



Desert Winds  
Freedom Band



# - BYLAWS -

Adopted

January 12, 2002

Amended

July 31, 2003

# BYLAWS OF THE DESERT WINDS FREEDOM BAND

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<b>ARTICLE I</b>	<b>NAME</b>	<b>1</b>
<b>ARTICLE II</b>	<b>STATEMENT OF PURPOSE</b>	<b>1</b>
<b>ARTICLE III</b>	<b>MEMBERSHIP - Classes</b>	<b>1</b>
3.1	Categories of Membership	1
	3.1.1 Performing	
	3.1.1.1 Prospective Membership (non-voting)	1
	3.1.1.2 Active Members (voting)	1
	3.1.2 Support	
	3.1.2.1 Band Aides	1
3.2	Requirements for Active Membership	1
3.3	Regular Membership Meetings	1
3.4	Special Membership Meetings	1
3.5	Conducting Band Meetings	2
3.6	Ensembles within BAND	2
3.7	Committees of the Membership	2
3.8	Termination of Membership	2
3.9	Control of Membership and Mailing Lists	2
<b>ARTICLE IV</b>	<b>BOARD OF DIRECTORS</b>	<b>2</b>
4.1	Constitution of the Board of Directors	2
4.2	Qualifications of Elected Directors	2
4.3	Elections	2
	4.3.1 Notification of Election	3
	4.3.2 Rules for the Conduct of Election	3
	4.3.3 Regular Elections	3
	4.3.4 Emergency Election Procedures	3
	4.3.5 Vacancy of President	
4.4	Appointed Board Members	
4.5	Term	3
	4.5.1 Length of Term	3
	4.5.1.1 In Case of Vacancy of Office	3
	4.5.2 Number of Terms	3
4.6	Quorums and Voting	3
	4.6.1 Quorum	3
	4.6.2 Voting	3
4.7	Powers and Duties of the BOARD	3
	4.7.1 General	3
	4.7.2 Appointment for Interim Vacancies	4
	4.7.3 Committees	4
4.8	Meetings	4
	4.8.1 Regular Meetings	4
	4.8.2 Special Meetings	4
	4.8.3 Conduct of Regular and Special Meetings	4
4.9	Standing Committees	4
	4.9.1 Executive Committee	4

## **BYLAWS OF THE DESERT WINDS FREEDOM BAND**

---

	4.9.2	Membership Recruitment Committee	4
	4.9.3	Music Development Committee	5
	4.9.4	Publicity Committee	5
	4.9.5	Fundraising Committee	5
	4.9.6	Business Management/Production Committee	5
	4.9.7	Nominating Committee	5
4.10		Compensation	5
4.11		Removal and Recall	5
<b>ARTICLE V</b>		<b>OFFICERS</b>	<b>5</b>
5.1		Officers of the BOARD	5
5.2		Election of Officers	5
5.3		Duties of Elected Officers	5
	5.3.1	President	6
	5.3.2	Vice-President	6
	5.3.3	Secretary	6
	5.3.4	Treasurer	6
<b>ARTICLE VI</b>		<b>BAND MANAGEMENT</b>	<b>6</b>
6.1		Artistic Director	6
6.2		Committee Chairperson	7
<b>ARTICLE VII</b>		<b>SELECTION AND REMOVAL OF THE ARTISTIC DIRECTOR</b>	<b>7</b>
<b>ARTICLE VIII</b>		<b>DISSOLUTION OF DESERT WINDS FREEDOM BAND</b>	<b>7</b>
<b>ARTICLE IX</b>		<b>AMENDMENTS</b>	<b>7</b>
<b>ARTICLE X</b>		<b>RATIFICATION</b>	<b>7</b>
10.1		Certification of Original Bylaws	7
10.2		Certification of Amendments to Bylaws	7

# BYLAWS OF THE DESERT WINDS FREEDOM BAND

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## ARTICLE I NAME

The name of this organization shall be the DESERT WINDS FREEDOM BAND, hereinafter referred to as "BAND".

## ARTICLE II STATEMENT OF PURPOSE

The members of the BAND have joined together as a not-for-profit organization of men and women building community for the purpose of developing a quality musical group. The BAND is open to all men and women whose sexual orientation is Gay or Lesbian, but not limited to Gay and Lesbians. Through its performances and other activities, the BAND provides educational, cultural and social enrichment for its Members and its audience and makes a positive contribution to the community.

## ARTICLE III MEMBERSHIP - Classes

### Section 3.1 Categories of Membership

The 2 categories of BAND Membership shall be categorized as either Performing or Support Members.

#### 3.1.1 Performing

3.1.1.1 Prospective Membership (non-voting)

3.1.1.2 Active Members (voting)

#### 3.1.2 Support

3.1.2.1 Band Aides (voting)

### Section 3.2 Requirements for Active Membership

Active BAND Members must be supportive of the BAND statement of Purpose (ARTICLE II). Performing Members must remain current of their dues, fulfill rehearsal attendance requirements as defined by the BOARD, and must successfully complete an audition, per the Artistic Director's discretion, before joining the BAND. Support Members must remain current of their dues, and must be available to actively support the BAND by serving on committees, consistently helping with events, and fulfilling any obligations to which they have agreed.

### Section 3.3 Regular Membership Meetings

Regular meetings of the BAND Membership will be held at the minimum, on the last rehearsal day in the months of January, April, July and October, unless otherwise notified. The October meeting shall be designated as the Annual meeting of the BAND, unless otherwise notified.

### Section 3.4 Special Membership Meetings

Special BAND Membership meetings may be called either with the approval of a simple majority of the BOARD, or by a simple majority of Active BAND Members present and voting at any given rehearsal. There shall be a one-week notice of such meetings.

# BYLAWS OF THE DESERT WINDS FREEDOM BAND

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## Section 3.5 Conducting Band Meetings

The President of the BAND shall conduct all meetings of the BAND membership. Each Active Member shall have one vote on matters before the Membership. All decisions of the BAND shall require a simple majority vote of the members present unless otherwise required by the Bylaws.

## Section 3.6 Ensembles within BAND

From time-to-time, small performing groups may be established within the organization, with the approval of the Music Development Committee and the BOARD. Ensemble Members must also be performing members of the BAND. The BOARD shall have the power to make exceptions to this rule, and anyone so designated may be required to become an Active Member.

## Section 3.7 Committees of the Membership

The Membership shall have the power to form standing and ad hoc committees to serve functions that are not fulfilled by standing or ad hoc BOARD committees.

## Section 3.8 Termination of Membership

The Board of Directors may suspend or expel a member for cause after an appropriate hearing. And if the issue is one of musical ability, the Artistic Director and one other qualified performing musician, approved by the Music Development Committee, shall evaluate the Member's suitability to continue Performing Membership. The BOARD shall have the final decision on any action to be taken.

## Section 3.9 Control of Membership and Mailing Lists

The Membership and Mailing lists of the BAND shall be open only to the BOARD and Staff of the BAND, and other such persons specifically authorized by the BOARD. The Membership List (Roster) shall also be open to BAND members. Under no circumstances may either list be used for non-BAND purposes.

## **ARTICLE IV                    BOARD OF DIRECTORS**

### Section 4.1 Constitution of the Board of Directors

The Board of Directors, herein referred to as the BOARD, shall consist of five (5) to nine (9) directors, of which four (4) are elected.

### Section 4.2 Qualifications of Elected Directors

All elected 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.

### Section 4.3 Elections

The Nominating (Election) Committee Chairperson shall preside over the Election Meeting.

## **BYLAWS OF THE DESERT WINDS FREEDOM BAND**

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4.3.1 Notification of Election A minimum of four consecutive weeks' notice must be given to the BAND at rehearsal and/or written notification for any election.

4.3.2 Rules for the Conduct of Election Each active member shall have one vote per office, to be filled. The procedure of cumulative voting is specifically prohibited, as in the use of proxies. Ballots will be distributed at the election meeting. Those not present will have the ballot delivered with instructions to return within three (3) days. The BAND will be notified of the election results at the next rehearsal.

4.3.3 Regular Elections Regular elections shall held in November.

4.3.4 Emergency Election Procedures In the event that the Membership of the BOARD falls below four, the successor may be appointed by the board. The remaining Directors, or in their absence, a staff member shall be bound by these Bylaws to notify the BAND at the next scheduled rehearsal, of the date, time and place of a Special Emergency Election to fill all the vacancies in elected positions. Said election will take place four weeks from the first notification. Proper notification and election procedures as defined in these Bylaws must be utilized.

4.3.5 Vacancy of President In the event of a vacancy in the office of President, the order of succession shall be: Vice President, Secretary, and Treasurer. The successor to the President shall serve until the next regular election.

### Section 4.4 Appointed Board Members

Appointed members must be from the community or the BAND, whose skills and experiences, or in the judgment of the Elected Directors, are appropriate for their position. Appointed members must become active members at the time of their appointment.

### Section 4.5 Term

4.5.1 Length of Term The term of Elected Directors (Officers) shall begin January 1<sup>st</sup> following their election, and shall last one year. The term of Appointed Directors shall begin immediately following their appointment, and shall last one year.

4.5.1.1 In Case of Vacancy of Office The appointed member shall fulfill the remaining term of office until a new successor for that term of office is elected.

4.5.2 Number of Terms The number of consecutive terms a Director may serve shall not be limited.

### Section 4.6 Quorums and Voting

4.6.1 Quorum A quorum for the purpose of transacting business shall be defined as a simple majority of the BOARD'S Members.

4.6.2 Voting Each Director shall have one vote. All decisions of the Board will require a simple majority unless otherwise specified.

### Section 4.7 Powers and Duties of the Board

4.7.1 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 of Directors. The powers of the

## BYLAWS OF THE DESERT WINDS FREEDOM BAND

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BOARD exist in the BOARD'S meetings as a group and not in individual Directors, or members of the BAND, except as delegated by the BOARD. Without limiting the foregoing general powers, these specific powers and duties shall be given to the BOARD.

4.7.2 Appointment for Interim Vacancies To appoint to elected positions, by a majority affirmative vote, interim Directors to fill vacancies until the next regular election.

4.7.3 Committees To form standing and/or ad hoc committees to serve the purpose of the BAND and to appoint the chairs of each committee. Each standing committee must include a board member, but the committee does not have to be chaired by a board member. The following committees shall be formed: Membership Recruitment Committee, Music Development Committee, Publicity Committee, Fund Raising Committee, Business Management/Production Committee, and Nominating Committee. Other additional Committees may be formed as required.

### Section 4.8 Meetings

4.8.1 Regular Meetings Regular meetings of the BOARD shall be held monthly. BOARD meetings shall be open to the Active Membership, who may attend as observers unless invited to participate by the BOARD.

4.8.2 Special Meetings Special meetings of the BOARD may be called by the President. The President will give at least three days notice to the Board of Directors. 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 required to be notified of special BOARD meetings.

4.8.3 Conduct of Regular and Special Meetings The President shall conduct all meetings of the BOARD. Each Director shall have one vote on matters before the BOARD. All decisions of the BOARD shall require a simple majority vote of the Directors present unless otherwise required by the Bylaws.

### Section 4.9 Standing Committees

Standing Committees of the BOARD shall include, but not be limited to:

4.9.1 Executive Committee The Executive Committee consists of:

President

Vice-President

Treasurer

Secretary

This Committee shall have the power to act for the BOARD between meetings of the BOARD. In case of a tie on any matter, the full BOARD must act. The BOARD shall have the power to reverse any decision of the Executive Committee by a two-thirds majority of its Members.

## **BYLAWS OF THE DESERT WINDS FREEDOM BAND**

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4.9.2 Membership Recruitment Committee This committee shall develop the membership directory, prepare list of ideas for recruitment drives, and place poster/flyers in local businesses and publications. They shall work in part with the Publicity Committee.

4.9.3 Music Development Committee This committee shall include the Artistic Director(s) and shall have the responsibility to choose the music content for all BAND performances. Contact Lesbian and Gay Bands of America (LGBA), other Gay bands as well as other local bands for possible future joint/guest/cameo appearances. This committee shall also establish a music library for future concert materials. This committee shall make recommendations of an Artistic Director to the Board.

4.9.4 Publicity Committee This committee shall be in charge of compiling lists of local and regional publications; prepare press releases announcing Desert Winds Freedom Band rehearsal day, place and times; contact other Desert organizations to announce our group to their membership; list the band on informational web sites.

4.9.5 Fund Raising Committee This committee shall be charged with raising non-concert-generated funds for the BAND.

4.9.6 Business Management/Production Committee This committee shall apply for membership in LGBA; develop bylaws for the Band; develop articles of incorporation; apply for tax-exempt status; apply for non-profit status; develop a budget; and musical equipment procurement.

4.9.7 Nominating Committee This committee shall provide a slate of candidates for election and make recommendations to the board for board appointments. It shall also carry out all election procedures as defined by these Bylaws, from the point of notification through election. The Board does not have the right to refusal of recommendations by the committee.

### Section 4.10 Compensation

The Directors shall serve their offices without salary, but the BOARD may authorize the payment of the reasonable expenses incurred by Directors in the performance services rendered by any Director, with prior approval by the Executive Committee.

### Section 4.11 Removal and Recall

Any Director may be removed at any time for cause by an affirmative vote of not less than two-thirds majority of those Directors present at any meeting, provided that the notice, in accordance with Section 4.7.1 of these Bylaws, of the meeting where such action is taken specifies that one of the items on the agenda for said meeting, shall be the proposed removal of such Director.

## **ARTICLE V            OFFICERS**

### Section 5.1 Officers of the Board

BOARD Officers shall be President, Vice President, Secretary, and Treasurer.

## **BYLAWS OF THE DESERT WINDS FREEDOM BAND**

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### Section 5.2 Election of Officers

Officers of the BOARD shall be elected in November, with term to begin January 1<sup>st</sup> for a period of one year.

### Section 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 General Membership meetings, but will not preside over Elections. See Section 4.3 for Election rules. The President shall be the contact person for all committees.

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

- a) Membership information and communications
- b) Plan and organize band functions, i.e., Banquets, retreats.
- c) Membership administration.
- d) Membership policies and regulations.

5.3.3 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) Minutes of BOARD and General Membership meetings.
- b) Maintain all correspondence.
- c) Collect and maintain items of historical interest relating to the BAND.
- d) Maintenance and distribution of Official Band Roster.

5.3.4 Treasurer The Treasurer shall be the Chief Financial Officer of the Band. He or she shall perform all duties normally associated with the office. Areas of responsibility shall include, and shall not be limited by the following:

- a) Maintain accurate and systematic financial records for assets and liabilities of the Band and manage all budgets.
- b) Prepare financial reports and statements, making them available at all Board and General Membership Meetings.
- c) Collect, deposit and disburse all Band funds.
- d) File annual taxes and other legal financial documents.
- e) Prepare and maintain an annual budget with input from the BOARD.
- f) Shall be the Chairperson of the Business Management/Production Committee.

## **ARTICLE VI BAND MANAGEMENT**

### Section 6.1 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

# BYLAWS OF THE DESERT WINDS FREEDOM BAND

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artists. The Artistic Director shall, in cooperation with the President, serve as an official spokesperson in the community.

- a) Music research, audition procedures and rehearsal policies.
- b) Draft artistic and creative policy.
- c) Develop active members' musical skills.
- d) Develop and implement new performing ensembles.
- e) Perform other duties assigned by the Board as necessary.

## Section 6.2 Committee Chairperson

Each committee chairperson shall be the leader of that particular established committee and shall be responsible for coordinating activity-assisting events. Areas of responsibility shall include, and shall not be limited by the following:

- a) Work closely with the President
- b) Assign duties to committee members, on an as needed basis.
- c) Perform other duties assigned by the Board as necessary.

## **ARTICLE VII           SELECTION AND REMOVAL OF THE ARTISTIC DIRECTOR**

The BOARD, with input from the BAND membership, as to the acceptability of the candidates, shall appoint the Artistic Director. The BOARD, with the input from the BAND, shall evaluate the Conductor's performance annually, with all recommendations.

## **ARTICLE VIII           DISSOLUTION OF DESERT WINDS FREEDOM BAND**

Upon the event of the dissolution of the Desert Winds Freedom Band, after paying or adequately providing for the debts and obligations of the band, the assets shall be distributed to a non-profit band, foundation or charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under section 501 (c)(3) of the Internal Revenue Code.

## **ARTICLE IX            AMENDMENTS**

These Bylaws may be amended or repealed and new Bylaws adopted by a two-thirds affirmative vote of the BOARD and two-thirds affirmative vote of the Active Membership present and voting at a Regular or Special Meeting called for that purpose. The intent to vote on proposed Bylaw amendments and/or repeal and replacement must be included in the notification of the meeting. Notification requirements, as set forth in Section 3.4 of these Bylaws, must be met.

## **ARTICLE X            RATIFICATION**

### Section 10.1 Certification of Original Bylaws

## BYLAWS OF THE DESERT WINDS FREEDOM BAND

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These Bylaws were ratified by a properly noticed and held meeting of the BAND Membership on 12 January 2002.

### Section 10.2 Certification of Amendments

Amendments to the Bylaws were ratified by a properly noticed and held meeting of the BOARD on 28 July 2003 and were ratified by a properly noticed and held meeting of the BAND Membership on 31 July 2003.