

CONSTITUTION OF THE ALEXANDRIA CITIZENS BAND

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CONSTITUTION OF THE ALEXANDRIA CITIZENS BAND

(Adopted in 2023, replacing all prior versions of Constitution and Bylaws of the ACB)

MISSION STATEMENT

The Alexandria Citizens Band provides musical and other educational arts, activities, and supports the citizens of the community in charitable and patriotic causes.

ARTICLE 1 – NAME

The name of this organization shall be: The Alexandria Citizens Band (hereafter referred to as ACB or the Band).

ARTICLE 2 – PURPOSES

The ACB shall be a nonprofit organization established to provide an opportunity for residents of the area to participate in band activities. It shall also supply the area with cultural activities, such as formal concerts and other performances for civic functions. It is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). In the event of dissolution, all assets of this organization shall be distributed only to an organization or organizations exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE 3 – MEMBERSHIP

a. Membership in this organization shall be available without regard to race, color, gender, or creed, without auditions or other tests of musical ability, to any

individual who plays or has played a band instrument and who wishes to avail himself/herself of the opportunities offered by this organization.

b. A person shall become a member by stating his/her desire, consistently attending rehearsals, and participating in performances. Nonrefundable membership dues, the amount to be determined at each annual meeting, will be mandatory for all members of the Band. Dues will be collected annually for each fiscal year.

c. A 3-month probationary period is required for new members, during which time they are expected to consistently attend the scheduled rehearsals. The probationary period does not have any restrictions or special rules, just offers members the opportunity to rehearse and perform with the band on a trial basis before making a full commitment. After the three months, a prospective member is granted full membership and will be asked to pay annual dues.

d. Membership shall be terminated by that member's request. Members are expected to participate regularly in rehearsals and performances. Members may request to become inactive for a specified period of time. Membership may also be terminated at the discretion of the Board resulting from actions or activities deemed detrimental to the ACB. Reinstatement can be made only by petition to the Board and the Conductor.

ARTICLE 4 -CODE OF CONDUCT

Members' Code Of Conduct

a. At all ACB events, including rehearsals and performances, all members shall treat each other with respect and dignity. Each member and all other persons attending ACB events are entitled to an environment free of harassment, bullying, and discrimination. Members shall not be impaired by drugs or alcohol and must not engage in any disruptive conduct. The Board may issue a warning for any conduct inconsistent with the above principles.

b. Failure to adhere to the above Code of Conduct principles or a warning issued by the Board may result in limiting, suspending, or terminating membership.

c. Prior to considering any such action, the Board may conduct informal discussions to address any conduct issues. A member being considered for any such action shall have the following rights:

- (1) To be notified that the Board will consider whether to take any action to limit or terminate continued participation and the grounds for considering any such action no less than 14 days before the Board meeting where the Board will address these matters;**
- (2) To have confidential proceedings;**
- (3) To request that the proceedings be closed;**
- (4) To attend that Board meeting except for any portions closed for discussion; and**
- (5) To submit oral and written testimony, either their own or that of another.**

d. A simple majority of the Board shall prevail in any personal conduct proceedings.

e. If a member's membership is terminated, the Board may decide a period of time after which that individual may submit a written request to the Board to rejoin ACB.

ARTICLE 5 – OFFICERS-AND BOARD

a. The officers shall be a President, a Vice-President, and a Secretary, and a Treasurer.

b. Officers shall be elected by members at the annual meeting. Members may nominate candidates from the floor. Elected officers shall serve for a period of one year, commencing one month after the election date. In the interim, newly elected officers will meet with the existing board members to ease the transition.

Elected officers, other than the Treasurer, may not serve more than three consecutive years in the same office. The Treasurer is not limited to three years in that position.

c. The appointed officers may include, but are not necessarily limited to, a Personnel Manager, a Marketing Manager, a Librarian, and a Historian. These officers shall be appointed by the Board for a one-year term. In the case of a vacancy arising during the term of an appointed officer, the Board shall appoint a new officer for the remainder of the term.

d. The Executive Committee shall be composed of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall have decision-making authority in emergency situations where the full Board cannot meet.

The Board shall be composed of the elected officers, the appointed officers, and the immediate past President. The Board shall meet to determine the business policy of this organization and to assist with financial planning. The Board shall meet at least four times a year, or more often at the request of two Executive Committee members.

e. If the office of President is vacated, the Vice-President will fill the position. A vacancy occurring in any elected office within the term, besides that of President, will be filled by special election.

f. The members may, by 2/3 vote, remove any elected officer from that position. Two weeks notice shall be given in order to call a special vote for removal.

ARTICLE 6 – DUTIES OF ELECTED OFFICERS

a. The President shall be responsible for oversight of all administrative functions of the band and shall preside at all business meetings of the organization and of the Executive Committee, Board, and Appointed Officers. With the advice and consent of the Executive Committee, he/she shall select the appointed officers and the chairpersons of such committees as are deemed necessary to carry out the business of this organization. The President, with the Conductor's concurrence, shall be responsible for scheduling performances. The President may delegate specific responsibilities as appropriate.

b. The Vice-President shall perform all duties of the President in case of temporary disability or absence of the President. He/she shall perform special assignments designated by the President.

c. The Secretary shall keep the minutes of all meetings of the organization and a current copy of the Constitution. He/she shall be responsible for any required notices of meetings. He/she shall also maintain the band's files, whether physical or virtual (e.g., Google Drive).

d. The Treasurer shall keep all financial records of this organization, prepare an end-of-fiscal-year financial statement, all financial documentation needed for grant applications and accountings for use of all grants received as required, prepare annual budgets for approval by the board, prepare all tax returns, and act as purchasing agent for this organization. The Treasurer shall serve as "Business Manager" with responsibilities for filing documents for business licenses, taxes, tax exemption, and relevant governmental requirements. He/she shall handle receipt and payment of bills and all incoming funds .

ARTICLE 7 – DUTIES OF APPOINTED OFFICERS

a. The Personnel Manager shall coordinate recruitment activities, maintain a list of current members with complete contact information, keep attendance at all rehearsals and concerts, advise the President and Conductor of potential absentees, and notify members of schedule changes and emergency cancellations. The Personnel Manager will advise each section in the selection of a Section Leader. The Section Leader shall assist the Personnel Manager by notifying members of schedule changes and shall notify the Personnel Manager of potential absences.

b. The Marketing Manager shall write articles publicizing concerts and other performances, band rehearsals, concerts, and other activities for submission to local and area newspapers, shall arrange for additional forms of publicity (e.g., signs, radio announcements, social media, arts event calendars) for concerts, and shall provide copies of published items to the Secretary or Historian for the archives.

g. The Librarian shall maintain an orderly file and index of music owned by the Band, shall assist in borrowing or purchasing music requested by the Conductor, shall distribute music to members in rehearsal folders, and shall supervise and control all music taken out of the rehearsal area. The Librarian may appoint assistant librarians to assist in carrying out the library function.

- h. The Historian shall maintain an archive of Band history.**
- i. The Grants Manager shall be responsible for researching and applying for appropriate grant programs, including funding by the City of Alexandria and Commonwealth of Virginia. The grants manager shall chair the Grants Committee.**

ARTICLE 8 – FISCAL YEAR

The fiscal year of this organization shall begin on July 1 and end on June 30.

ARTICLE 9 – MEETINGS

- a. There shall be an annual meeting of the full organization.**
- b. There shall be such other meetings as may be called at the discretion of the President or of any two other elected officers.**
- c. Any 10 members of the ACB may, by petition, call for a special meeting.**
- d. At least two weeks' notice shall be given to the members for all meetings. Announcements may be given by announcement at rehearsals and email, supplemented by phone and US Mail, as appropriate.**

ARTICLE 10 – THE CONDUCTOR

- a. The Executive Committee, by majority vote, shall appoint a Conductor, based principally upon a recommendation by a duly appointed Search Committee, taking into account the views of the membership.**
- b. A majority of the Executive Committee may terminate the appointment of the Conductor.**
- c. The Conductor may be paid a stipend, amount to be determined in accordance with an approved budget.**

d. The Conductor shall preside over the Band during rehearsals and concerts, give overall direction and musical instruction to the Band, select musical arrangements to be performed at each rehearsal and concert, select new musical arrangements to be acquired by the Band within available resources, furnish guidance to the President as to the Band's readiness to perform, call special rehearsals that, in his/her judgment are required, and participate, as his/her schedule allows, in special sectional rehearsal or ensembles for the purpose of providing musical instruction.

ARTICLE 11 – COMMITTEES

Committees may be formed at the Board's discretion. These may include, but are not limited to, the following:

a. Nominating Committee

This committee shall be appointed to select nominees for each elective office for the coming year. The Committee shall be composed of at least three members. The Committee's slate of nominees, along with a brief statement about the candidates, shall be presented to the Band members at least one week prior to the annual meeting.

b. Audit Committee

An Audit Committee of three members of the Band, to conduct an annual audit of the Band's financial records and submit a report at the annual meeting.

c. Development Committee

A Development Committee may be appointed with the responsibility to prepare grant applications and to develop other sources of contributed income.

d. Marketing Committee

A Marketing Committee may be appointed to develop opportunities for performances and to publicize band activities.

e. Search Committee

A Search Committee shall be appointed by the President to identify one or more candidates for the position of Conductor, when needed.

f. Grants Committee

The Grants Committee shall assist the Grants Manager and shall advise the board on opportunities for funding.

ARTICLE 12 – REHEARSALS

a. The Alexandria Citizens Band shall rehearse each week on a day, time, and place established by the Executive Committee.

b. Other rehearsals may be called at the discretion of the Conductor or specialty group leader in preparation for an impending performance.

ARTICLE 13 – ENSEMBLES WITHIN THE ACB

With the approval of the Conductor, ensembles may be formed within the Band for the purpose of providing additional opportunities for members to participate and to perform in circumstances that may not be appropriate for the entire Band.

a. The Band’s schedule takes precedence over that of an ensemble.

b. All funds contributed for ensemble performances shall be placed in the Band treasury.

c. All music and equipment purchased with funds from the Band treasury for use by ensembles is deemed property of the Band.

ARTICLE 14 – PARLIAMENTARY RULES

The rules of procedure governing this organization shall be Robert’s Rules of Order, unless in conflict with this Constitution.

ARTICLE 15 – AMENDMENTS

The Constitution of this organization may be amended, or new Bylaws adopted, by a 2/3 majority vote of the members present at any meeting, provided 2 weeks' notice has been given to the members.

ARTICLE 16 – RESTRICTION OF ACTIVITIES

a. No part of the net earnings of the ACB shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Band shall be authorized and empowered to pay reasonable compensation for services rendered, reimbursement of expenditures made on behalf of the Band, and to make payments and distributions in furtherance of the purposes set forth in Article 2 above.

b. No substantial part of the activities of the Band 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.

c. Notwithstanding any other provision of these activities, the Band 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 the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE 17 – BAND PROPERTY

a. No property of the Band, including instruments, equipment, music, shall be lent to any individual or representative of another organization, without the approval of the Conductor and the Executive Committee. Upon such approval, a receipt shall be signed by the individual requestor, including a statement detailing the property lent, the date borrowed, and the required date of return.

b. All borrowed property shall be returned in the same condition as when it was lent. Where appropriate, the Band may require a deposit. Band property should be labeled to show Band ownership.