

**THE GREEN VALLEY CONCERT BAND, INC.**

Revision 3 – April, 2014

Revision 4 – March 28, 2015

**Revision 5 – March, 2022**

**Article I**

**NAME**

The name of the corporation shall be GREEN VALLEY CONCERT BAND, INC.

**Article II**

**OFFICE**

The principal office of the corporation shall be:

1250 West Continental Road  
Post Office Box 1301 – Green Valley, AZ 85622

The corporation may also have offices at such other places, within or without the state of Arizona, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**Article III**

**MISSION, VISION, PURPOSE, PHILOSOPHY, AND GOALS**

**Section 1: Mission**

GREEN VALLEY CONCERT BAND, INC. (GVCB, Inc.) will organize, develop, sponsor and create instrumental music organization(s) consisting of amateur and professional players for the purpose of presenting concerts and musical performances in selected venues/forums within and without the state of Arizona.

**Section 2: Vision**

GVCB, Inc. is dedicated to excellence in the authentic performance of band music to help our audience experience the transforming power of concert band music. GVCB, Inc. will represent and serve the community as an artistic and cultural resource. Outreach to the community will result in commissioning new works by local and international composers and promoting music education to the local schools.

**Section 3: Purpose:**

The general purpose of this organization is to elevate the musical life of Arizona, with particular emphasis on Southern Arizona by promoting musical concerts. In furtherance of its purposes, GVCB, Inc. will apply for and secure funding and resources to implement a comprehensive series of plans and

actions to coordinate such concerts with musical education in the school system in Arizona.

#### **Section 4: Philosophy**

GVCB, Inc. is committed to community service by giving public performance to the community and providing rehearsal and performance opportunities for local musicians. The band values the community in which it serves providing both entertainment and enlightenment through quality musical performances and the rendition of great musical literature. The band also values the amateur musician and seeks to provide opportunity and encouragement for all musicians to develop their musical skills and to participate in a well organized musical ensemble. The band believes in supporting long time musicians as well as in nurturing the re-identification and restoration of dormant musical talents. The band seeks to provide a forum where musicians will share their musical talents with others along with developing fellowship through close association at rehearsals, performances and social activities. Thus the band encourages the development of all musicians and their contributions to the band and to the community.

#### **Section 5 Goals**

In connection with the philosophy of the band, the band seeks to: support community activities that honor persons, special holidays, historical events and/or special celebration; continue the tradition of pride, support and appreciation of locally based concert bands; provide an effective attraction to those who are searching for a place to retire or re-settle. The band will serve as a goodwill ambassador for the community of Green Valley, Arizona.

### **Article IV NON-PARTISAN ACTIVITIES**

This corporation is non-sectarian and non-partisan politically. No program shall involve religious worship, instruction, or practice. No funds shall be used for any partisan political activity or to further the election or defeat of any candidate for public office. No member of the Board or staff shall participate in the name of GVCB, Inc., in any partisan political activity intended to further the election or defeat of any candidate for public office.

### **ARTICLE V DEDICATION OF ASSETS**

The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes, as defined in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No member of the Board or immediate family shall profit from from any sale, rental of space or goods, or contract of services to the corporation. No Board member shall accept gifts, money or gratuities from persons receiving benefits or services, performing services, or who are otherwise in a position to benefit from the actions of any employee or Board member.

**ARTICLE VI  
BOARD OF DIRECTORS**

The membership of GVCB, Inc., consists of all officers/directors and those persons who will be a participant in the Band as instrumentalists, conductors and any such person who makes a contribution to the Corporation. No one who requests membership shall be excluded. The only criterion shall be an interest in the mission and purpose of the band.

Section 1 Number of Directors

Composition of the Board of Directors (BOD): The BOD of GVCB, Inc. shall consist of no less than five (5) Directors. The number may be changed by amendment or repeal of these By-Laws and adoption of a new By-Laws, or changes as applicable, as provided in these By-Laws. The composition of the BOD shall include all officers and the following: band manager, historian, librarian and section reps. In addition to these, an outgoing President may choose to accept the title of President Emeritus and be accorded a seat on the BOD with full voting rights during the incoming President's term of office. The Music Director-Conductor shall serve without vote. The corporation shall adopt policies to promote representation upon the BOD of (a) representatives of the segment of the communities that this corporation is organized to benefit; and (b) representatives of business, industry, labor, religious, education or other groups with interests in the community which correspond to the purposes of this corporation.

Section 2. Powers

General Corporate Powers: Subject to the provisions of the Arizona Nonprofit/Tax-Exempt Corporation law and any limitations in the Articles of Incorporation and By-Laws, the business and affairs of this corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Specific Powers: Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

1. Approve the selection and removal of all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these By-Laws; and fix their compensation, if any.
2. Change the principal executive offices and the principal business offices of the corporation from one location to another.
3. Determine the requirements for entry, participation, dismissal and retirement of concert band instrumentalists. Such requirements do not preclude instrumentalists from membership in the corporation regardless of their participation in the concert band.

### Section 3. Duties

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these By-Laws and/or ARS 10-2102.
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents, and supervise all officers of the corporation.
- c) Meet at such times and places as required by these By-Laws.
- d) Execute all necessary forms in a timely basis as required by Federal and State entities.
- e) Register the names and addresses of officers and directors with the Secretary of the corporation. Notices of meetings delivered by mail, fax, electronics at such addresses shall be valid thereof.

### Section 4. Terms of Officers

Each Director shall hold office until the next annual meeting for election of the Board as specified in these By-Laws, and/or until a successor is (s)elected and qualifies.

### Section 5. Compensation

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of regular duties as specified in these By-Laws. Directors may not be compensated for rendering services to the corporation in any capacity. Should a Director be hired as a staff, the Director cannot accept such a position unless the Director resigns from the Board of Directors.

### Section 6. Meetings

- (a) The annual meeting shall be held in April at which meeting election of officers shall take place.
- (b) Regular Board meetings shall be held at the principal office of the corporation, unless otherwise provided by the Board at a time and date determined by the Board with proper notice given to each member of the board. The notice of the proposed meeting shall include an agenda of items to be discussed an/or voted on.
- (c) Special Board Meetings of the corporation may be called by the Chairperson upon 72 hours notice to each member. Any board member may petition the Chairperson for the calling of a special Board meeting. The petition must be in writing, stating reasons for the request and be accompanied by the signatures of at least 3 other board members.
- (d) Quorum: At least 50% plus 1 of the total membership of the Board of directors, excluding vacancies, shall constitute a quorum requirement for meeting of the Board and committees. If a quorum of the Board is not present at a regular or special Board meeting, a quorum of the Executive Committee, if present, shall be empowered to enact only those items of business on which action is mandatory before the date that the next regular or special meeting can be held.

In the event a quorum is not present as indicated herein, the Board shall consider no business and the only motion, which the Chair shall entertain at such meeting, is a motion to adjourn. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum due to the withdrawal of Director(s) from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such a meeting.

- (e) Notice: Notice of board meetings, special and regular shall be communicated to all Board members, generally, in writing not less than 72 hours prior to the meeting. The writing or communication shall contain an agenda of items to discuss. Any meeting, regular or special, may be held by telephone, web conferencing or other technology, as long as directors participating in such meeting can hear each other. Proxies: Each member shall have one vote. Vote by proxy shall not be allowed.
- (f) At least 30 days prior to the Annual Meeting, the Chair/President shall appoint a Nominating Committee to solicit from the corporate membership suggestions for officers of GVCB and to make recommendations to the Board for nominations to the various offices. Two weeks prior to the Annual Meeting, the Nominating Committee shall present their proposed slate of nominees to the full membership of GVCB, Inc. and invite additional nominees. Should there be additional nominees, the Nominating Committee shall meet with the nominees for each office to discuss qualifications and interest in the position in question. Upon conclusion of this discussion, the Nominating Committee will finalize their recommendations for a single nominee for each office. These recommendations shall be made at the Annual Meeting.
- (g) Meetings of the Board of Directors shall be presided over by the Chairperson/President of the Board, or, in his or her absence, by the Vice President of the corporation. In the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- (h) Operating Procedures: Robert's Rules of Order Revised, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles of Incorporation of this corporation or provisions of law, shall be the authority for all procedures not specifically outlined by these By-Laws.  
A roster of members present and absent at all meetings shall be kept. Minutes shall be kept of all Board meetings and shall include a record of votes taken.

#### Section 7. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or By-Laws of this corporation, provisions of the Arizona Nonprofit Corporation Law, provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest, or indemnification of Directors, require a greater percentage of members present or may require different rules for approval of a matter for consideration for the Board.

## Section 8. Action By Unanimous Written Consent Without Meetings

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined by the Arizona Non-Profit Corporation Law. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-Laws of this corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

## Section 9. Vacancies

Vacancies shall exist by reason of death, written resignation, disability, absence from three regular Board meetings in a one year period without being excused by the Board, or removal for just cause resulting from engaging in behavior which impeded and prevents the conduct of Board business. Prior to such removal, the Board member will be given specific notice of the grounds for removal and receive an opportunity to be heard.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by: (1) the affirmative vote of a majority of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice, (3) by recommendation of the nominating committee at a meeting called for such purposes.

## ARTICLE VII OFFICERS OF THE BOARD

### Section 1. Number of Officers

The officers of the corporation shall be a Chairperson/President; a Vice Chairperson/President, a Secretary, and a Treasurer. These officers shall be elected by the Board of Directors. The corporation may also have, with voting privileges as determined by the Board of Directors, ~~a President~~, one or more additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board concurrently.

### Section 2. Qualification, Election, and Term of Officers

Any person may serve as officer of this corporation. The Board may elect officers at any time, and except as described below, each officer shall hold office for a one year term. Term of office shall begin

upon election at the Annual Meeting and end at the Annual Banquet Meeting of the following year, or until the officer resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The President and Vice President(s) initial term shall be two years. At the discretion of the Board of Directors, the President and Vice President's position may be extended one additional year during their initial term of office. After three consecutive years in that office, the president or vice president(s) cannot hold their respective offices until one ensuing year has passed. Upon expiration of the term of the President, it is expected that the vice-president will succeed in the role of President. The Treasurer will be elected at the time of the Annual Meeting, but will not succeed to the role of Treasurer until the end of that current Fiscal Year. All officers shall serve without compensation.

### Section 3. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date. The acceptance of such resignation shall not be necessary to make it effective. The foregoing provisions of this section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## ARTICLE VIII DUTIES OF OFFICERS

### Duties of Chairperson/President

1. The Chairperson shall preside at the Board meeting and serve as ex-officio, non-voting member of all appointed committees. In addition, shall: prepare the agenda for all Board Meetings.
2. Call any special meetings of the Board he/she deems necessary and notify members of all meetings.
3. Appoint the Chairperson of all committees of the Board except the Executive Committee.
4. Serve as Chairperson of the Executive Committee.
5. Provide leadership for the Board, unify it in its purpose and act at all times in justice and fairness to all.
6. The Chairperson may appoint a member of the Board as Parliamentarian, and that person shall serve in a non-official capacity and not on the Executive Committee.
7. The Chairperson shall serve as Board liaison to the Executive Director, if there is one.
8. The Chairperson shall be directly responsible to the Board.

### Duties of the Vice Chairperson/President

The Vice-Chairperson shall serve in all capacities of the Chairperson when the Chairperson is unable to serve and shall succeed to that office should there be a permanent vacancy; shall assist the Chairperson in carrying out duties, and shall carry out any other special responsibilities assigned by the Chairperson or the Board of Directors.

#### Duties of Secretary

The Secretary shall be responsible for directing the keeping of minutes of all meetings of the Board and such other records, membership lists and documents required by the Board, State and/or Federal authorities; and for notification of the proper persons in case of vacancy in membership.

#### Duties of Treasurer

The Treasurer shall present to the Board the annual budget, monthly financial reports and cause to be kept such books of accounts as are required by the Board. In addition, shall cooperate with auditors, funding sources and the independent CPA and keep the board informed on all financial matters relating to the business affairs of the corporation.

### ARTICLE IX BOARD COMMITTEES

#### Section 1. Action of Committees

The Board must ratify all actions taken by any committee, except in the case where the Board delegates authority to take specific action to a committee. If any action is taken, the committee must report the action to the Board. Quorum and Voting: Fifty percent (50%) of the non-vacant seats shall constitute a quorum at any regular or special meeting of a committee. Each officer committee member is entitled to one vote on all matters to come before the meeting. Decisions of the committee that are not consensual shall be reported as such with a summary of the proponent and opponent considerations.

#### Section 2. Standing Committees

The standing committees of GVCB, Inc. shall be Executive, Finance, and Development. Other committees may be created and functions assigned by the Board as required. Standing committees shall consist of no less than three and no more than six members.

Subject to the ratification of such appointments by the Board, the Chairperson of GVCB, Inc. shall appoint and remove all Standing and Ad Hoc Committee Chairpersons and members. The Chairperson shall be an ex-officio member without vote on all Standing Committees. except for the Executive Committee, where he or she serves as the committee chair with a vote.

#### Section 3. Executive Committees

The Executive Committee shall consist of no less than 4 Board members. It shall consist of Board officers of the corporation and one other Board member appointed by the Chairperson.

The Executive Committee shall report to the full Board on actions taken, and it shall exercise the power of the Board between regularly scheduled meetings provided such action is consistent with the policies previously established by the Board.



#### Section 4. Finance Committees

The Finance Committee shall review and monitor all fiscal matters brought before the Board or Executive Committee. It shall also formulate fiscal policies for the financial management of all programs as well as approve all budgets. The Board Treasurer shall be the Chair of this committee.

#### Section 5.

#### Development Committees

The Development Committee shall be responsible for seeking donations, grants, and funding from all available sources. The committee will acknowledge such funds by any form of communication selected by the committee. The committee shall inform the treasurer of all such funds received and this information shall be included in monthly reports to the GVCB Board of Directors. This committee shall coordinate its activities with the Finance Committee in the monitoring of the overall fiscal aspects of the Corporation.

### ARTICLE X EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICERS

The Board of Directors may appoint a paid Executive Director who will serve as Chief Executive Officer of the corporation. If an Executive Director is appointed, the BOD Chair/President will act as liaison between the Board of Directors and the Executive Director. If the Board of Directors does not appoint an Executive Director, the BOD Chair/President will act as Chief Executive Officer of the corporation.

### ARTICLE XI FINANCIAL REGULATIONS

- a) The fiscal year of GVCB, Inc. shall be August 1 to July 31 of each year.
- b) An annual budget shall be prepared by the Finance Committee and submitted to the Board by the Treasurer at least 90 days before the end of the fiscal year.
- c) There shall be an accounting system maintained which will allow the accumulation, recording and analysis of financial data in accordance with generally accepted accounting principles (GAAP), and in compliance with the regulations of various funding agencies.
- d) If funding sources require, there shall be an annual financial audit by an independent CPA and this audit shall be conducted in accordance with generally accepted auditing standards and in accordance with the regulations of various funding agencies.
- e) An interim financial audit may be performed at times other than annual should the Board deem it necessary, or if a funding source requests it. The corporation shall cooperate fully should any funding source conduct an audit of funds which have been granted to the corporation.
- f) The President, the Band Manager and the Treasurer shall be authorized to establish bank accounts and disburse funds in excess of \$100.00. In the discretion of the board of directors

there may be a petty cash fund established. This fund shall not exceed \$1,000.00 and shall be fully accounted for as in a similar manner of all disbursements. This fund shall be used for small emergency purchases and will be replenished upon proper accounting for expenditures. All expenditures shall contain the appropriate documentation, and be contained within the budget approved by the Board of Directors or authorized by special vote of the Board.

- g) The Corporation will provide fidelity bond coverage for persons authorized to sign or countersign checks or manage sizable amounts of cash.
- h) The corporation shall not contract with any Board member, employee or their families for goods or services without full discussion and disclosure by the Board.

**ARTICLE XII**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

**Section 1. Right of Indemnity**

To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees, and other persons described in the Arizona Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action or in the right of the corporation, by reason of the fact that the person is or was a person described in the Section.

**Section 2. Approval of Indemnity**

On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification.

**Section 3. Advancement of Expenses**

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these By-Laws in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

**Section 4. Insurance**

The corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's or agent's status as such.

ARTICLE XIII  
AMENDMENTS

Amendments to these By-Laws shall require the approval of two-thirds (2/3) the Directors present at a meeting scheduled for this purpose.

Written notice of all meetings where By-Law amendments are to be voted on shall be given to each Director at least five days prior to any vote and such notice shall include a copy of the proposed amendment(s). The format shall be in the following manner: The material to be amended shall be set out with line drawn through the material, revealing the material. The proposed amendment materials shall follow.

*A review of the By-Laws shall be conducted periodically with recommendations for revision reported to the Board for their consideration and approval.*