

BYLAWS OF THE MILE HIGH FREEDOM BANDS

Adopted 1 September 2016

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Article I: Name

The name of this organization shall be the **Mile High Freedom Band**, hereinafter referred to as "Mile High Freedom Bands", "Mile High Freedom Band", "MHFB", or "band".

Article II: Mission Statement

As the preeminent LGBT instrumental music organization of the Rocky Mountain region, the Mile High Freedom Bands perform musical events that engage, excite, educate, and entertain audiences and develops performers of all abilities. The Mile High Freedom Bands are committed to making a positive contribution to the LGBT and other communities through all performances and activities.

Article III: Membership

§ 3.1 Categories of Membership

The categories of band membership shall be a) Active, b) Inactive, or c) Support.

§ 3.2 Active Membership

Active band members must be in support of the band mission statement, current on all dues obligations, and in fulfillment of rehearsal attendance requirements as defined by the board. The board reserves the right to modify or waive membership dues.

§ 3.3 Inactive Membership

Inactive band Members must provide notice of their intent to be inactive and remain in support of the band mission statement. Payment of dues is not required, and voting privileges are suspended.

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§ 3.4 Support Membership

Support membership applies to all non-performing support members of the band. Support members must be available to actively support the band by fulfilling any obligations to which they have agreed. Payment of dues is not required and support members have no voting privileges.

§ 3.5 Regular Membership Meeting

A regular meeting of the band membership will be held once per fiscal year. A minimum four week notice is required for the regular membership meeting.

§ 3.6 Special Membership Meetings

Special meetings of the band membership may be called either with a) the approval of a simple majority of the board or b) by a simple majority of active members present at any given rehearsal. A minimum two week notice is required for special membership meetings

§ 3.7 Conducting Membership Meetings

All meetings of the band membership shall be conducted by the President of the board. Standard parliamentary procedures as stated in Robert's Rules of Order, Newly Revised will be utilized. Each active member shall have one vote on matters before the membership. All decisions of the band shall require a simple majority vote unless otherwise required by these Bylaws.

§ 3.8 Termination of Membership

The board may suspend or expel a member for cause after an appropriate hearing before the board by simple majority vote.

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§ 3.9 Member Information Privacy

The membership list of the band shall be open to the board, active members, and support members. This list will include names, ensembles, instruments, and contact information for each active, inactive, and support member. Members can opt out of the publishing of their contact information by request to the board. Mailing lists and all other membership list details shall be open only to the board and appointed staff of the band, and other such persons as specifically authorized by the board. Information on dues and scholarships shall be restricted to the board executive committee only. Under no circumstances may any membership information be used for non-band purposes.

§ 3.10 Representatives of the Band

No member, other than an elected or appointed board member, shall present themselves as an official representative of the band unless they are specifically authorized to do so by the President or by majority vote of the board. No member shall use the name, logo, or other marks associated with the band for any purpose, business or otherwise, unless authorized to do so by the President or by majority vote of the board.

Article IV: Ensembles of the Band

§ 4.1 Standing Ensembles

The band shall consist of three standing ensembles: a concert band, a swing band, and a marching band. The names and marketing of these ensembles shall be determined by the board or their designees.

§ 4.2 Chamber Ensembles

Small performing groups may be established within the organization with the approval of the board and Artistic Director. The board will have specific policy on the formation, operation, and termination

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of chamber ensembles. All chamber ensemble members must be active members of the band unless otherwise specified by the board.

§ 4.3 Artistic Leadership

Artistic leadership in all band ensembles is led by an appointed Artistic Director. The Artistic Director is the musical leader of all ensembles and shall be responsible for the overall artistic development of the organization. Duties of the Artistic Director are outline in § 5.4.1 of these Bylaws.

Article V: Board of Directors

§ 5.1 Composition of the Board of Directors

The Board of Directors, herein referred to as the "board", shall consist of at least five elected and at least one appointed members. Changes to the composition of the board requires simple majority approval of the active band membership at a regular membership meeting or special membership meeting called for that purpose.

§ 5.1.1 Elected Board Officers

The elected officers of the board shall consist of President, President-Elect, Vice President, Secretary, Treasurer, and four Members-at-Large.

§ 5.1.2 Presidential Transition

The President-Elect shall serve a one year term. At the end of that term, the President-Elect shall automatically become President and serve a two year term in that position.

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§ 5.2 Qualifications of Board of Directors

Elected board members must be active members in good standing for a period of at least four months immediately preceding the election and must maintain active status throughout their term on the board.

§ 5.3 Duties of Elected Officers

§ 5.3.1 President

The President shall be the Chief Executive Officer of the band and its official representative.

The President shall both chair and preside at board meetings and regular membership meetings, but will not preside over elections.

§ 5.3.2 President-Elect

The primary responsibility of the President-Elect shall be to learn all duties and responsibilities of the President in preparation for assuming that position. The President-Elect shall serve a term of one year. If an individual currently holds another position on the board and is nominated and elected as President-Elect, they shall hold both positions concurrently until the end of the President-Elect term, at which point they will assume the office of President.

§ 5.3.3 Vice President

The Vice President shall assume the responsibilities of President in the event of absence or incapacity. Areas of regular responsibility for the Vice President shall include, but not be limited by the following:

- a) Actively recruit new membership,
- b) Maintain membership information and communication,
- c) Administer membership databases and information,

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- d) Administer membership policies and regulations, and
- e) Maintain and distribute the official band roster as provided in these Bylaws.

§ 5.3.4 Secretary

The Secretary shall document and maintain all records pertaining to and resulting from official business of the band. Areas of responsibility shall include, but not be limited by the following:

- a) Record minutes of all meetings of the board and band,
- b) Maintain all correspondence, and
- c) Collect and maintain items of historical interest relating to the band.

§ 5.3.5 Treasurer

The Treasurer shall be the Chief Financial Officer of the band. The Treasurer shall perform all duties normally associated with the office and serve in an oversight capacity for the Bookkeeper. Areas of responsibility shall include, but not be limited by the following:

- a) Ensure accuracy of systematic financial records for assets and liabilities of the band,
- b) Review financial reports and statements produced by the Bookkeeper,
- c) Present financial reports to the board and membership at all meetings,
- d) Collect and deposit all band funds which may include funds mailed to the band at its official address, and review disbursements made by the Bookkeeper,
- e) Verify the filing of taxes and other legal financial and insurance documents, and
- f) Review all budgets managed by the Bookkeeper.

§ 5.3.6 Members-at-Large

The Members-at-Large represent the interests of the band and conduct projects and accept duties as assigned by the board.

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§ 5.4 Appointed Members

The board holds the authority to assign individuals as Appointed Board Members by simple majority vote of the board. The board may add or remove positions not specifically authorized by these Bylaws by two-thirds majority approval of the elected board. Appointed members may be from the community or the band and shall become active band members at the time of their appointment.

§ 5.4.1 Artistic Director

The Artistic Director shall be the musical leader of the band and shall be responsible for its artistic development. The Artistic Director shall make recommendations to the board on proposed concerts, and shall make final decisions on repertoire and concert programs. The Artistic Director may, with approval of the board, arrange for guest conductors and artists. The Artistic Director shall, in cooperation with the President, serve as an official spokesperson in the community. The Artistic Director shall serve as an appointed board member in an ex-officio, non-voting capacity.

§ 5.4.2 Bookkeeper

The Bookkeeper shall be an appointed staff member of the band hired on the authority of the board. The Bookkeeper will be responsible for all items related to managing the finances of the band including tracking all financial items, preparing regular reports to the board on the financial status of the band, issuing payments to vendors and other responsibilities as defined by the board. The Bookkeeper will serve as appointed staff, but not as a member of the board, and shall hold no voting or ex-officio privileges.

§ 5.4.3 Business and Event Coordinator

The Business and Event Coordinator is responsible for coordinating all of the band's business operations under the guidance and supervision of the board. The Business and Event

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Coordinator will have the authority to sign contracts, confirm reservations, speak on behalf of the board on all business matters, manage volunteers and events, and any other duties as assigned by the board. The Business and Event Coordinator shall serve as an appointed board member in an ex-officio, non-voting capacity.

§ 5.4.4 Immediate Past President

The immediate past President of the board shall serve as an appointed board member in an ex-officio, non-voting capacity for one year immediately following the end of their term.

§ 5.4.5 Other Ex-Officio Members

Any other individual with a contractual relationships with the band may, at the board's discretion, be invited to serve as an ex-officio, non-voting member of the board during the term of their contract.

§ 5.4.6 Appointed Member Contractual Relationship

Appointed Members are considered independent contractors and not employees of the band. No person shall hold an employee-employer relationship with the band. The board shall determine the length and terms of any contracts with Appointed Members.

§ 5.5 Elections

Officers of the board shall be elected annually with positions to be elected as specified in §5.6.3, Staggering of Terms. The chair of the Nominating Committee shall preside over all board elections.

§ 5.5.1 Notification of Election

A minimum of four weeks notice must be given to the band for all board elections.

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§ 5.5.2 Voting Procedures

Each active member shall have one vote per position to be filled. The procedures of cumulative voting and proxy voting are specifically prohibited. Absentee balloting is permitted but not required. If absentee balloting is used, it shall be in accordance with the procedures included with the notification of the elections.

§ 5.5.3 Regular Elections

Regular elections shall be held annually in conjunction with the regular membership meeting as defined in §3.5.

§ 5.5.4 Emergency Elections

In the event that the membership of the board falls below the required number of elected members, the remaining board, or in their absence an appointed member, shall be bound by these Bylaws to notify the band of a special emergency election to fill all vacancies in elected positions. This election will take place at least two weeks after the first notification. Proper election procedures as defined in these Bylaws shall be utilized at the emergency election.

§ 5.6 Term

§ 5.6.1 Length of Term

The term of all board members elected at a regular election shall begin on the first day of the next fiscal year following their election and shall last two years, with the exception of President-Elect who shall serve a term of one year. Board members elected in an emergency election shall begin their term immediately and shall last until the end of the current fiscal year.

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§ 5.6.2 Number of Terms

The number of consecutive or non-consecutive terms a board member may serve shall not be limited.

§ 5.6.2.1 Consecutive Presidential Terms

If the individual currently holding the office of President wishes to run for an additional consecutive term, he or she can be nominated for President-Elect. If elected, this individual shall concurrently hold the office of President and President-Elect.

§ 5.6.3 Staggering of Terms

Terms shall be staggered one year apart as follows:

- President (if necessary), Vice President, Secretary, and two Member-at-Large positions shall be elected in odd numbered years.
- President-Elect, Treasurer, and two Member-at-Large positions shall be elected in even numbered years.
- If the President-Elect is unable to assume the Presidency for any reason or if the President-Elect position is vacant, then President shall be elected in odd number years.

§ 5.7 Quorum and Voting

§ 5.7.1 Quorum

A quorum for the purpose of transacting business shall be defined as a simple majority of elected board members.

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§ 5.7.2 Voting

Each individual shall have one vote, with the exception of the President who shall only vote to break a tie. In the President's absence, the presiding board member shall not vote, except to break a tie. Appointed members are not permitted to motion or vote. All decisions of the board require a simple majority vote unless otherwise specified herein.

§ 5.8 Powers and Duties of the Board

§ 5.8.1 General

Except as specifically noted, the power to determine policy, with regard to business dealings, artistic functioning, band operations, and the appointment of all individuals and committees shall be vested in the board. The powers of the board exist in the board's meetings as a group and not in individual board Members, or members of the band except as delegated by the board. Without limiting the foregoing general powers, the specific powers and duties outlined in this section of the Bylaws shall be given to the board.

§ 5.8.2 Appointment of Vacancies

The board may appoint interim board members to fill vacancies until the next regular election by simple majority vote with the exception of a vacancy in the office of President.

§ 5.8.3 Presidential Vacancies

In the event of a vacancy in the office of President, the order of succession shall be: President-Elect (if the position is not vacant), Vice President, Secretary, Treasurer. This individual will assume the office of President and shall serve until the next regular election. Should none of these individuals be able to assume the office, an emergency election must be called in accordance with § 5.5.4 of these Bylaws.

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§ 5.8.4 Executive Sessions

The board may hold executive sessions to discuss personnel or other sensitive matters. An executive session is entered by a simple majority vote of the elected board members present. Any such session shall be open only to elected board members and to other persons specifically authorized to be present by the majority vote of the board. No official board action may be taken in an executive session. Any official action or vote of the board must be taken after reconvening in an open session. Records of executive session discussions are exempt from public notification and not recorded as part of regular board meeting minutes.

§ 5.8.5 Committees

The board may form standing and/or ad hoc committees to serve the purpose of the band and appoint the chairs of each committee.

§ 5.8.6 Committee Service

The board may require that each board member serve on at least one standing or ad hoc committee, or be excused from such duty by a majority vote of the board. An elected board member shall serve on all committees that involve the establishment and implementation of policies or procedures of the band. The President is specifically exempt from this requirement.

§ 5.8.7 Evaluation

The board shall conduct a comprehensive survey at least once each year among the band membership. Topics of survey include, but are not limited to, the performance of appointed members, performance of the board, music selection, and all aspects of band performances since the previous survey. Results will be made available to all members and the information obtained will be evaluated by the board.

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§ 5.9 Board Meetings

§ 5.9.1 Regular Meetings

Regular meetings of the board shall be held at least ten times per fiscal year. The band shall be given at least two weeks' notice of the date, time and place of any regular board meeting.

Board meetings shall be open to all active members, who may attend as observers unless invited to participate by the board.

§ 5.9.2 Special Meetings

Special meetings of the board may be called from time-to-time, by the President or by a simple majority of the elected board. The President will give at least three days notice to the board. If these notice requirements are not met, the meeting is invalid unless those not present sign a written waiver of notice, consent to hold such a meeting, or approve the minutes. All such waivers, consents, or approvals shall be made a part of the minutes of the meeting. The band is not required to be notified of special board meetings.

§ 5.9.3 Conducting Regular and Special Meetings

Roberts' Rules of Order, Newly Revised shall govern the parliamentary procedure of all meetings of the board.

§ 5.9.4 Conducting Action Without a Meeting

Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the next meeting of the board.

§ 5.10 Standing Committees

Standing committees of the board shall include, but not be limited to:

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§ 5.10.1 Executive Committee

The Executive Committee consists of the President, Vice President, Treasurer, Secretary, and other appointed members as determined by the board. This committee shall have the power to act on behalf of the board between regular meetings. The board shall have the power to reverse any decision of the Executive Committee by a two-thirds majority of the elected board. The President shall chair this committee.

§ 5.10.2 Finance Committee

This committee shall be in charge of raising funds, developing the annual budget, and asset management for the band. The Treasurer shall chair this committee.

§ 5.10.3 Nominating Committee

This committee shall make recommendations to the board as to candidates for board election which are then confirmed by the board for inclusion on the ballot. It shall also carry out all election procedures as defined by these Bylaws, including the solicitation and collection of nominations for elected board positions. All members of this committee must be active band members and are appointed by the board. No member of this committee may be a member currently nominated for a position on the board.

§ 5.11 Compensation of Elected Board

The elected board members shall serve their offices without salary. The board may authorize the payment of the reasonable expenses incurred by board members in the performance of services on behalf of the band.

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§ 5.12 Removal or Recall

§ 5.12.1 Removal for Cause

Any elected board member may be removed at any time for cause by an affirmative vote of a two-thirds supermajority of those board members present at any meeting. Notice of intent to remove a board member must be included in the meeting notice as prescribed by § 5.9 of these Bylaws.

§ 5.12.2 Removal for Non-Attendance

Any board Member who accumulates three absences in one term without delivering satisfactory explanation to the board prior to such meetings may be removed by the affirmative vote of a simple majority of the board member present at the meeting following the third absence, without prior notice that this is to be included on the agenda.

§ 5.12.3 Recall by the Members

Any board Member may be recalled by the active members of the band at a special meeting called solely for that purpose. Notification requirements for special meetings as defined in § 3.6 of these Bylaws must be met. It shall take a two-thirds affirmative vote of the active members present at such a meeting to effect recall, providing a simple majority of the active band members are present.

Article VI: Fiscal Year

The fiscal year for the band shall begin on September 1 and end on August 31 of the following year.

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Article VII: Amending the Bylaws

These Bylaws may be amended upon affirmative vote of a two-supermajority of the elected board and two-thirds affirmative vote of the active membership present at a regular or special membership meeting called for that purpose, providing that a majority of the active members are present. The intent to vote on proposed Bylaw amendments must be included in the notification of the meeting as specified by § 3.5 or § 3.6 of these Bylaws. Amendments shall be amended to the Bylaws in Article X, leaving original passages in place with strike-through text formatting.

Article VIII: Governing Authority

The band shall be governed by the laws and authority of the State of Colorado. Colorado non-profit law shall supersede any provisions of these Bylaws. In case of conflict with Colorado law, only the conflicting provision shall be deemed to be superseded and all other provisions of these Bylaws will remain active and in full force.

Article IX: Ratification

§ 8.1 Certification of Ratification

These Bylaws were ratified by a properly noticed and held meeting of the active band members on August 25, 2016. These Bylaws are effective as of September 1, 2016.

Article X: Amendments

There are no amendments to these Bylaws that have been ratified by the band.