

The Melbourne Municipal Band (MMB) Association, Inc.

By-Laws

Article I – Name and Location of Organization

Sec. 1. This organization shall be known as the Melbourne Municipal Band (MMB) Association, Inc.

Sec. 2. The Melbourne Municipal Band shall be located at 1924 Melody Lane, Melbourne, Fl. 32901

Sec. 3. This document supersedes any previously approved By-Laws for this organization.

Article II – Purpose of the Organization

The Mission of the Melbourne Municipal Band is to play a significant and leading role in our community's cultural environment.

For our community, we will demonstrate high standards of excellence in concert performances of music that entertains and pleases a diverse set of musical tastes. We will also support our community by providing music at appropriate community events.

For musicians, we will provide opportunities to utilize, develop, improve, and enjoy their talents by performing in concert, music in a variety of styles and difficulties.

For youth, we will provide a free Summer Youth Band program that will provide competent instruction and performance opportunities. Also for our youth, we will utilize our Providing Instruments for a New Generation Program (PING) to solicit donations of instruments and provide them to the Brevard Public Schools for issuance to students who otherwise would not be able to obtain an instrument.

Article III – Membership

Sec. 1. Members defined. A member shall be defined as any individual who actively participates in and/or supports the activities of the Melbourne Municipal Band.

Sec. 2. Termination of Membership. A resolution for termination of any membership, as defined, shall require approval by a majority vote of the Board of Trustees. If approved, said member shall be terminated from membership. Resignation does not require Board of Trustee approval.

Article IV – Meetings of Membership

Sec. 1. Annual Meeting. The annual General Membership Meeting of the Association shall be held in Brevard County, Florida, in the month of May at such time and place to be determined by the Board of Trustees. The President shall announce the time and date of the meeting and the Secretary shall post a notice thereof at the usual place of rehearsals of the band at least two weeks prior to the scheduled annual meeting.

Sec. 2. Quorum. The presence of one-third of the Members shall constitute a quorum for the Annual General Membership, or special meetings of the Association.

Sec. 3. Special Meetings. Special General Membership meetings, other than those regulated by statute, may be called at any time by the President or a majority of the Board of Trustees.

Sec. 4. Regular Rehearsals. Regular weekly rehearsals of the MMB will be held at such time and place as designated by the Board of Trustees. Additional rehearsals or suspension of regularly schedule rehearsals should be at the discretion of the Conductor and the Board of Trustees

Sec. 5. Voting. All issues or questions raised at General Membership meetings, the manner of deciding which is not otherwise specifically regulated by statute, the Articles of Incorporation or these Bylaws, shall be determined by a majority vote of the members present. All voting shall be by voice vote, except as may be otherwise determined by the President or a majority of the Trustees.

Article V – Trustees

Sec. 1. Trustee Membership

a. Voting Members. The affairs and business of the Association shall be managed by the Board of not less than five Trustees, four of whom must be Members of the Association. One of the five Trustees shall be the Band Auxiliary Representative, and a second shall be the Swingtime Band Representative. The maximum number of Board of Trustee members shall be 20.

b. Non-Voting Members. The following shall be non-voting ex-officio members of the Board:

The Concert Band Conductor, the Swingtime Conductor, the Executive Administrator, and the Advisor(s) Emeritus.

c. Advisor(s) Emeritus. With the approval of the Board of Trustees, the President of the Board of Trustees may invite a maximum of three individuals who possess extraordinary experience in the field of band music to be Advisor(s) Emeritus.

Sec. 2. Trustee Elections.

a. Annual General Membership Meeting: At a rehearsal directly preceding the Annual General Membership Meeting, the candidates for the Board of Trustees shall be presented. The vote shall be by written ballot by those Members present. Each candidate receiving a majority of “yes” votes shall become a member of the Board of Trustees.

b. Band Auxiliary Representative to the Board of Trustees. At an Auxiliary meeting prior to the General Membership Meeting the Auxiliary shall elect an Auxiliary Representative to the Board of Trustees. The method for electing the Auxiliary Representative shall be determined by the Auxiliary.

c. Swingtime Representative to the Board of Trustees. At a Swingtime rehearsal prior to the General Membership Meeting the Swingtime members shall elect a Swingtime Representative to the Board of Trustees. The method for electing the Swingtime Representative shall be determined by the members of Swingtime.

Sec. 3. Trustee Term of Office. The term of each of the Trustees shall be one year, and thereafter until his/her successor shall be elected.

Sec. 4. Duties of Trustees. The Board of Trustees shall have the control and management of the affairs and business of the Association. Such Trustees shall in all cases act as a Board, and they may, by majority vote, adopt such rules and regulations for the conduct of their meetings and management of the Association, as they deem necessary and appropriate as long as they are consistent with the Bylaws, Articles of Incorporation, and the laws of the State of Florida.

Sec. 5. Board of Trustee Meetings. Regular meetings of the Board of Trustees shall be held at such times and places as the Board may determine. Special trustee meetings may be called by the President at any time, or by any officer of the Board upon the request of a majority of the Board. Any special trustee meeting called without prior notice shall be discussed at the next regular meeting and any decisions duly recorded. When necessary, the meetings may be held “virtually” (not in-person). Virtual meetings shall be conducted the same as in-person meetings and shall have the same effect as if the meetings were held in-person.

Sec. 6. Quorum. At any meeting of the Board, the presence of a majority of the Board shall constitute a quorum for the transaction of business.

Sec. 7. Voting. At all meetings of the Board, each voting member shall be entitled to one vote. A majority vote of those present shall be required to approve actions on behalf of the Board of Trustees.

Sec. 8. Vacancies. Vacancies on the Board occurring between annual meetings may be filled by an appointment by the Board upon a majority vote of the Board for the unexpired portion of the term.

Sec. 9. Removal of Trustees. Any Trustee may be removed, at any time, by a majority vote at a meeting of the Board.

Sec. 10. Salaries. The Trustees shall determine the salaries of all persons working for the Association; however, no Trustee shall be paid a salary for service performed as a Trustee.

Article VI – Officers

Sec. 1. Number. The officers of the Association shall be:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. the Board of Trustees may designate such additional officers of the Association, as it deems necessary and appropriate.

Sec. 2. Qualifications. The officers of the Association shall be at least 21 years of age and must be Trustees of the Association.

Sec. 3. Election. The Board of Trustees shall meet as soon as is practical following the election of the Trustees at the Annual General Membership meeting and shall by majority vote elect the officers of the Association from their membership.

Sec. 4. Suspension and Removal. An officer of the Association may be suspended by a two-thirds vote of the membership of the Trustees at any time and removed from office by a two-thirds vote of the membership of the Board of Trustees at a regular or special meeting of the Board.

Sec. 5. Vacancies. If a vacancy occurs among the officers of the Association, such vacancy shall be promptly filled for the remainder of the term by the Board of Trustees and an officer so elected shall serve until their successor shall be elected.

Sec. 6. Officer Term of Office. All officers shall hold office for one year and thereafter until their successors are elected and shall qualify as herein provided.

Sec. 7. Returns and Statements. It shall be the duty of each officer to make and file all returns, reports, lists, or statements required by law, these Bylaws or the Board of Trustees and to make a full report to the Board of Trustees respecting the affairs of the Association in their charge whenever they are requested to do so.

Sec. 8. Duties of Officers.

a. President. The President shall preside at all meetings of the Board of Trustees and members; shall present reports to the General Membership as appropriate; shall call or cause to be called all meetings of the Association as required by these Bylaws; shall, with the approval of the Board of Trustees, appoint and remove, employ and discharge, and fix the compensation of all employees of the Association; shall, with the approval of the Board of Trustees, sign all contracts and other documents on behalf of the Association, assure that all books, reports, statements and certifications required by law are properly accomplished; and shall assure compliance with these Bylaws and perform all of the duties and assume the responsibilities of the President.

b. Vice President. During the absence, unavailability, or inability of the President, the Vice President shall perform the duties, responsibilities, and authority of the President and shall be responsible to perform such other duties as may be determined by the President and the Board of Trustees.

c. Secretary. The Secretary shall record and preserve the minutes of all meetings of the General Membership and of the Board of Trustees; provide and serve all notices of the Association; be custodian of the records of the Association, and shall make the records of the Association available to members upon request as required by law. At the discretion of the Secretary, an assistant may be appointed by the Secretary to attend to any written correspondence as requested by the President or the Board of Trustees.

e. Treasurer. The Treasurer shall supervise the care and custody of records and funds, certificate, notes and securities of the Association, reporting to the Board of Trustees as required. The Treasurer shall also chair the Finance and Budget Committees, annually projecting the budget for the coming fiscal year.

Article VII – Committees.

Sec. 1. Standing Committees. The Association shall have the following standing committees:

1. Executive Committee.

Functions:

- a. Act on behalf of the Board of Trustees during periods of adjournment or in emergency situations when the board cannot meet.
- b. Keep accurate records of all decisions made.

Membership: The officers of the board – President, Vice President, Secretary, Treasurer and the Executive Administrator as a non-voting member.

2. Finance and Budget Committee

Functions:

- a. Oversees and facilitates the Executive Administrator’s financial responsibilities
- b. Oversees the finances of the band
- c. Assists the treasurer and Executive Administrator in preparing an annual budget
- d. Identifies sources of additional revenues

- e. Identifies cost-saving measures
- f. Determines compensation changes based on contractual obligations
- g. Offers suggestions to maintain a healthy budget
- h. Performs other appropriate committee work as determined by the Board of Trustees.

Committee Chair: Treasurer

Membership: Three or more

Membership Approval Level: Board of Trustees

3. Membership and Personnel Committee

Functions:

- a. Oversees the Executive Administrator's personnel responsibilities as stated in his/her contract.
- b. Writes and oversees association employment contracts with employees of the Association, in consultation with the Board of Trustees.
- c. Writes employee job descriptions, seeks board agreement for them, and updates them as necessary.
- d. Distributes and updates the Band Member Handbook.
- e. Performs other appropriate committee work as determined by the Board of Trustee.

Committee Chair: Appointed by the Board of Trustees

Membership: Three or more

Membership Approval Level: Board of Trustees

4. Facilities and Equipment Committee

Functions:

- a. Oversees the maintenance of the Association's facilities.
- b. Regularly inspects and reports on all MMB facilities for safety issues, repair issues or preventative maintenance issues
- c. Creates and maintains a prioritized list of repair and construction items.
- d. Assists in identifying the need for any necessary construction or repair of equipment.
- e. Determines how to best resolve construction or repair issues and makes recommendation to The Executive Administrator or Board of Trustees as appropriate
- f. Oversees the maintenance of the Association's transportation equipment
- g. Oversees the creation, maintenance, and performance of an equipment maintenance plan
- h. Reports anticipated expenses to the Finance committee for inclusion in the annual budget
- i. Arranges, in conjunction with the Executive Administrator, for the maintenance and operation of the Association's electronic equipment including computers, recording audio/video equipment, mixers, software, and CD production equipment, etc.
- j. Advises the Executive Administrator as needed in the facilitation of repairs and purchases within the budget.
- k. Makes out-of-budget recommendations to the Board of Trustees
- l. Performs other appropriate committee work as determined by the Board of Trustees.

Committee Chair: Appointed by the Board of Trustees

Membership: Three or more

Membership Approval Level: Board of Trustees

5. Marketing Committee

Functions:

- a. Conducts market research on current and target customers, analyzing their desires.
- b. Makes strategic planning recommendations concerning program and performance design, pricing, promotion, and distribution.
- c. Manages the band's digital presence, including the website and all social media content
- d. Oversees the generation and distribution of marketing material.
- e. Identifies and utilizes MMB Auxiliary volunteers for supporting marketing tasks.
- f. Performs other appropriate committee work as determined by the Board of Trustees.

Committee Chair: Appointed by the Board of Trustees

Membership: Three or more

Membership Approval Level: Board of Trustees

Sec. 2 Special Committees. The Association shall have such Special Committees as the board of Trustees may deem necessary. They shall be appointed by the President of the Board of Trustees, with the approval of the Board, and shall have such authority and responsibilities as the Board of Trustees shall direct.

Sec. 3 Committee Expenditures. Any expenditure of funds must have the prior approval of the Board of Trustees before use. Approval level and processes to be established by the treasurer with the approval of the Board of Trustees.

Article VIII – Employees of the Association.

Sec. 1 Employee Positions. Upon the approval of the Board of Trustees, the following staff members may be hired per procedures outlined by the Membership and Personnel committee. Each staff member will perform duties as provided in their job descriptions, which are on file with the secretary and the Executive Administrator.

- a. Concert Band Conductor
- b. Swingtime Conductor
- c. Executive Administrator

Sec. 2. Additional Staff. As the needs and financial circumstances of the Association allow, additional staff may be hired, including

- a. Librarian
- b. Custodian
- c. Any other staff needed deemed necessary by the Board of Trustees

Article IX– Charitable/Educational Nature of the Association.

The board of Trustees shall never declare dividends from any surplus assets of the Association nor shall any member have vested rights in the holding or assets of the Association. Although the Association may pay reasonable compensation for services performed, no part of the assets shall be distributed to the members of the Association. In order to ensure the permanent dedication of the Association to a charitable and educational purpose, upon dissolution of the Association and distribution of its assets, such assets shall be distributed only to an organization which shall meet the definition of such an organization pursuant to Section 501(c)(3) of the Internal Revenue Code of the United States or to a municipal government, chartered by the State of Florida at the time of such distribution. The objects, purposes and powers of the Association shall neither have nor exercise any power, nor pursue any object or purpose inconsistent with the Association's continuing existence as a charitable educational organization within the meaning of the Internal Revenue Code Section 501(c)(3) .

Article-X – Amendments

Sec. 1. Amendments to the Articles of Incorporation may be proposed by any member by submitting the proposed amendment, in writing, to the Board of Trustees. If the Board of Trustees concurs in the propose amendment, it shall be submitted to the membership for ratification at any regular rehearsal, Special Meeting, or at the Annual Meeting. Notice of the meeting to consider the proposed amendment shall be posted no less than two weeks prior to the meeting at which it is to be considered. Approved amendments to the Articles of Incorporation must be submitted to the state for approval.

Sec. 2. Amendments to the Bylaws may be proposed by any member and submitted to the Board of Trustees. The Board shall consider each such proposed amendment and may adopt such amendment by two-thirds affirmative vote of the total membership of the Board. Amendments to the bylaws shall become effective upon adoption or the date specified in the amendment.

Sec. 3. If the Board of Trustees does not concur on any proposed amendment to the Bylaws or the Articles of Incorporation, the proposing member may resubmit the proposed amendment, endorsed by no less than 15 members. In such case, the Board of Trustees shall submit the proposed amendment to the consideration at the regular rehearsal, the Annual Special Meeting, provided that notice of such a copy of the propose amendment shall be posted at the usual place of rehearsals not less than two weeks prior to the date of the meeting.

Article-XI – Dissolution

Sec. 1. Dissolution of the Association may be proposed by any member in writing. A proposal for dissolution must be reviewed by the Board of Trustees (BOT) at a special BOT meeting called for that purpose. If two-thirds of the membership of the BOT approves the proposal, the board shall call a special meeting of the membership to vote on the proposal. The Secretary of the Board shall notify the membership of the special meeting and its purpose. The special

membership meeting shall be set for no less than two weeks nor more than four weeks from the date that the board approved the proposal. Notification may be via US mail, email, or mass email to the membership. At the special membership meeting the membership shall vote on the proposal. If two thirds of the members present vote to approve the proposal, the Association shall be dissolved, and its assets disposed of in accordance with the By-laws and Articles of Incorporation.