



# **BLUFFTON SYMPHONIC BAND CONSTITUTION AND BY-LAWS**

# CONSTITUTION OF THE BLUFFTON SYMPHONIC BAND

## 1. NAME AND MISSION

- a. This name of the Corporation is the Bluffton Symphonic Band, hereinafter referred to as BSB.
- b. Its mission shall be to contribute positively to the musical environment of the community by promoting musical education, appreciation and opportunities for musical expression and growth through public performances, rehearsal and other educational activities.
- c. The band is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code.
- d. The Principal office legal address of the BSB shall be revised by majority vote of the Board at any time deemed necessary by the Board President.

## 2. MEMBERSHIP

- a. Categories of membership. There shall be two categories of membership.
  - i. Performing Members – Those who participate as a musician with the BSB.
  - ii. Honorary Members – Those who have assisted and helped the band on a regular basis in ways other than performance.
- b. Qualifications for Membership
  - i. Any person who is interested in the purposes of the BSB may be considered a candidate for membership provided that:
    1. The applicant qualifies to the satisfaction of the conductor.
  - ii. S/he shall remain a member as long as s/he shows musical competence and agrees to the conditions of membership as stated in the By-laws.
  - iii. All members shall comply with the provisions of the By-laws of the BSB.
- c. Nondiscrimination
  - i. Membership, office, and participation in all activities, programs and benefits of the BSB shall be open without regard to race, color, religion, sex, origin, disability or social or economic status.

## 3. BOARD OF DIRECTORS

- a. Executive Authority. The executive authority of the BSB is vested with a Board of Directors whose duties will include:
  - i. Management of the general affairs of the BSB, taking all action that is compatible with the best interest of the BSB.
  - ii. Management of the financial affairs of the BSB, and establishment of an annual budget.
  - iii. Replacement of members of the Board of Directors who are unable to complete their term of office.

- iv. The establishment of a schedule of rehearsals and concerts, in conjunction with the conductor.
- v. The appointment and dismissal of the conductor and the assistant conductor is subject to the approval of the Performing Members.
- vi. The power to establish reasonable compensation or other payments to the conductor, the assistant conductor, and any other persons or entities providing service to the BSB.
- vii. The power to delegate to officers, and to committees of the Board, such powers and duties as it may seem fit.
- viii. Directors shall serve without compensation.
- b. Titles- The Board of Directors shall consist of:
  - i. Eight elected members who must be members of BSB, including:
    - 1. President
    - 2. First Vice President
    - 3. Vice President of Financial Development
    - 4. Vice President of Operations
    - 5. Secretary
    - 6. Treasurer
    - 7. Librarian
    - 8. Vice President of Publicity
  - ii. Two appointed members, including:
    - 1. Conductor
    - 2. Assistant Conductor
  - iii. Each member of the board shall have one vote.
- c. Election of Board Members
  - i. Nominations for Board membership shall be taken by the Nominating Committee from the Performing Membership at the Annual Meeting to take place two weeks prior to the dress rehearsal for the spring concert.
  - ii. Nominations for the office of President must be from within the existing Board membership in order to ensure knowledge and continuity of BSB business. Nominations for other elected Board positions shall be from the Performing Members of at least one year.
  - iii. Elections shall be held at the rehearsal one week prior to the dress rehearsal for the spring concert.
  - iv. All Performing Members who are present at the rehearsal are eligible to vote in the election.
  - v. Members of the Board shall be elected using the following process.
    - 1. The Elected Directors shall be divided into two groups- group A and group B, which will be elected in alternating years for two-year terms.

2. Group A consists of the First VP, VP of Operations, and Treasurer. Group B consists of the President, VP of Financial Development, Secretary, and VP of Publicity.

#### 4. MEETINGS

- a. Meetings of the Board of Directors may be called at the discretion of the President or at the request of any member of the Board. Each member of the Board shall have one vote, regardless of the number of positions held. A majority of the entire Board will be necessary to constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board. When a quorum is present, it is not broken by a subsequent withdrawal of any directors.
- b. Business concerning the full BSB membership will be conducted at the beginning of rehearsal, or immediately after the break.
- c. Special meetings of the Performing Membership may be called at any time by a majority of the Board of Directors.
- d. A majority of the Performing Members who are present in person at any meeting duly called, will constitute a quorum. When a quorum is present, it is not broken by the subsequent withdrawal of any Performing Members.
- e. At all meetings of Performing Members, all matters shall be decided by a majority vote of the Performing Members present in person and entitled to vote, except the election of directors, which shall be by a plurality vote of the Performing Members present and entitled to vote, and except as otherwise provided in this Constitution or the Bylaws.

#### 5. DISSOLUTION

- a. Upon dissolution of this Organization, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

#### 6. AMENDMENTS

- a. Any provision of this Constitution may be amended or repealed by a favorable vote of three-fourths of the Performing Members present and voting at a duly called meeting of the Performing Membership. Previous notice of a proposed amendment to this constitution, along with a copy of the proposed amendment, must be presented to the BSB membership at least 30 days or three rehearsals prior to voting, whichever is less.



# BY-LAWS OF THE BLUFFTON SYMPHONIC BAND

## 1. Membership

### a. Rights and Duties of Members

- i. Each Performing Member shall be issued and shall abide by the Handbook and Code of Conduct.
- ii. Each Performing Member shall have the right to one vote at membership meetings. This right shall cease upon termination of membership.
- iii. Performing Members and Honorary Members have the right to attend and actively participate in BSB social functions.
- iv. Performing Members and Honorary Members shall have the right to participate in BSB standing and ad hoc committees.
- v. Performing Members of at least one year shall have the right to run for elected office.
- vi. All Performing Members have the right to attend and participate in Board and committee meetings. They do not have the right to vote at these meetings.
- vii. All Performing Members are encouraged to positively contribute both musically and administratively to the success of BSB. Administrative contributions may include serving on the Board or a committee of the Board or otherwise providing assistance to further the purposes of the BSB.
- viii. Honorary Members are accepted by the Board of Directors.
- ix. No member shall be entitled to share in the distribution of BSB assets in the event of dissolution of BSB. These assets shall be transferred to a 501(C)(3) entity selected by the Board of Directors.

### b. Attendance

- i. Attendance shall be taken at every rehearsal and concert by the Secretary, or, in his/her absence, by the someone designated by the Secretary.
- ii. Members may be dropped from the roster for excessive absences, unless they have notified the Section Leader that they are taking a leave of absence.
- iii. At the sole discretion of the Conductor, members may be excluded from a concert performance or principal players assigned to non-principal parts for excessive absences.
- iv. Members shall advise the Conductor, Assistant Conductor or their section leader in advance (except in the event of an emergency) if they will be absent from a rehearsal or performance.
- v. Excess absence shall be defined as three consecutive absences, or absence from 1/3 or more rehearsals for a scheduled performance.
- vi. If a member is absent from two consecutive rehearsals or nearly 1/3 of the rehearsals for a scheduled performance, the Secretary shall notify the Section Leader of such absence, and the Section Leader shall contact the member prior to the next scheduled rehearsal to discuss the absence and to advise the member that he/she may be excluded from the next performance (or reassigned to a non-principal part, if

applicable) if there are additional absences from rehearsal.

c. Rehearsals

- i. Rehearsals shall be held on Tuesday evenings from 7:15 p.m. – 9:00 p.m. in the May River High School Band Room, or such other location as shall be determined by the Board.

d. Concert Dress

- i. Concert dress shall be determined by the Board and adhered to by the performing membership.

e. Concerts

- i. Concerts outside of the BSB membership area shall require the approval of the performing membership. For this purpose, the BSB membership area means Beaufort and Jasper Counties.

2. BOARD OF DIRECTORS – Duties and responsibilities.

a. President

- i. To preside at all Board and membership meetings.
- ii. To coordinate activities for the BSB.
- iii. To recommend appointments of ad hoc committees as needed. To work with committee chairs.
- iv. To prepare an annual budget jointly with the Treasurer with the approval of the Board.
- v. To represent the BSB at outside meetings.

b. First Vice President

- i. To be the Historian for the BSB; to keep a record of articles/announcements published regarding the BSB.
- ii. To be the Newsletter Editor.
  1. To periodically distribute a newsletter to the full BSB membership and patrons/sponsors of the BSB.
  2. To collect articles from the BSB for the newsletter.
- iii. To assist with BSB activities.
- iv. To perform all duties of the President in his/her absence.
- v. To act as chair of the Nominating Committee.

c. Vice President of Financial Development

- i. To coordinate the activities of the Fundraising Committee.
- ii. To prepare and submit grant applications as approved by the Board.
- iii. To solicit donations from the general public in accordance with state and local rules.
- iv. To coordinate the activities of selling Ads in our Playbills.
- v. To make sure QR Codes and other fundraising techniques are used.

d. Vice President of Operations

- i. To arrange for use of facilities required by the Band for rehearsals and concerts.
- ii. To arrange for transportation of equipment to and from venues.
- iii. To coordinate set-up and break-down of equipment for rehearsals and concerts.

e. Treasurer

- i. To set up and maintain a bank account.
- ii. To collect and deposit contributions from donations.
- iii. To make payments due to outside organizations.
- iv. To keep records of all BSB credits and debits.
- v. To prepare financial reports each quarter as requested by the President.
- vi. To coordinate the filing of required tax forms.
- vii. To coordinate the submission of any required forms for non-profit status.
- viii. To coordinate the submission of any required forms for obtaining or maintaining insurance policies and riders.
- ix. To prepare an annual budget jointly with the President with the approval of the Board.

f. Secretary

- i. To maintain an up-to-date membership roster including email addresses, mailing addresses and telephone/text numbers.
- ii. To be responsible for minutes of all Board meetings and membership meetings and to provide copies of these minutes to all Board members.
- iii. To be responsible for all BSB correspondence. Copies of all BSB correspondence to be kept in a paper or digital format.

~~g.~~ Vice President of Publicity

- i. To coordinate a committee to work on publicity.
- ii. To send announcements of concerts to news media.
- iii. To create and maintain a website and coordinate the content with the webmaster.
- iv. To determine and implement other means of promoting increased attendance at concerts, and recognition of the BSB in the community including Facebook and other social media accounts.

h. Conductor

- i. To act as musical director and principal conductor for all rehearsals and performances.
- ii. To select and place orders for new music for the BSB library within the budget set by the Board.
- iii. To facilitate concert programming and narrations for each concert.
- iv. To direct the Librarian(s) in maintaining the BSB music library.
- v. To arrange for substitute or guest conductors and guest artists, subject to the approval of the Board of Directors, and to prepare the assistant conductor and any substitute conductor for rehearsals and concerts.
- vi. To establish a schedule of rehearsals and concerts with the approval of the Board.
- vii. To determine eligibility of performing members of the BSB.
- viii. To select section leaders and determine the instruments in each section.

i. Assistant Conductor

- i. To perform all the duties of the Conductor in his or her absence.



- j. Librarian(s)
  - i. To coordinate the Library Committee.
  - ii. To organize and maintain music in the BSB Library.
  - iii. To assist the conductor in duties related to distribution and collection of music.
  - iv. To order new band folders and library supplies as needed, within the budget determined by the Board.

### 3. STANDING COMMITTEES

- a. Publicity Committee – Under the direction of the Vice President of Publicity.
  - i. To prepare and distribute press releases to local news media.
  - ii. To prepare and post flyers and posters for performances.
  - iii. To send announcements of concerts to news media, produce flyers for concerts, arrange for cable TV coverage, arrange for photos as needed, tape and video record concerts if desired, prepare programs for concerts, maintain the website, and determine and implement other means of promoting increased attendance at concerts and otherwise assist the Vice President of Publicity.
  - iv. To prepare the Playbill for each concert working in conjunction with the Fundraising Committee who will supply advertising information.
- b. Fundraising Committee – Under the direction of the Vice President of Financial Development.
  - i. To plan and manage fundraising activities for the BSB, including, but not limited to sale of merchandise, conducting raffles, personal solicitations, and solicitations and preparation of corporate foundation grants.
  - ii. To solicit advertising to be used in the Playbills and working with the Publicity Committee to have them placed in the Playbills.
- c. Nominating Committee
  - i. Solicits and accepts nominations of candidates for the positions on the Board of Directors for the annual elections.
- d. Newsletter Committee – Under the direction of the First Vice President.
  - i. To periodically print and distribute a newsletter to the full BSB membership, and patrons/sponsors of the BSB.
  - ii. To collect articles from the BSB membership for the newsletter.
- e. Section Leaders – Each section leader will be responsible for:
  - i. Determining seating within the sections, taking into consideration musical ability, needs of the BSB and seniority.
  - ii. Making sure all section members get the appropriate music.
  - iii. Contacting the members in his/her section in the event emergency phone calls, emails or text messages must be made.
  - iv. Assisting the Secretary with attendance in his/her section
  - v. Receiving notification from section members of planned absences from rehearsals or concerts and notifying the conductor of planned absences in the section.
  - vi. Confirming that prospective members within the section are aware of the procedures



for membership.

vii. Informing the section about Board or conductor announcements.

#### 4. MISCELLANEOUS

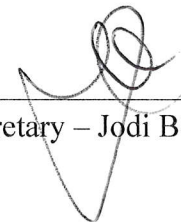
- a. Fiscal Year. The fiscal year shall commence on the first day of July and end on the last day of June, or such dates as the Board shall determine.
- b. Amendments. Any provision of these by-laws may be amended or repealed by three fourths of the Performing Members entitled to vote.
- c. The Board may adopt, use, or alter a corporate seal.
- d. The President or his/her designee shall act as the statutory agent for the band and is authorized to sign and acknowledge all instruments requiring signature on behalf of the BSB.
- e. All checks, drafts, or orders of payment of money may only be signed by the President or Treasurer. Any checks, drafts, or orders of payment of money will be reported to the Treasurer within 7 days of issuance along with any invoice or receipt. Any single expenditure over \$500.00 (Five Hundred Dollars) requires majority approval of the Board. Written approval may be electronic and any such approval will be maintained by the Secretary as a permanent record. The Treasurer shall maintain the corporate checking account.
- f. Copies of the Articles of Incorporation, Constitution and By-Laws, Meeting Minutes, Treasurer's reports or other such materials relating to the operation and corporate actions of the BSB shall be retained as pdf files for text documents, excel documents for Treasurer's reports, and where possible, hard copies. All Board members will receive a current copy of the Articles of Incorporation and By-Laws upon election to the Board or upon revision of such.

## CERTIFICATE

The undersigned, duly elected President and Secretary, respectively, of the Bluffton Symphonic Band, a South Carolina Corporation (non profit 501(c)(3) status pending), do hereby certify that the above and foregoing are the Constitution and By-Laws of this Corporation duly and regularly adopted by the Corporation Directors.

In WITNESS WHEREOF, we have hereunto set our hand this 13<sup>th</sup> day of January, 2026.

  
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President – Michelle Lindberg

  
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Secretary – Jodi Berezin