

AUSTIN WIND SYMPHONY

CONSTITUTION and BYLAWS

First Amendment to Original, Adopted May 23, 2006

Article 1. Name.

This organization shall be called the Austin Wind Symphony.

Article 2. Purpose.

The Austin Wind Symphony shall have two main functions. They are:

1. To educate the community about the music of film and television, and to make readily available to the community a musical organization that can provide entertainment and cultural enrichment.
2. To provide musicians from Austin and the surrounding communities an opportunity to take part in an active performing ensemble for their personal pleasure and musical education.

The goal of the Austin Wind Symphony is to become an active participant in community activities throughout the year. The Austin Wind Symphony shall be operated as a non-profit corporation and shall be entitled to exemption from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now enforced or afterwards amended.

Article 3. Tax Status and Information.

Section 1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6. As a private operating foundation, the Austin Wind Symphony plans on educating the community about film and television music while garnering support through ticket sales, grants, fundraisers such as bake sales, and donations from individual businesses and/or people. The Austin Wind Symphony will most likely lack general public support, as our assets will be completely comprised of money taken in via the aforementioned activities. All money taken in will be used directly for the active conduct of our community education efforts (i.e. costs of music, rental costs for rehearsal space and concert space, etc).

Article 4. Dissolution

Upon the dissolution of this 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 5. Membership.

Section 1. Adult members of the local community are welcome to join the band. High school students will be invited at the discretion of the Band Director. More advanced students from surrounding institutions are also welcome. Membership will be determined by audition for the Band Director. Concert dress shall be determined by the Executive Board and adhered to by the entire membership.

Section 2. Members of the organization can be removed and barred from future participation by two-thirds vote of the Executive Board. A formal meeting must be held to discuss dismissal of a member of the organization, and all discussions regarding dismissals will be kept confidential. Any decisions regarding dismissals are final and binding.

Article 6. Dues.

Dues for membership in the organization shall be set yearly by the Executive Board. Dues will be collected twice a year, and are non-refundable. Any hardship requests by Band members will be taken under consideration by the Executive Board.

Article 7. Officers.

The officers of this organization shall consist of a President, Vice-President, Secretary, Planning and Production Officer, and Treasurer. All are elected at the Annual General Meeting.

Article 8. Executive Board.

The Executive Board shall consist of the officers of the organization.

Article 9. Meetings.

Executive Board meetings of the organization shall be held on or about the first Tuesday of the month while the band is in session. The President or Vice President may call special meetings. On the third Tuesday of the month while the band is in session, all officers, chairpersons and personnel will meet as a whole. The annual General Meeting will be held on the first regularly scheduled rehearsal after January 1, and shall be attended by all officers and committee chairpersons.

Article 10. Election of Officers and Committee Chairpersons.

Section 1. Elections. Officers and Committee Chairpersons shall be elected at the Annual General Meeting to hold office for one year. The President shall appoint a Nominating Committee which shall present a slate of officers to the organization at large at the last rehearsal of the year.

Section 2. Vacancies. Vacancies that occur during the term of office shall be filled by appointment of the Executive Board, and will remain in effect until the next Annual General Meeting.

Article 11. Duties of the Officers, Chairpersons, and other Personnel.

Section 1. President. The President shall preside at all meetings and oversee all other aspects of running the Band including providing coordination among Executive Board and Committee members. In the absence of the President, the Vice-President shall preside. When both the President and Vice-President are absent, the Secretary shall call the meeting to order for the election of a Chairperson Pro Tem.

Section 2. Vice-President. The Vice-President shall take over in the absence of the President and provide support for coordination of Executive Board and Committee members.

Section 3. Secretary. The Secretary shall keep a record of all meetings and distribute written copies at the next meeting. Electronic distribution of meeting minutes is also acceptable, so long as a written copy will be kept for the organization's files. The secretary shall handle all correspondence of the organization.

Section 4. Treasurer. The Treasurer shall handle all receipts and disbursements of money for the organization. The Treasurer shall provide the maintenance of Band bank accounts, write all checks and also prepare and submit all necessary tax forms (if required). The Treasurer shall present a

report at each Executive Board meeting and at the Annual General Meeting. The Treasurer shall also be in charge of collecting all dues and fees assessed to members.

Section 5. Planning and Production Officer. The Planning and Production Officer shall plan and execute all items needed for the production of all individual performances. This includes the printing of programs and tickets, and coordination with the Publicity Committee and Equipment Manager for concert setup.

Section 6. Band Director. The Band Director shall be an ex-officio member of all committees. The Band Director shall be appointed by a special committee designated by the Band President when a vacancy exists. The Band Director shall be responsible to the Austin Wind Symphony Executive Board, and shall have complete responsibility for the musical integrity of the Band. In the event that an Assistant Director is deemed necessary, that position will also be appointed in the same manner as the Band Director.

Section 7. Standing Committees and Chairpersons.

A. Personnel Manager and Recruitment Chair. The Personnel Manager shall keep an up-to-date listing of all current Austin Wind Symphony members including names, phone numbers, addresses, instruments, and committee membership. The Personnel Manager shall organize efforts to recruit new members and verify instrumentation for performances. The Personnel Manager shall maintain the telephone tree, keep a file of inactive members and maintain an accurate weekly record of attendance. The Personnel Manager shall generate an updated membership and Executive Board member listings which will be distributed to all active members as needed. The Personnel Manager shall also keep a record of Section Contacts, and distribute that information to new members.

B. Librarian. The Librarian shall maintain the Austin Wind Symphony music library, and distribute and collect music among individual folders. The Librarian shall make sure new music is marked and ensure that members no longer performing with the ensemble return folders.

C. Equipment Manager. The Equipment Manager shall be responsible for set up and tear down of equipment required for performances, including chairs, lights, podium, and sound system. The Equipment Manager shall maintain such equipment in good working order and if necessary, create committees to assist in the completion of duties. The Equipment Manager shall maintain a written inventory of Band-owned equipment with estimated value as well as storage locations. They shall

also be responsible for the borrowing and return of equipment from other organizations.

D. Public Relations Chair. The Public Relations chair shall work to actively market the organization to the surrounding public. The chairperson will also assist other officers in creating press packets, press releases, and any other information needed by Band members to further our purpose of educating the community. The Public Relations chair may create a Public Relations Committee (two persons), which will publicize the Band's activities and present a written summary of the committee's action at the Annual General Meeting.

E. Fundraising Chair. The Fundraising Chair shall plan and execute means of generating the revenue needed to support the annual budget including locating sponsors, applying for grants and arranging for advertising. The Fundraising Chair may create a Fundraising Committee, which will prepare and present a written summary of its activities at the Annual General Meeting.

F. Historian. The historian shall maintain records of past Band events, concerts, and special activities both in written and pictorial formats. Any mention of the Band in local media pieces shall be permanently retained in the historical records. The historian shall also prepare a yearly scrapbook, including photographs, for display at rehearsals, meetings, and concerts.

G. Section Contacts. Section Contacts will be named through volunteer participation. In the event that there are no volunteers for this position for any specific section, a Section Contact will be selected by the Executive Board. The Section Contact shall be responsible for dispersing music to their section(s), and making sure all parts are covered for concerts, as well as notifying the Librarian if extra parts are needed. The Section Contact will also be responsible for maintaining the telephone tree for their section.

Article 12. Disbursements.

Expenditures shall be authorized by a majority vote of the Executive Board. Expenditures not to exceed \$150.00 will be permitted with the approval of the Band President and one other member of the Executive Board. The Executive Board reserves the right to put a cap on expenditures by the Band Director.

Article 13. Purchases of Equipment.

All purchases for the organization shall become the property of the Austin Wind Symphony.

Article 14. Amendments to Bylaws and Constitution.

This document may be amended at any meeting of the Executive Board by a

two-thirds vote of members present, providing that the proposed change has been read to the organization at large at the preceding meeting.

Article 15. Rules of Order.

The rules contained in Robert's Rules of Order Revised shall govern the Organization in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or special rules of order of this organization.

Article 16. Affirmative Action.

It is hereby affirmed that it is the policy of the Austin Wind Symphony to:

- a) recruit, hire, elect, appoint and select all personnel for its various activities without regard to race, creed, religion, color, national origin, sex, or age and to base all decisions upon the individual's qualifications and ability to perform the work or role assigned consistent with job or role requirements; and
- b) to administer such actions as the sale of tickets, any rentals or purchases, awards for commissioned works, contributions and social recreational functions without regard to race, creed, religion, color, national origin, sex, or age.

The Austin Wind Symphony is committed to the Affirmative Action Program and will ensure full compliance with the applicable Federal and State laws. The fulfillment of such commitment is the responsibility of the Band Executive Board.