

Bylaws of Tulsa Community Band, Inc.

Article I

Nature, Purpose, and Operation of the Tulsa Community Band

- 1.1 Nonprofit Organization. Tulsa Community Band, Inc. (TCB) is a 501(c)(3) corporation under the provisions of the Oklahoma Nonprofit Corporation Statutes. As such, it shall have no capital stock and no shareholders and no part of the net earnings, income, or profit shall inure to the benefit of or be distributable to its Directors, members or other private individuals except that TCB may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable purposes.
- 1.2 Purpose. Tulsa Community Band, Inc. is an all-volunteer organization that is organized exclusively to provide rehearsal and concert opportunities for musicians, promote an appreciation of concert band music, provide community service through live and recorded performances and other charitable causes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). TCB is expressly not permitted or empowered to engage, other than in any insubstantial part of its activities, in any activities that do not further one or more of the purposes set forth above, or as otherwise permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- 1.3 Non-discrimination. TCB shall operate without discrimination or prejudice based on race, color, gender, gender identity, or expression, national origin, marital status, age, political affiliation, religious belief or non-belief, sexual orientation, disability or any other characteristic protected by law. TCB is committed to fostering an inclusive, respectful, and welcoming environment for all members, volunteers, and audiences.
- 1.4 Membership. Membership is open to adults 18 years of age or older with high school or higher level of proficiency on their instruments. Musicians under the age of 18 may participate in the Band with written consent of a parent or legal guardian, sponsorship by an adult Band member, and approval of the Principal Conductor. Minor members do not hold voting privileges. Each minor member shall have a designated Adult Sponsor who is a current Band member in good standing. The Adult Sponsor serves as the minor's primary point of support during Band activities. In the event that the Adult Sponsor is unable to attend a rehearsal, performance, or Band-sanctioned event in which the minor

participates, the Principal Conductor shall serve as the substitute responsible adult for that event. The Principal Conductor's responsibility in this role is limited to maintaining a safe rehearsal or performance environment and does not constitute custodial supervision. The Board of Directors shall establish and maintain policies governing the participation, responsibilities, and conduct of minor members and their Adult Sponsors, including procedures for attendance, communication, and expectations when the Adult Sponsor is absent. These policies may be amended by the Board as needed to support the safe and effective operation of the Band.

- 1.5 Confidentiality of Personal Information. Personal information of TCB members, including but not limited to address, phone number, and email address, shall be kept confidential and used solely for internal communication. Such information shall not be disclosed to individuals or entities outside the active membership of the band.
- 1.6 Compliance with State and Federal Law. TCB shall operate in compliance with all applicable state and federal laws.
- 1.7 Rehearsals and Concerts. Rehearsals shall be held regularly at a time and location mutually selected by the Board of Directors and Conductors. A calendar of rehearsal and concert dates shall be maintained by the Principal Conductor and communicated to the public and membership. In the event of cancellation of any scheduled event, band members will be notified in advance. Band members are responsible for notifying a conductor if/when they will be absent from a scheduled rehearsal or performance.
- 1.8 Performance Attire. Performance attire will be prescribed by the Principal Conductor.

Article II

Board of Directors, Conductors, and Appointed Staff

- 2.1 Board of Directors. The Board of Directors is the governing authority of the TCB. The purpose of the Board is to serve and facilitate the activities of the band. The Board of Directors shall serve as the officers of TCB: President, Vice President, Treasurer, Secretary, and Member-at-Large. Each Director may hold only one position. Conductors shall be non-voting participants in Board meetings in an advisory capacity. The Board may appoint additional non-voting members to the service of the TCB as the need is identified. Voting Board members shall be elected by a simple majority of band members present during elections. Voting shall be by a show of hands, unless there is more than one candidate for a

position, and then by written ballot. In the event of a tie, a new vote will be taken after discussion by the band. Elections shall be held at the first available rehearsal of March.

- 2.2 Term of Service of Board of Directors and Succession. Directors shall serve for a term of two (2) years beginning at the April Board meeting following their election. No Director shall serve more than two (2) consecutive terms (totaling four [4] years in the same office. Partial terms of one (1) year or less shall not count toward the term limit. To ensure continuity of leadership, office elections shall be staggered as follows: Odd- numbered years: President, Secretary and Member-at-Large. Even-numbered years: Vice President and Treasurer. Unless removed or resigned, Directors shall remain in office until their successors have been duly elected. Outgoing Directors shall ensure the orderly transfer of all records, materials, and responsibilities to their successors within 30 days of leaving office. At the conclusion of the President's term, the Immediate Past President may serve for one (1) year in a non-voting, advisory capacity to the Board of Directors. The Immediate Past President shall not be a member of the Board of Directors and shall have no governing or fiduciary authority.
- 2.3 Qualification of Directors. Members of the Board of Directors shall be at least 18 years old and have been a member of the band for at least 1 year.
- 2.4 Authority. The Board of Directors shall manage the business and affairs of TCB and may exercise all powers of the organization, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws. The Board of Directors shall have the authority to adopt, amend, and enforce policies, rules, and regulations for the management, operation, and administration in service of TCB, provided such policies are not inconsistent with these Bylaws or applicable law. In carrying out its governance and oversight responsibilities, the Board of Directors shall collaborate with Conductors and Appointed Staff to support the effective and orderly operation of the organization.
- 2.5 Regular Meetings. The Board of Directors shall meet monthly on the first rehearsal of the month, unless rescheduled by the Board, at a time and place determined by the Board. Regular meetings will include reports by each Director, Conductor reports, old and new business, and public comment. A quorum will consist of three or more voting members of the Board of Directors. Any matter receiving a simple majority of all Directors' votes shall be deemed passed. Board meetings are open to all band members. TCB band members may bring issues to the Member-at-Large of the Board of Directors, or may bring it up in the public comment section of the regular meetings. If extraordinary issues arise, the Board may enter an executive session to resolve that issue. Following the executive session, every effort will be made to maintain open and transparent communication with

the band membership on the specific issue. The Board meeting agenda shall be communicated to band members one week prior to the meeting.

- 2.6 Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two voting members of the Board of Directors with notice given to each member of the Board of Directors. Agendas for special meetings will be communicated to band members one week in advance where possible. Approved minutes of each meeting will be communicated to band members no later than the rehearsal following the meeting at which the minutes are approved by the Board.
- 2.7 Telephone and Similar Meetings. Board members may participate in and hold a meeting by means of conference telephone or similar communications equipment in which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.
- 2.8 Action by any Directors Without a Meeting. Any action permitted at a meeting of the Board of Directors may be taken without a meeting if all Directors receive electronic notice and a majority consents in writing. An electronic transmission authorized by a Director constitutes a signed writing. Such consent has the same effect as a majority vote at a meeting. The consent or electronic record shall be filed in the minute book.
- 2.9 Removal. Any voting member of the band may propose the removal of a Board member, Conductor, or appointed staff member. The proposal must be submitted in writing to the Board of Directors and must include the reason(s) for the requested removal. Upon receipt, the Board shall review the proposal at its next meeting and schedule a vote of the general membership. At least ten (10) days' written notice of the proposed removal and the scheduled vote shall be provided to the membership, the Board of Directors, and the individual subject to removal. The individual in question shall be given an opportunity to address the membership prior to any vote. A two-thirds (2/3) vote of the voting members present and voting at the scheduled general membership meeting shall be required for removal. Voting shall be conducted by written ballot. Nothing in this section shall prevent the Board from initiating removal proceedings on its own authority in accordance with applicable provisions of the Bylaws or Oklahoma law.
- 2.10 Resignation. Any Director may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, a resignation is effective upon delivery to the Board.
- 2.11 Vacancies. Any vacancy occurring on the Board may be filled by conducting a special

election in accordance with Section 2.1 or left vacant until the next regular election. Duties of the vacant position may be temporarily executed by another voting Board member until the vacancy is filled.

2.12 Meeting Minutes. Minutes of each meeting will be communicated to band members no later than the rehearsal following the meeting at which the minutes are approved by the Board.

2.13 Duties of Directors.

President

- a. Preside at meetings of the Board and of full band membership.
- b. Oversee public relations of the band.
- c. Pursue suitable locations for rehearsals and concerts, in coordination with the Conductors.
- d. Confirm rehearsal and performance dates, in coordination with the Conductors.
- e. Be familiar with and have access to the band's website and social media accounts.
- f. Call special meetings of the Board when necessary, per section 2.6

Vice President

- a. Assist in President's duties as requested and conduct business of the band in the absence of the President.
- b. Oversee Staff Positions and Chair committees.
- c. Seek willing and able candidates to serve on the Board.
- d. Record minutes of meetings in the Secretary's absence.
- e. Obtain necessary licenses when deemed appropriate, in coordination with the Conductors.

Secretary

- a. Prepare and distribute the agenda for Board meetings with input from other Board members.
- b. Record minutes of meetings.
- c. Maintain a historical record of meetings in a minutes book.

- d. Maintain official copies of operational documents.
- e. Conduct necessary correspondence for the band.
- f. Be familiar with and have access to the band's website and social media accounts.

Treasurer

- a. Maintain and record all financial transactions of the band.
- b. Deposit all monies received into the appropriate account in a timely manner.
- c. Present financial reports to the Board.
- d. Pay bills and reimbursement expenses of the band with required/appropriate authorization of the Board.
- e. Reconcile bank statements and present reconciliations to the Board President for approval in a timely manner.
- f. Prepare and submit required tax returns and other documents to maintain the 501(c)(3) status.
- g. Purchase and distribute band shirts to band members.

Member-at-Large

- a. Present issues of concern from band members to the Board.
- b. Assist other Board members with their duties as needed.
- c. Shall chair the periodic bylaw review committee. Refer to section 5.2.

2.14 Appointed Staff. The Board may appoint persons to perform duties necessary for the functioning of the band. Appointed staff shall serve in their positions until either they or the Board determine a change is needed. Board approval is required for all appointed staff or project volunteers. Conductors may provide input on appointed staff positions.

2.15 Conductors. Conductors shall be recommended by the Board and confirmed by a simple majority of the general band membership by a written yay or nay ballot. Conductors shall be confirmed at such times as the Board designates, or within thirty days of a vacancy.

2.16 Conductor Responsibilities.

- a. Determining music selections, chair set-up diagrams and equipment requirements for rehearsal and concert venues.
- b. Determining seating of players and assignment of parts, in coordination

with section leaders.

- c. Coordinating/scheduling performances and performance venues in coordination with the TCB Board of Directors.
- d. Conducting rehearsals and performances.
- e. Verifying insurance requirements of rehearsal and concert sites.

2.17 Compensation and Reimbursement. Directors, Conductors, and Appointed Staff shall serve on a volunteer basis and shall not receive compensation for their services in these roles. Directors, Conductors, Appointed Staff, and Band Members may be reimbursed for documented, reasonable expenses incurred on behalf of Tulsa Community Band, Inc., subject to Board approval. Any item purchased through reimbursement shall become the property of TCB. Band Members remain financially responsible for their personal instruments and maintenance unless otherwise authorized by the Board. The Board may authorize payment to independent contractors for specific services rendered to TCB. Any compensation paid to a Director, Conductor, Appointed Staff or Band Member for services outside the scope of their volunteer role must be approved in advance in accordance with the Conflict of Interest Policy and applicable law.

2.18 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the TCB in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the TCB may adopt.

Article III

Depositories and Signatures

3.1 Depositories. All funds of the band shall be deposited in the name of Tulsa Community Band, Inc. in such bank, banks or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out by check, debit card, ACH transfer, or other orders signed on behalf of the band by such person or persons the Board of Directors may designate.

3.2 Execution of Legal Documents. All contracts, deeds, and other instruments shall be signed on behalf of the band by the President, or such other Board member or agent as designated by the Board of Directors.

3.3 Board Authority Over Funds. The Board of Directors retains ultimate authority over all assets and/or funds to ensure they are used solely for the organization's tax-exempt purposes, as required by federal law. No assets and/or funds may be used for private benefit or the personal gain of Directors, Conductors, or Appointed Staff. While the Board may delegate administrative duties, no individual may hold or manage accounts without Board authorization. Any unauthorized funds remain the property of TCB and are subject to immediate Board control and oversight.

Article IV

Indemnity and Insurance

- 4.1 Actions Against Directors, Conductors, and Appointed Staff. TCB shall indemnify, to the fullest extent permitted by the Oklahoma Nonprofit Corporation Statutes and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director, a Conductor, or appointed staff member of TCB against liability incurred in the proceeding, if such individual conducted themselves in good faith, and (1) in the case of conduct in their official capacity, reasonably believed their conduct was in the best interests of TCB, (2) in all other cases, reasonably believed that their conduct was at least not opposed to the best interests of TCB, and (3) in the case of a criminal proceeding, had no reasonable cause to believe their conduct was unlawful.
- 4.2 Payment of Expenses of Directors, Conductors, and Appointed Staff. TCB shall pay for or reimburse the reasonable expenses incurred by a Director, Conductors, or appointed staff who is a party to a proceeding because such individual is a Director, Conductor, or appointed staff in advance of final disposition of the proceeding, if:
1. The Director, Conductor, or appointed staff furnishes TCB a written affirmation of their good faith belief that he or she has met the standard of conduct set forth in Article 4.1 above or that the proceeding involves conduct for which liability has been eliminated by the band's Articles of Incorporation; and
 2. The Director, Conductor, or appointed staff furnishes TCB a written undertaking to repay any advances if it is ultimately determined that the Director, Conductor, or appointed staff is not entitled to indemnification.

The written undertaking required by paragraph (2) above must be an unlimited general

obligation of the Director, Conductor, or appointed staff but need not be secured and may be accepted without reference to financial ability to make repayment.

- 4.3 Insurance. TCB may purchase and maintain insurance or enter into any other arrangement to protect TCB and any person, whether or not a Director, Conductor, appointed staff, or agent of the band against any liability asserted against and incurred by the person in any capacity related to TCB or TCB's business or activities, or arising out of the person's status in such capacity, regardless of whether TCB would have the power to indemnify the person against that liability under applicable law or the provisions of this Article IV.
- 4.4 Board approval of indemnification. Any indemnification permitted herein (unless ordered by a court) shall be made by TCB only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct set forth in Section 4.1 has been met. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) by independent legal counsel in a written opinion.

Article V

Amendment of Articles of Incorporation or Bylaws

- 5.1 Amendments. Amendments to these Bylaws may be proposed at any time by members of the Board, or submitted to the Member-at-Large of the Board of Directors by any voting member of the band. Proposed amendments shall be reviewed by the Board to ensure clarity, legality, and consistency with the mission and operations of the band. After Board approval, at a regularly scheduled Board meeting, the proposed amendments shall be communicated to the full band membership for their review at least one week prior to the rehearsal at which a vote will be taken. Amendments to these Bylaws shall require a two-thirds (2/3) vote of voting band members present at a regular rehearsal provided that proper previous notice has been given. Amendments take effect immediately upon adoption unless the amendment itself specifies a later effective date.
- 5.2 Periodic Review of Bylaws. These bylaws shall be regularly reviewed by a sub-committee established by the Board of Directors every four years from the most recent periodic review. The sub-committee should be chaired by the Member-at-Large, and the committee shall consist of no less than four and no more than six current voting band members. If amendments are needed, the committee will follow the above amendment process. If no amendments are deemed necessary, the committee will communicate that

decision to the Board and band membership.

Article VI

Dissolution

Upon dissolution of the 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. Any such assets not disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the Principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.