

MADISON BRASS BAND

Operations of the Madison Brass Band

Published for the Membership

Compiled by Andres Jaan Tack

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This manual is a collection of documents describing the function of the band and of its board. It includes player audition and placement procedures, board operations, by-laws, and other agreements to which full members of the Madison Brass Band are bound.

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Band Member Agreement

August, 2009. Prepared by Gina Braun.

This agreement is between all band members signed below. The agreement is also between the band members and the band board signed below. This band board may (or may not) simultaneously serve in the capacity of a band member.

Article I. MEMBERSHIP IN THE BAND

- A) **A provisional member** is anyone who attends a rehearsal. Concert participation by provisional members is at the discretion of the director. Provisional members do not have voting rights, and are not required to fulfill the "Volunteer or Pay" policy (attached). Performance participation for provisional members is at the discretion of the Musical Director.
- B) **A full member** of the band is an individual who has attended at least ½ of all band rehearsals and concerts within the last year with a minimum of 4 months as a provisional member. As a condition of full membership, individuals must sign the "Volunteer or Pay" form upon initial full membership and yearly thereafter. Failure to do so may result in demotion to provisional membership. In addition, full members have the right to request a leave of absence if needed. A full member who is not on an approved leave of absence and fails to attend 50% of rehearsals for two months can be demoted to provisional membership unless there are extenuating circumstances accepted by the Board of Directors.
- C) **An honorary member** is a person who supports or helps the band, who, following a proposal by the Board of Directors is then elected by a simple majority of the full membership.
- D) In the event that a member needs to resign from the band, they are expected to submit a letter of resignation to the Board in a timely fashion.

Article II. BAND MEMBER RESPONSIBILITIES

- A) **Rehearsal attendance:** Band members agree to attend scheduled rehearsals with punctuality. If a member must miss a rehearsal, advance notice is expected. The director reserves the right to cancel a rehearsal without prior notification if attendance on a given night does not meet the levels needed to sustain a productive rehearsal.
 - 1. Band members who do not attend 75% of the rehearsals preceding a performance will only be allowed to perform at the discretion of the Musical Director.
- B) **Performance attendance:** Band members agree to attend all performances. If a member must miss a performance, advance notice is expected, and a replacement may be placed in their chair for that performance or series. Substitutes for any band member must be cleared with the Music Director. Band members should arrive early for set up and sound check, and remain after the performance to help remove equipment from the performance venue.
- C) **Behavior:** Band members agree to act in a professional manner when representing the band. Band members agree to give their best effort on all rehearsals & performances, during both lead and supporting roles.
- D) **Commitment forwarding:** If a band member is contacted to book an appearance or sign a contract, the proper response is to forward the contact to the band's booking coordinator.
- E) **Member recourse:** Any member with questions/ concerns regarding this contract, their placement within their section, or their responsibilities should feel free to bring their concerns to the Musical Director &/or any member of the Board. All concerns will be given due consideration and handled with appropriate respect.

Volunteer-or-Pay Option

August, 2009. Prepared by Gina Braun.

Madison Brass Band has made incredible progress since we started in 2002, but there is much more that can be done to build our audience, secure our financial stability, find more performing opportunities, and further our organization. The biggest barrier to accomplishing these tasks is time.

The Board of the Madison Brass Band has implemented a “Volunteer or Pay” policy. The goal of the policy is to solicit help to further our organization. Whether you have time OR talent that you can offer, the band can benefit from your input beyond playing your instrument. Friends or family can be “recruited” to lend their talents/time on your behalf. Here are a few of the tasks that need YOU!

- Organize and run a fundraising event.
- Generate and publish ads in Radio, TV, and/or papers.
- Locate a sponsor for visiting brass bands from Britain.
- Write grants for funding for the band.
- Get a paying gig for the band (working with Booking Coordinator).
- Take high-quality photos at concerts, for publication.
- Design a cover and print for our next CD.
- Design and sponsor new U.S. Open Uniforms.
- Serve on a committee to establish a Wis. Brass Band Festival (similar to the Iowa Grand Celebration).

If you don’t have the time or the resources to take on a task, you can make a monetary donation to the band instead (\$50 is the suggested amount.) With that money, we will be able to take the work of volunteering members (such as uniforms) and implement them at lower cost. Those with limited resources (e.g. full-time students) and provisional members are exempt.

Article III. YOUR VOLUNTEER OPTION

Help us keep track of your contribution and refresh our database of contact information by returning the following form as soon as you can (e.g. Next Rehearsal).

Name: _____ Section: _____
Address: _____ Phone Number: _____
_____ E-Mail: _____

- I would like to take on the following task: _____
- I would like to make a monetary donation to the band in place of a task.
 - I am a full-time student and would like to be otherwise exempt from this option.

Player Audition Procedure for Provisional Membership

August, 2009. Prepared by Nathan Pierce.

The Madison Brass Band is always looking for good people to be part of the ensemble. The cardinal principle is good people who will fit into the group. The band would rather have a good person who can play adequately than an egotist who plays perfectly.

Anyone can join in a rehearsal, provided that they:

- E-mail or call ahead the Music Director
- Have an appropriate instrument or arrange to borrow one from the band (no trumpets, french horns, bell-front euphoniums, etc.)
- Understand that music for brass bands is written in the treble clef

The Music Director should send a copy of this procedure explanation to the potential player prior to rehearsal. Otherwise, a copy of this procedure should be given to the potential player at the rehearsal.

At the end of the rehearsal, the Music Director should meet with the new player to determine:

- Whether the person can handle the music
- Whether the person enjoyed the rehearsal

If so, the person is immediately invited to play the next concert series given that there is enough time for the new player to adequately prepare for said concert series and that there is an open seat available in the section that they are auditioning for.

If not, the person is immediately told that the band just is not for him or her.

After the first concert, the Music Director and Board Designee should meet with the section members to decide whether the potential player should continue.

Immediately following the last concert of the series, the Music Director and Board Designee should notify the potential player and the section whether the person may continue with the band as a provisional member.

The Music Director and Board Designee shall arrange to audition the player for placement in the section prior to the next rehearsal. The entire section shall be notified of the decision.

Chair Placement Procedure

August, 2009. Prepared by Nathan Pierce.

No one in the band owns his or her chair. Chair placement is intended first to improve the sound of the band and second to please the player.

From time to time, players may be asked to move within a section. Sometimes players will be moved to a new section (such as from Euphonium to Baritone, etc.).

The Music Director may move players with prior notice and face-to-face contact with all affected players. This can happen before, during, or after a rehearsal or concert series.

The Principal Cornetist and Music Director shall meet with other soloist/section leaders or individual players to express concerns about sound.

The solo player in the section is responsible for the section sound. Upon difficulties, the solo player shall privately meet with players to assist with working out parts and to motivate improvement. Disagreements should be reported to the Music Director and a Designee of the Board of Directors.

Any player may petition the Music Director to move/swap chairs with another member of the band.

In the event that a member of the band wishes to move/swap positions with another member of the band, the Music Director and Board Designee will audition both players to determine if the move is in the best interest of the band and the players involved. The moving of players within the ensemble will be done with the utmost respect to all players who are affected by the move.

Chair placement auditions will be held at the discretion of the music director.

By-Laws of Madison Brass Band, Inc.

August, 2009. Prepared by Paul Meese.

Article I. NAME, MEMBERS AND PURPOSES

Section 1.01 Name.

The name of the corporation is the Madison Brass Band, Inc.

Section 1.02 Members.

The corporation shall have no members.

Section 1.03 Purposes.

The Madison Brass Band, Inc., has been founded for the purpose of rehearsing, performing, and educating the public about brass band music. Rehearsals are conducted by the band under the direction of a qualified director of music, to the purpose of increasing the knowledge of the performers and competence at performing the brass band repertoire. Performances will take place in southern Wisconsin and the Midwest U.S. for the enjoyment and edification of the public.

Article II. OFFICE AND BOOKS

Section 2.01 Office.

The office of the corporation is located in the County of Dane, State of Wisconsin.

Section 2.02 Additional Offices.

The corporation may also have offices at such other places within or outside the State of Wisconsin as the Board of Directors may from time to time appoint or the business of the corporation may require.

Section 2.03 Books.

There shall be kept at the office of the corporation correct books of account of the activities and transactions of the corporation including a minutes book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws and all subsequent amendments hereto, and all minutes of meetings of the Board of Directors.

Article III. BOARD OF DIRECTORS

Section 3.01 Board of Directors.

The business of the corporation shall be managed by its Board of Directors.

Section 3.02 Qualifications of Directors.

Each Director shall be at least 18 (eighteen) years of age.

Section 3.03 Number of Directors.

The number of Directors shall be no more than 5 (five), but in no event shall the entire Board consist of fewer than 3 (three) Directors. The number of Directors may be increased or decreased by action of a majority of the entire

Board, subject to the limitation that no decrease shall shorten the term of any incumbent Director. If there is a mid-term resignation, that seat may be filled, or remain vacant, based on the timing and immediate needs of the band and the Board.

Section 3.04 Election and Term of Directors.

The Directors shall hold office for two-year terms, provided, however, that any Director elected to fill an unexpired term shall hold office only until the next annual meeting at which the election of Directors is in the regular order of business and his/her successor is elected and qualified. Directors may be elected to any number of consecutive terms. To become a Director, a person shall be nominated by a sitting Director and must be elected by a majority of the Band of these members present at the annual meeting.

Section 3.05 Newly Created Directorships and Vacancies.

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason must be filled by a majority vote of the Directors then in office regardless of their number. A Director elected to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business and until his/her successor is elected and qualified.

Section 3.06 Removal of Directors.

Any Director may be removed for cause by majority vote of the Directors then in office regardless of their number, provided at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office.

Section 3.07 Resignation of Directors.

Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the corporation's President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 3.08 Compensation.

Directors shall receive no compensation.

Section 3.09 Due Diligence.

Officers and Directors shall use their best efforts to carry out in good faith the purposes of the corporation as expressed in the Certificate of Incorporation and these by-laws.

Article IV. MEETINGS AND VOTING

Section 4.01 Regular and Special Meetings.

Meetings of the Board of Directors may be held at any place within or without the State of Wisconsin as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. Meetings other than the Annual Meeting shall be held no fewer than 2 (two) times during the corporation's fiscal year. Special Meetings of the Board shall be held whenever called by a majority of the Board of Directors or the President of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 4.02 Annual Meeting.

The Annual Meeting of the Board shall be held in December of each year or at the discretion of the Board at a time and place fixed by the Board, within 18 months of the previous annual meeting. The order of business at the Annual Meeting shall be as follows:

- (a) Calling the meeting to order.
- (b) Proof of notice of meeting or waiver thereof.
- (c) Reading of minutes of last annual meeting.
- (d) Election of Directors.
- (e) Transaction of other business.
- (f) To the extent possible an adoption of the organizational budget for the coming fiscal year.

Section 4.03 Notice of Meetings; Waiver of Notice.

Notice of the place, date and hour of each Regular or Special Meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be emailed to each Director, with receipt confirmation; provided, however, that notice of Special Meetings to discuss matters requiring prompt or emergency action may be sent to him or her:

- (a) via facsimile or email at such facsimile number or email address as he or she may have designated in a written request filed with the Secretary; or
- (b) personally by telephone, no later than 48 (forty-eight) hours before the time at which such meeting is to be held, unless the meeting must be held within 48 (forty-eight) hours.

If any bylaw(s) affecting an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting the bylaw(s) so adopted, amended or repealed, together with a concise statement of the changes made.

Section 4.04 Quorum.

- (a) Unless greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise required by law or by these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.
- (b) Any director may participate in any Meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a Meeting.
- (c) If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 4.05 Voting and Action by the Board.

- (a) In any case in which a Director is entitled to vote, such Director shall have no more than, nor less than, one vote.
- (b) Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. Consent submitted to the Secretary via facsimile or email shall satisfy this written consent requirement. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board or committee. This section shall not be construed to alter or modify any provision of the certificate of incorporation under which the written consent of fewer than all of the members is sufficient for corporate action.

Article V. OFFICERS EMPLOYEES AND AGENTS

Section 5.01 Officers.

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.02 Election and Term of Office.

All officers shall be elected at the first Board meeting after the Annual Meeting by a unanimous vote of the Directors then in office to hold office for a term of two years, and each shall hold office for such term and until his or her successor has been duly elected and qualified.

Section 5.03 President.

The President shall preside at all meetings of the Directors. The President shall be an *ex officio* member of all committees and shall, in general, supervise and manage all of the business and affairs of the corporation, subject to the control of the Board of Directors. The President shall keep the Board of Directors fully informed about the activities of the corporation. He or she shall have the power to sign and execute alone in the name of the corporation all contracts authorized by the Board, unless the Board shall specifically require an additional signature. He or she shall have the power to sign instruments of conveyance in the name of the corporation, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees, subject to the approval of the Board of Directors. The President shall perform all the duties usually incident to the office of President and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 5.04 Vice President.

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall have such powers and perform such duties as may be delegated thereunto by the President or prescribed by the Board of Directors.

Section 5.05 Secretary.

The Secretary shall keep the minutes of all meetings of the Board of Directors and also, unless otherwise directed, the minutes of all meetings of committees in books provided for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of Directors, and all other notices required by law or by these by-laws, and in case of the Secretary's absence or refusal so to do, any such notice may be given by any person thereunto directed by the President or by the Directors upon whose requisition the meeting is called. The Secretary shall have charge of the corporate books and records. The Secretary shall file all written requests that notices be mailed to members at an address other than that which appears on the record of members. The Secretary shall, in general, perform all the duties incident to the office of Secretary.

Section 5.06 Treasurer.

The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation and such books and records as will show a true record of the expenses, losses, gains,

assets and liabilities of the corporation. When necessary or proper the Treasurer shall endorse on behalf of the corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the corporation in such bank or banks or depository as the Board of Directors may designate. The Treasurer shall at all reasonable times exhibit his or her books and accounts to any Director, upon request. The Treasurer shall perform all other duties and acts incident to the office of Treasurer. The Treasurer shall give the corporation security for the faithful performance of his or her duties in such sum and with such surety as the Board of Directors may require, if required to do so pursuant to a resolution duly adopted by a unanimous vote of the Board of Directors.

Section 5.07 Removal of Officers.

Any officer may be removed for cause by a vote of the majority of the entire Board of Directors.

Section 5.08 Vacancies.

If the office of any officer becomes vacant, a successor to fill the unexpired portion of the term may be elected by a unanimous vote of the entire Board of Directors.

Section 5.09 Other Agents and Employees.

The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. Such other Agent or Employee may, but need not, be a Director of the corporation. In the event a Director of the corporation is appointed to a position for which compensation will be paid, said Director's appointment and compensation must be approved by a unanimous vote of the Board of Directors. Other positions, paid or unpaid, may include:

- Assistant Music Director
- Booking Agent
- Communications Director
- Librarian
- Musical Director

All other positions, either permanent or temporary, are designated by the Board and will participate in the Board meetings at the discretion of the President, in a non-voting capacity.

Article VI. FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Article VII. COMMITTEES, ADVISORY BOARD

Section 7.01 Appointment of Committees

The Board may, by resolution adopted by a unanimous vote of the entire Board, establish and appoint standing committees. The President shall appoint a Chairperson of each committee. The powers and mission of each committee shall be defined by the Board in the resolution establishing and appointing the committee.

Section 7.02 Appointment of Advisory Board

The Board may establish an Advisory Board to provide the Directors with guidance on matters including but not limited to fundraising, artistic programming, human resources, financial management, marketing and public relations. If the Board chooses to establish such an Advisory Board, the Board shall appoint members of the community at large to serve thereon. Advisory Board members shall serve at the pleasure of the Board and neither the Advisory Board as a whole nor any individual member thereof shall have power to act for the corporation.

Article VIII. CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 8.01 Funds

Deposits, Checks, Notes and Contracts. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select. The Board shall determine who shall be authorized in the corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 8.02 Pledge of Credit.

No officer or agent of the corporation shall pledge the credit of the corporation for any sum of money without express authority by resolution of the Board of Directors.

Section 8.03 Investments.

The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 8.04 Annual Statement.

The Treasurer shall publish and submit to the Directors at least 15 (fifteen) days before the Annual Meeting, a statement of the physical and financial condition of the corporation, including a consolidated balance sheet showing the assets and liabilities of the corporation and a profit and loss statement covering the preceding fiscal year.

Article IX. INDEMNIFICATION

If a Director or officer of the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such Director or officer of his or her duties for or on behalf of the corporation, then, to the fullest extent permitted by applicable law, the corporation may, by the affirmative vote of a majority of the entire Board of Directors, indemnify such Director or officer for all or any portion of sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein.

Article X. CONFLICTS, AMENDMENTS AND RULES OF ORDER

Section 10.01 Conflicts.

If there be any conflict between these by-laws and the corporation's Certificate of Incorporation, the provisions of the Certificate of Incorporation shall govern.

Section 10.02 Amendments.

These by-laws may be amended or repealed by the affirmative vote of four/fifths of the entire Board at any meeting of the Board of Directors.

Section 10.03 Rules of Order.

All meetings of the corporation shall be conducted in accordance with Roberts' Rules of Order.