

**By-Laws
Of
New Bern Band Club, Incorporated**

This document supersedes all other by-laws created and adopted by the New Bern Band Club, Incorporated. This document was created by the Board Members in office as of September 5, 2006.

Article I.
Purposes and Power

The purposes for which this corporation was formed and the powers which it may exercise are set forth in the Articles of Incorporation of the New Bern Band Club, Incorporated.

Article II.
Principal Office

The principal office of the Corporation shall be located in the City of New Bern, Craven County, North Carolina. The Corporation may also have such offices at such other places within or without the State as the Board of Directory may from time-to-time determine.

The mailing address of the Corporation shall be Post Office Box 12563, New Bern, North Carolina 28561-2563.

The physical address of the Corporation shall be the office of the New Bern High School Band Director at 4200 Academic Drive, New Bern, North Carolina 28562-2599.

The Corporation shall keep at the principal office of the Corporation, complete records and books of account and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and addresses of all members of the Corporation.

Article III.
Membership and Dues

Section 1.

The only kind of membership of this organization shall be general membership. The following requirements will be met by the membership:

1. Be the parent of a member of the New Bern High School Band, or
2. Be the parent of a member of the instrumental music organization of a “feeder” school, or
3. Be an adult interested in promoting the interest of the New Bern High School Band and its “feeder” instrumental music organizations.

Section 2.

If the Board of Directors determines a need to assess dues, the Board of Directors will determine the amount per member and announce the dues to the membership at the annual meeting in June and at the first meeting of the general membership in August.

When dues are payable, they will be paid to the Treasurer of the New Bern Band Club, Incorporated. The Secretary, in any event, will maintain a list of all members of the Corporation and when appropriate, issue a membership certificate or card at the time of the acceptance and upon payment of the specified dues.

Section 3.

No property rights shall accrue to any member or person and in case of dissolution, all property or assets, after payment of debts, shall accrue to the benefit of the New Bern High School Band in care of the Band Director, provided however, no incorporator or member shall be personally, or individually liable for any debts or obligations of the Corporation.

Article IV.

Directors and Officers

Section 1.

WHO MAY VOTE OR HOLD OFFICE: Any member who is a parent of a current band student shall be eligible to hold elective office, nominate or vote at meetings, and each member shall be entitled to only one vote. Only one member of a family may hold office as a Board Member at any given time.

NUMBER: The business of this Corporation shall be conducted by a Board of eleven directors. The Band Director is an ex-officio member of the Board of Directors.

ELECTION: At the last meeting of the school year, directors will be elected to a one year term. Only one member of a family who has a student currently enrolled in the band program may hold office as a Board member.

Section 2.

ATTENDANCE: Board Members are expected to attend all meetings of the Board of Directors and General Membership. Any Board member who fails to attend three (3) consecutive meetings of the Board of Directors may be removed from the Board at the discretion of the remaining members of the Board of Directors, unless just cause for failure to attend can be found. Warning of thee (3) consecutive absences will be mailed or emailed within one (1) week of third (3) absence. Notification of possible removal will go out one (1) month prior to board vote.

Section 3.

PERFORMANCE OF DUTY: Board Members are required to perform their duties as defined, in Article VI, in a professional and timely manner. If a Board Member is not able to do this, then that Member will be required to resign from their position or will be voted from that position by the Board Members.

Section 4.

VACANCIES: Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining Directors shall appoint to fill the vacancy until the next annual meeting of the general membership.

Section 5.

ELECTION OF BOARD MEMBERS: The President shall appoint a nominating committee. The Chairman of that Committee shall present a slate of nominees at the annual meeting in May. The floor will be open for any other nominations. Nominations shall be presented and elected at the June General Membership Meeting. Those elected will assume their duties immediately in June of the current year.

Section 6.

ELECTION OF OFFICERS: Immediately after each election of Directors, the Board shall hold a regular meeting and organize by the election of a President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Parliamentarian; each of whom shall hold the office until the election and qualification of his/her successor.

Section 7.

BOARD AND GENERAL MEMBERSHIP MEETINGS: Meetings of the General Membership and the Board of Directors will be held on the first Tuesday of each month, when possible. The Board of Directors meeting will convene at 6:00 PM or at such other time as the Board may determine. The General Membership meeting will convene at 7:00 PM or convene immediately following the adjournment of the Board meeting.

Section 8.

SPECIAL MEETINGS: A special meeting of the Board of Directors shall be held whenever called by the President or a majority of the Directors. And all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, or otherwise, and shall state the business to be transacted and the time and place of the meeting.

Section 9.

NOTICE OF BOARD MEETINGS: Notice of the regular or special meeting of the Board shall be mailed to each Director three (3) days prior to the time of such meeting when possible, or Board members may be notified by telephone or email.

Section 10.

QUORUM: A majority of the serving Board of Directors, which includes at least two (2) officers, shall constitute a quorum at any meeting of the Board.

ARTICLE V.

Duties of Directors

Section 1.

MANAGEMENT OF BUSINESS: The Board of Directors shall have general supervision and control of the affairs of the New Bern Band Club, Incorporated and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the business and guidance of the members, officers, employees, and agents of the New Bern Band Club, Incorporated. It shall be their duty to require proper records be kept of all business transactions.

Section 2.

The Board of Directors may require the Treasurer and all other officers, agents, and employees charged by the Corporation with responsibility for the custody of any of its funds or negotiable instruments to give adequate bonds. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors, and the cost thereof shall be paid by the New Bern Band Club, Incorporated.

Section 3.

AUDITS: An audit of the financial records and fund raising records shall be conducted biannually or more frequently at the discretion of the Board of Directors. This audit is to be an internal audit conducted by the Vice President, Assistant Treasurer, and Band Director, one other member of the Board and one member at large. Selection of the additional member shall be at the discretion of the President. Selection of the Member at Large will be made from a list of volunteers by the Board, excluding the President. Three persons shall constitute a working quorum. All records are to be placed with the Band Director prior to the audit meeting. All members are to review the results before a report to the President.

If an internal audit reveals serious problems (discrepancies of more than \$300.00), the Board is directed to seek an outside audit or advice.

Section 4.

AGREEMENTS WITH MEMBERS: The Board of Directors shall have the power to carry on the business of the Corporation in such manner as shall best protect the interest of the members and shall be consistent with the purpose of the Corporation as set forth in the Charter of the Corporation.

Section 5.

DEPOSITORY OF FUNDS: The Board shall designate the depositories for the fund of the New Bern Band Club, Incorporated.

Article VI.

Duties of officers

Section 1.

DUTIES OF THE PRESIDENT: The President shall: (1) preside over all meetings of the New Bern Band Club, Incorporated and the Board of Directors; (2) shall call special meetings of the Board of Directors; (3) perform all acts and duties usually performed by an executive and presiding officer; and (4) sign all papers of the Board of Directors, provided however, that the Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the Corporation. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 2.

DUTIES OF THE VICE-PRESIDENT: In the absence or disability of the President, the Vice-President shall perform the duties of the President, provided however, that in case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect his/her successor. The Vice-President shall perform such other duties as may be assigned by the Board of Directors.

Section 3.

DUTIES OF THE SECRETARY: The Secretary shall keep a complete record of all meetings of the New Bern Band Club, Incorporated and of the Board of Directors; shall give notice of meetings as provided by these by-laws; shall maintain all books, records, and papers of the Corporation, except such as shall be in the charge of the Treasurer, Assistant Treasurer, or some other person authorized to have charge thereof by the Board

of Directors; and shall record and maintain a record of the names of members attending meetings of the general membership and shall prepare all correspondence for the Board of Directors and shall perform such other duties as may from time-to-time be assigned by the Board of Directors.

Section 4.

DUTIES OF THE ASSISTANT SECRETARY: In the absence or disability of the Secretary, the Assistant Secretary shall perform the duties of the Secretary, provided however, that in case of death, resignation, or disability of the Secretary, the Board of Directors may declare the office vacant and elect his/her successor. The Assistant Secretary shall perform such other duties as may be assigned by the Board of Directors.

Section 5.

DUTIES OF THE TREASURER: The Board Member holding this office shall receive and deposit within seven (7) days, disburse and pay by date specified on invoice all Corporation funds and debts. He/She shall keep an accurate and detailed record of all receipts and disbursements which record shall at all time be subject to inspection by ANY member of the Board of Directors. He/She shall deposit any and all Corporation funds coming into his/her hands in such bank of banks as may be designated by the Board of Directors. No other member of the Corporation shall receive or disburse funds of the Corporation other than the Assistant Treasurer unless specifically directed to do so by the Board of Directors. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

Section 6.

DUTIES OF THE ASSISTANT TREASURER: In the absences or disability of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer, provided however, that in case of death, resignation, or disability of the Treasurer, the Board of Directors may declared the office vacant and elect his/her successor. The Assistant Treasurer shall perform such other duties as may be assigned by the Board of Directors.

Section 7.

DUTIES OF THE PARLIAMENTARIAN: The Parliamentarian shall advise the members of the Board of Directors and the general membership on matter of procedures in all meetings; keep order during meetings; and, maintain, for reference a copy of Robert's Rules of Order, newly revised by Henry M. Robert. The Parliamentarian shall perform such other duties as may be assigned by the Board of Directors.

Article VII.

Members Meetings

Section 1.

FISCAL YEAR: The fiscal year of the New Bern Band Club, Incorporated shall commence on the first day of July and end on the last day of June each calendar year.

Section 2.

ANNUAL MEETING: The annual meeting of the members of the New Bern Band Club, Incorporated shall be held on the first Tuesday of June. Provided, however, this date may be changed by a vote of the Directors.

Section 3.

SPECIAL MEETINGS: Special meetings of the members of the Corporation may be called at anytime by order of the Board of Directors.

Section 4.

NOTICE OF MEETINGS: Notice of every regular and special meeting of members shall be prepared and mailed or emailed at least three (3) days prior to the date of the meeting to the last known mailing or email address of each member before each meeting. Such notice shall state the object or objects thereof and the time and place of meeting and at the discretion of the Board of Directors, may be given by telephone or by publication in a newspaper of general circulation in the city where the principal place of business of the Corporation is located at least three (3) days prior to the meeting or by posting on the Band Director's website.

Section 5.

QUORUM: At least three (3) officers and a total of ten (10) members, officers included, shall constitute a quorum for the transaction of the business at any meeting of the corporation except for the transaction of business concerning which a different quorum is specifically provided by law or by these by-laws; but in the event a quorum is not present, such meeting shall be adjourned from time-to-time by those present until a quorum is obtained.

Article VIII.

Order of Business

ALL MEETINGS: The order of business at all meetings of the Board of Directors or of the General Membership shall be, as appropriate:

- A. Call to Order
- B. Roll call of officers/members and designation of quorum
- C. Reading of minutes of previous meeting not yet approved
- D. Report of Officers
- E. Report of Standing Committees
- F. Report of Special Committees
- G. Unfinished Business
- H. New Business
- I. Adjournment

Article IX.

Amendments

ALTER, AMEND REPEAL: The by-laws may be altered, amended, or repealed an any new by-laws adopted by a majority of the members present at any regular meeting or special meeting if at least three (3) days written notice is given of the intention to alter, amend, or repeal, or adopt new by-laws at such meeting with the proviso that the altered, amended, or new by-laws shall not go into effect until after the close of the annual meeting. However, the majority of the members present my change the effective date of the altered, amended, or new by-laws to go into effect prior to the specified date.

Article X.

Standing Committees

STANDING COMMITTEES: The following standing committees shall be established and made part of the by-laws of the New Bern Band Club, Incorporated and shall be chaired by the designated Board Officer:

- Chaperone Committee - Band Director
- Entertainment Committee - President
 - a. food
 - b. hospitality
 - c. banquet
- Telephone/Email Committee – Assistant Secretary
- Concession Committee – Treasurer
- Pit Crew Committee – Vice President
- Sign/Plaque Committee – Treasurer
- Prop Committee – Vice President
- Publicity Committee – Assistant Secretary
- Newsletter Committee – Secretary
- Uniform Committee – Band Director
- Sewing Committee – Band Director
- Special Projects Committee – Assistant Treasurer
 - a. Fruit sales
 - b. Homecoming BBQ
 - c. Annual Yard Sale(s)
 - d. Other fundraisers