

# **Bylaws of the Los Alamos Community Winds**

## **Article I - Name**

1. This Corporation shall be named "The Los Alamos Community Winds" and shall be known herein as the Corporation.

## **Article II - Objectives**

The objectives of this Corporation shall be:

1. To provide Los Alamos area musicians with an outlet for creative performance and a venue for showcasing individual musical talent;
2. To provide a quality performing ensemble for the Los Alamos community with an emphasis on wholesome family entertainment in an artistic and aesthetic environment;
3. To provide student musicians in the Los Alamos community with a model of good quality and accomplished ensemble performance;
4. To promote public awareness of the importance of music, the arts, and other cultural events both as entertainment and as artistic endeavors;
5. To assist the Los Alamos community in promoting itself as a thriving arts and cultural community;
6. To instill and sustain the American heritage of concert band music at community festivals, commemorations, and other public gatherings.

## **Article III - Membership and General Meetings**

1. Membership in the Corporation shall be open to any and all wind and percussion musicians of any age who can demonstrate a minimum proficiency in musical performance.
2. The right to vote, make motions, second motions, place names in nomination, hold office, be nominated for and/or serve on any committees shall be open to all members in good standing of the LACW.
3. Any person performing in the Corporation on a "regular basis" shall be considered a member in good standing.

4. "Regular basis" shall constitute attendance at three or more rehearsals immediately prior to any previous concert in the past year, and performance on that concert.
5. General Meetings of the membership of the Corporation will be held at such times as the President determines one is needed, provided that it is held in conjunction with (before, during, or after) a regularly scheduled rehearsal. A quorum for a General Meeting shall consist of one quarter of the members in good standing.
6. Special Meetings of the membership of the Corporation may be called by the President to occur at times and places other than regularly scheduled rehearsals. Special Meetings will be announced to the membership at least 48 hours before they occur. A quorum for a Special Meeting shall consist of one half of the members in good standing.

## **Article IV - Board of Directors**

1. Subject to the limitations of the Articles of Incorporation and the laws of the State of New Mexico, all corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be controlled by, a Board of Directors.
2. The number of Directors of the Corporation shall be three (3).
3. Each Director shall serve as one of the Officers of the Corporation as described in Article V.
4. Membership to the Board of Directors shall begin at the start of the member's term as an Officer and shall end with the completion of that term as Officer or with his or her resignation as an Officer.
5. Meetings of the Board of Directors shall be at times and places as agreed to by all three (3) Directors. The Board may exclude other members of the Corporation from its meetings as it deems appropriate.
6. Vacancies in the Board of Directors shall be filled per the bylaws pertaining to the filling of vacancies for Corporate Officers.

## **Article V - Officers and General Duties**

1. The Officers of the Corporation shall be a President, a Secretary, and a Treasurer.
2. The general duties of the President shall be to serve as Chief Executive of the Corporation; provide general supervision, direction, and control of the Corporation; preside at all meetings of the Corporation; and enforce observation of these Bylaws.

3. The general duties of the Secretary shall be to keep written records of the proceedings conducted at the various meetings of the Corporation; keep and store all records of the Corporation; and be responsible for the correspondence of the Corporation. The Secretary may also serve as Temporary President in the absence of or following the resignation of the elected President.
4. The general duties of the Treasurer shall be to keep and maintain accounts of the funds and properties of the Corporation; handle all monies received by the Corporation; and make or authorize all expenditures on behalf of the Corporation. The Secretary may also serve as Temporary President in the absence of or following the resignation of the elected President and elected Secretary.
5. The general duties of the Temporary President shall be those of the President but limited to maintaining current operations of the Corporation and presiding over a special election for a new President.
6. Elections of Officers will be held annually between March 1st and May 31st of each year. The exact date of elections will be selected by the President and announced to the membership at least two weeks prior to the selected date. Elections are to be held at a General Meeting of the Corporation if at all feasible. Nominations for election as an Officer may be collected by the President in advance of the election or may be taken from the floor on the date of the election. Only members in good standing may vote in elections.
7. Newly elected Officers shall assume their Office immediately upon election unless, at the time elections were called, the President who called the elections set a specific date for new Officers to assume their Office. Such a date must apply to all Officers and must be on or before May 31st of the year of the election.
8. A vote to remove an Officer may be brought to the floor by any member and seconded by another member at any General Meeting. Such a vote will be held no less than one and no more than three weeks after it has been seconded at a General Meeting as scheduled by the President. A three quarters vote by the membership is required to remove an Officer from his or her Office.
9. Vacancies resulting from either resignation or removal of Officers shall be filled by a special election within thirty (30) days of the vacancy. In the event of a vacancy in the Offices of Secretary or Treasurer, the President shall appoint a member to fill that role until the special election is held. In the event of a vacancy in the Office of the President, the Temporary President shall serve until a special election is held. The rules governing special elections shall be the same as for annual elections except that Officers elected in special elections shall assume their office immediately. Officers elected in special elections shall serve until the next annual election.

## **Article VI - Executive Committee**

1. There shall be an Executive Committee that shall consist of the Officers and others appointed by the majority vote of the Board of Directors and chaired by the President. Appointments shall last until new Officers assume their office following an annual election. Appointments to the Executive Committee may be rescinded prior to their normal conclusion by a unanimous vote of all three members of the Board of Directors. Duties and responsibilities of members of the Executive Committee who are not members of the Board of Directors shall be by agreement with the Board of Directors.
2. The Board of Directors shall make an appointment of one member to the Executive Committee who will serve as Musical Director. Should the position of Musical Director become vacant, the Board of Directors shall endeavour to fill the position in a responsible and timely manner.
3. The Executive Committee shall be responsible for handling the operations of the Corporation. Decisions made by the Executive Committee shall be by majority vote unless otherwise specified. The vote of the President shall break tied votes.
4. The Executive Committee shall meet at times and places as called by the President. The frequency of meetings shall be at least once a quarter. A quorum of the Executive Committee shall consist of more than half of the members of the Executive Committee. Meetings of the Executive Committee shall be open to all members; however, their participation may be limited by the Executive Committee.
5. The first order of business at all meetings of the Executive Committee shall be to review the activities of the Corporation since the last meeting of the Executive Committee so that these activities may be recorded in the minutes of the meeting. Proceedings from all General Meetings and any other standing or ad hoc committees held since the last Executive Committee meeting shall also be reviewed at this time.

## **Article VII - Specific Duties of Officers and the Musical Director**

1. The specific duties of the President shall include the following:
  - (a) Call and preside over General Meetings, Special Meetings, Meetings of the Board of Directors, and Meetings of the Executive Committee.
  - (b) Make appointments to any and all standing and ad hoc committees besides the Executive Committee.
  - (c) Be a member *ex officio* of any and all standing and ad hoc committees.

- (d) Make any and all commitments on behalf of the Corporation except those required by the Secretary and Treasurer for the fulfillment of their duties or those specifically delegated to another.
- (e) Lead the Executive Committee in the preparation and passage of an annual budget. Ensure that the budget is enforced by the Officers and Members of the Corporation.
- (f) Ensure that the Corporation has a Registered Agent.
- (g) Review all reports filed with the agencies of the governments of the State of New Mexico and the United States of America.

2. The specific duties of the Secretary shall include the following:

- (a) Keep and archive minutes from all General Meetings, Special Meetings, Meetings of the Board of Directors, Executive Committee Meetings and meetings of all other standing and ad hoc committees.
- (b) Prepare and file Corporate Reports as required by the Public Regulation Commission of the State of New Mexico.
- (c) Prepare and distribute all other Corporation correspondence except that delegated to another by mutual agreement.
- (d) Maintain an archive of items from activities of the Corporation including, but not limited to, newspaper articles about the Corporation, programs and other materials from Corporation activities, recordings of Corporation performances, copies of all Corporation correspondence and other corporate records.

3. The specific duties of the Treasurer shall include the following:

- (a) Keep accurate and detailed accounts for funds belonging to the Corporation.
- (b) Collect all monies received by the Corporation and deposit it into an appropriate account.
- (c) Track all receipts and expenditures against the budget passed by the Executive Committee and ensure that budgetary limits on expenditures are not exceeded.
- (d) Keep accurate and detailed records for all goods donated to the Corporation.
- (e) Assist the Secretary in preparing correspondence given in receipt for all goods and monies donated to the Corporation.
- (f) Keep records of and serve as custodian for all property owned by the Corporation. Custodial responsibilities for Corporation property may be delegated to others with the concurrence of the President.

- (g) Prepare and file all financial reports required by the agencies of the State of New Mexico and the United States of America in a timely manner.
  - (h) Prepare an annual financial report by March 31st of each year detailing the receipts and expenditures of the Corporation for the past calendar year.
4. The specific duties of the Musical Director shall include the following:
- (a) Select times, places, and music for performances given by the Corporation, subject to review by the Executive Committee.
  - (b) Select times and places for regular rehearsals, subject to review by the Executive Committee.
  - (c) Assign musical parts to members for rehearsals and performance. This responsibility may be delegated to others by mutual agreement.
  - (d) Serve as conductor at rehearsals and performances. This responsibility may be delegated to others by mutual agreement, subject to review by the Executive Committee.

## **Article VII - Budget**

1. The Executive Committee shall plan the finances of the Corporation by developing and passing an annual budget detailing expected revenues and expenditures. The budget shall be balanced in that the initial balance plus expected revenues must equal or exceed anticipated expenses.
2. The Treasurer and President are responsible for ensuring that the Corporation adheres to the budget. The Treasurer is responsible for tracking revenues and expenses against the budget and providing status updates to the Executive Committee periodically.
3. The budget may include an entry for miscellaneous expenses to which small cost overruns in other items may be charged. The Treasurer may transfer leftover funds allocated to expenses that were less in actuality than was anticipated to the miscellaneous expenses category for appropriate use. Revenues that exceed expectations may also be transferred by the Treasurer to the miscellaneous expenses category for appropriate use.
4. The budget may be revised by the Executive Committee during the budget period in order to meet unforeseen circumstances.
5. Once passed by the Executive Committee, the budget will be made available to the membership by an appropriate means.

6. The normal period for a budget shall be July 1st through June 30th. The Executive Committee may alter this budget period if it is deemed necessary.
7. The Corporation is forbidden from assuming any general debt or from borrowing money. The Corporation may owe other persons or corporations monies as a consequence of the normal purchasing of goods and services.

## **Article IX - Ammendments to Bylaws**

1. Any member in good standing may propose an ammendment to these Bylaws by preparing it in writing and submitting it to the President.
2. A majority of the Board of Directors must then agree to put the ammendment to a vote by the membership. If the Board of Directors so agrees, the President shall present the proposed ammendment to the mebership at a General Meeting held at the soonest opportunity. The President shall then also schedule a vote by the mebership on the proposed ammendment at a General or Special meeting not less than one and not more than three weeks from its presentation to the mebership.
3. Adoption of the proposed ammendment shall require a two thirds (2/3) vote by the members at the announced General or Special meeting. The quorum for such a vote shall be one half (1/2) of the membership of the Corporation.

## **Article X - Applicability**

1. These revised Bylaws shall become effective immediately after elections of Officers are held in 2006. These Officers will assume their Office and their membership on the Board of Directors at that time and be governed by these Bylaws.
2. The previous Bylaws shall remain wholly in effect until the 2006 election of Officers is held.

Bylaws approved March 7, 2006.

A handwritten signature in cursive script that reads "Robert A. Pelak". The signature is written in dark ink and is slanted slightly to the right.