pride Music Ensembles may petition the Board, pointing out how the ensemble in question has failed to live up to its responsibilities under these by-laws, the core values, or the ensemble's charter. If the complaint is deemed to have merit, the Board shall informally request the ensemble to take remedial action to correct the violation(s). If the ensemble fails to take appropriate remedial action, then 3 members of Lakeside Pride Music Ensembles may petition the Board for formal action up to and including revoking the ensemble's charter and declaring the ensemble dissolved. The Board shall consider and vote on the petition at its next Board meeting.

## Article 12: Artistic Directors of Primary Ensembles

Each of the three identified primary ensembles will have a conductor. A single individual may serve as the conductor for more than one primary ensemble at the Board's discretion, although this is not preferred.

## Section 1. Selection of Artistic Directors

1. Artistic Directors will be sought and appointed by the Board, with simple majority approval by voting members of the primary ensemble in question. Once a potential Artistic Director has been identified they will be presented at a rehearsal or meeting of the primary ensemble, identifying credentials and philosophy for leading the ensemble. Members may ask questions of the candidate or Board members present. The candidate will then be allowed to conduct the ensemble for one or two rehearsals. At the end of this period, ensemble members will be given the opportunity to discuss the candidate without the candidate present. A ballot will be distributed to all ensemble members present in which they may place a vote of confidence or no confidence in the Board's choice of ~~conductor~~ Artistic Director.
2. If a majority places a vote of confidence, the Artistic Director shall be considered appointed and will assume duties as agreed and scheduled between the Artistic Director and the Board. If the ensemble returns a vote of no confidence, the Board must:
  - 2.1 Open nominations up to the ensemble.
  - 2.2 (Optional) Supply one or more other candidates. After two weeks, all nominees, whether from the Board or from the ensemble, will have the opportunity to address the ensemble at a meeting. Each will be afforded the opportunity to conduct the ensemble for a portion of a rehearsal. Again, a period for discussion will be allowed without the presence of any candidate. Subsequent to discussion, a ballot will be distributed to all ensemble members present to vote for the nominee of their choice. The candidate with the most votes will be appointed Artistic Director.
3. When a vote is to be taken regarding the appointment of a Artistic Director for a primary ensemble, notice must be given to members of the ensemble at least 2 weeks in advance of the rehearsal/meeting at which the vote is to take place. Posting on the website or an announcement in the newsletter will suffice.

## Section 2. Duties

1. The Artistic Director shall be responsible for the musical direction of the primary ensemble to which they have been appointed. Committee shall determine music selection.
2. The Artistic Director is responsible for providing training and education to the ensemble as a whole, to individual sections, and to individual members as ability and time permit. The conductor is expected to take a teaching role.
3. The Artistic Director shall be responsible for the morale and wellbeing of the ensemble.
4. The Artistic Director shall be responsible for creating a primary ensemble that strives for the highest musical proficiency possible while making welcome and comfortable musicians of all levels and experience.
5. The Artistic Director, in consultation with the Board, may establish an audition process to determine which member plays which parts, and/or become section leaders at such time as the Artistic Director feels it is appropriate to commence such auditions. The Artistic Director may limit the audition procedure to certain procedures for different purposes and sections. Authority shall be in the Artistic Director, in consultation with the Board, to appoint section leaders as needed, to assign part to the voting members, and request that players capable of

playing more than one instrument play a certain instrument. As part of such audition process, prospective members may be required to attend a certain number of rehearsals. Additionally, the Artistic Director of a sponsoring ensemble must review and approve of any audition process implemented by a sponsored ensemble.

6. The Artistic Director is expected to be available as a resource to all ensemble if requested, within reason.
7. The Artistic Director is accountable to the Board. Complaints about the conductor should be directed to the Board.

### Section 3. Assistant Artistic Directors

The Artistic Director must appoint an assistant Artistic Director. The assistant Artistic Director will not only assist the Artistic Director in discharging their duties, but will stand in for the Artistic Director in their absence (e.g. illness, scheduling conflicts, etc.). The assistant Artistic Director appointment needs to be reviewed and approved by the Board. The Board reserves the right to remove and appoint assistant Artistic Directors if it determines such actions would be in the best interest of the organization. Assistant Artistic Directors shall receive no stipend.

### Section 4. Hiring and Removal of Artistic Directors

1. The procedure for hiring the Artistic Director shall be established by the Board, but shall include a vote of the voting members of the primary ensemble in question as described above. Removal of the Artistic Director shall be without prejudice to their contract rights. The Artistic Director may be compensated only if they have entered into a written contract with the Board.
2. The Board may remove the Artistic Director by simple majority vote, provided all Board members are given at least 72-hours notice prior to the meeting at which such an action is initiated.
3. The Artistic Director shall be subject to dismissal by the voting members. A petition by 10% of the voting members of the ensemble in question must be submitted to the Board.
  - 3.1 If the Board is in agreement with the petition, it may initiate a vote by members of the ensemble in question by providing two-weeks notice prior to any rehearsal or meeting at which a vote of confidence/no confidence in the Artistic Director will be taken. If a vote of no confidence is returned, the Artistic Director will be terminated immediately. The Board will appoint an interim Artistic Director while a new one is sought. If a vote of confidence is returned, the Artistic Director will retain their position and will not be subject to recall by the membership for at least 6 months. During this 6-month period, the Board retains its right to terminate the ~~conductor~~ Artistic Director.
  - 3.2 If the Board does not support the petition, it may choose to discuss the concerns identified with the Artistic Director. The Artistic Director and Board representatives may present their case to the band ensemble and ask that the vote be postponed for 3 months. A simple majority vote (show of hands) may postpone the vote of confidence. At the conclusion of the 3-month period, a vote of confidence by ballot must be taken. The names of the petitioners must be kept confidential and not disclosed to the conductor



Artistic Director. Failure to protect this confidentiality will be grounds for Board member dismissal.

Artistic staff (e.g. Artistic Directors and assistant Artistic Directors) are explicitly prohibited from serving on the Board. Specifically, the Artistic Director and assistant Artistic Director of any primary ensemble, duly appointed by the Board, may not serve on the Board. If an Artistic Director is elected or appointed to the Board, they must resign their respective artistic duties. Conversely, any Board member who is appointed as the Artistic Director or assistant Artistic Director of a primary ensemble must resign from the Board. Drum Majors in the Marching Band shall not be considered artistic staff unless explicitly appointed as assistant Artistic Director by the Artistic Director of the Marching Band.