

**AMENDED AND RESTATED BYLAWS
OF
THE SAINT CLOUD MUNICIPAL BAND**

THESE AMENDED AND RESTATED BYLAWS (“this Agreement) of the St. Cloud Municipal Band are made and entered into this 16th day of February, 2016, as adopted by the SCMB Board of Directors. These Amended and Restated Bylaws amend, restate, and supersede any and all prior bylaws of this organization.

**ARTICLE I.
NAME, PURPOSE, AND AFFILIATIONS**

Section 1 Name.

The name of the organization shall be **The Saint Cloud Municipal Band**. It is a nonprofit organization incorporated under the laws of the State of Minnesota and may also be referred to as "The SCMB" in this document.

Section 2 Purpose.

The SCMB is organized exclusively for charitable entertainment and educational purposes.

The purpose of this organization is:

- To positively contribute to the musical environment of the St. Cloud community.
- To provide an opportunity for individual musical expression and growth among the membership.

Section 3 Address.

The registered office of The SCMB shall be designated at the Office of the Secretary of State.

**ARTICLE II
MEMBERSHIP**

Section 1 Qualifications for Membership.

A. Any person who is interested in the purpose of The SCMB may be considered a candidate for membership provided:

1. An application/request is made to The SCMB Board of Directors (“The SCMB Board”);
2. The applicant qualifies and performs to the satisfaction of the conductor, and
3. A vacancy exists.

- B. The SCMB Board determines other eligibility requirements and grants membership upon a majority vote.

Section 2. Categories & Privileges of Membership.

- A. The SCMB Board may create different categories of membership.
- B. The SCMB Board may create various privileges within each category of membership. Any categories established shall also designate any rights or privileges.

Section 3. Resignation and Termination.

Any member may resign by filing a written resignation with the Secretary. A member can have their membership terminated by a majority vote of The SCMB Board.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meeting.

The Annual Meeting of The SCMB members is for the purpose of electing members of The SCMB Board of Directors and transacting any other business. The Annual Meeting shall be held at a regularly-scheduled rehearsal in the month of October or November of each year.

Section 2. Notice of SCMB Board Nominees.

At least one week prior to the Annual Meeting, The SCMB Board shall submit to the members a slate of consenting nominees for the members of the Board of Directors to be elected from the Band. Each term shall begin on the first (1st) day of January immediately succeeding the fall election. Additional nominations will be accepted from the floor at the Annual Meeting.

Section 3. Special Meetings.

Special Meetings of the band members may be called at any time by The SCMB Board.

Section 4. Quorum.

At any meeting of The SCMB members, 60% of the members constitutes a quorum.

Section 5. Voting:

Band members may vote only in person; no proxy or absentee votes will be permitted. Each member shall have only one vote.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Board Size and Terms.

- A. The **Board of Directors** (“The SCMB Board”) shall consist of no less than four (4) and no more than eight (8) members of the band.
- B. The term of each Director shall be two (2) years, except that in the first year, one-half of The SCMB Board members shall be elected for a one-year term.
- C. SCMB Board members shall be elected by a simple majority vote of the band members present at the Annual Meeting, and may serve a maximum of three (3) consecutive terms.

Section 2. Board Compensation,

The SCMB Board receives no compensation other than reasonable expenses actually incurred.

Section 3. Board Role.

The executive authority of The SCMB shall be vested exclusively in The SCMB Board, whose powers and duties shall include, among other things, the following:

- 1. Management of the general affairs of the SCMB.
- 2. Management of the financial affairs of the SCMB and establishment of an annual budget.
- 3. The appointment and dismissal for non-officers, assignment of duties and responsibilities, and the fixing of salaries and/or compensations if applicable, for positions as needed.

Section 4. Board Meetings.

- A. The SCMB Board will meet a minimum of six (6) times during each calendar year and may meet at additional times at the discretion of the President, or at the request to the President, by a majority of the current Directors. In the absence of the President, the Vice President will conduct the meeting.

- B. In case of the resignation or absence of the President for three (3) successive meetings of the SCMB Board, or the President's flagrant inaction, the SCMB Board shall, by majority vote at any meeting of the SCMB Board, replace the then-President and elect another member of The SCMB Board to fill out his or her term.
- C. A quorum of at least fifty-percent (50%) of SCMB Board members is necessary for business transactions to take place and motions to pass.
- D. The SCMB Board shall give notice to the Membership of the Band as to the date and place of the Annual Membership Meeting. At least ten (10) days' written notice shall be given.

Section 5. Board Elections, Officers, and Duties.

- A. At The SCMB Board's first meeting, and annually thereafter, The SCMB Board will elect a President, a Vice President, a Treasurer and a Secretary. All officers have the privilege of being re-elected to their position.
- B. There shall be four (4) officers of the Board, consisting of a President, Vice President, Secretary and Treasurer. Their duties are as follows:
 - 1. The President shall:
 - a. preside at all membership, Board, and executive committee meetings;
 - b. be responsible for the employment, evaluation and termination of the band director, with prior approval of The SCMB Board;
 - c. be authorized to sign checks as approved by The SCMB Board;
 - d. provide a report of yearly activities and accomplishments;
 - e. perform other tasks as directed by The SCMB Board.
 - 2. The Vice President shall:
 - a. become acting President, in the event of the absence or inability of the President;
 - b. perform other duties as assigned by The SCMB Board.
 - 3. The Secretary shall:
 - a. be responsible for keeping records of SCMB Board actions, including overseeing the taking of minutes at all SCMB Board meetings, sending out announcements, and ensuring that band records are maintained;
 - b. be responsible for the receipt, response, and preservation of correspondence of the band as directed by The SCMB Board;
 - c. shall take attendance of band members at all rehearsals and performances;
 - d. perform other duties as assigned by The SCMB Board.
 - 4. The Treasurer shall:

- a. ensure that an accurate account be kept of all monies received and disbursed;
- b. ensure that all receipts are deposited in accounts approved by The SCMB Board;
- c. present a financial report to The SCMB Board at least quarterly;
- d. present a yearly written financial report at an Annual Meeting;
- e. keep financial records of the band in a secure manner;
- f. be authorized to sign checks as approved by The SCMB Board;
- g. perform other duties as assigned by The SCMB Board.

Section 6 . Vacancies.

When a vacancy on The SCMB Board exists mid-term, remaining SCMB Board Members may temporarily fill the vacancy with a band member.

Section 7. Resignation and Removal.

- A. Any SCMB Board member wishing to resign must give a written resignation to The SCMB Board. Such resignation will be effective upon receipt of the notice, unless otherwise specified.
- B. A SCMB Board Member may be removed by a three-fourths vote of the remaining Directors.

**ARTICLE V
AUTHORIZATION WITHOUT A MEETING**

Any action that may be taken at a meeting of The SCMB Board may be taken without a meeting when authorized in writing, signed by all of the Directors.

**ARTICLE VI
COMMITTEES**

Ad Hoc committees which may be deemed necessary or useful to further the functions and goals of the band may be established by The SCMB Board.

**ARTICLE VII
AMENDMENT OF BYLAWS**

These bylaws may be amended when necessary by two-thirds majority of the members present. Proposed amendments must be submitted to the Secretary for SCMB Board consideration.

**ARTICLE VIII
NON-PROFIT STATUS**

Section 1.

No part of the net earnings of The SCMB shall benefit any officer of The SCMB, or any private individual or member (except that reasonable compensation may be paid for services rendered to or for the organization), and no Director or officer of The SCMB, or any private individual, shall be entitled to share in the distribution of any of The SCMB's assets upon dissolution of the organization. No substantial part of the activities of The SCMB shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The SCMB shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2.

Upon dissolution of The SCMB, the assets of the organization shall be distributed exclusively to a similar charitable organization designated by The SCMB Board that would then qualify as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IX.
Effective Date of these Bylaws**

These Amended and Restated Bylaws shall take effect upon approval by the membership.

*These bylaws were approved at a meeting of the St. Cloud Municipal
Band members February 15, 2016.*