

**Loudoun Community Band, Inc.  
Corporate By- Laws**

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**Section I - Mission Statement and Purpose**

The Loudoun Community Band, Incorporated is a Virginia Corporation based in Leesburg, Loudoun County, Virginia. The Loudoun Community Band, Inc. (hereinafter referred to as LCB) serves as the parent organization and sponsor for wind and percussion ensembles made up of community volunteers. The Loudoun Symphonic Winds is the primary performing group with smaller ensembles formed on a permanent or ad hoc basis.

LCB was organized and incorporated in September 1994 as a non-profit, charitable, and educational institution within the Commonwealth of Virginia under Internal Revenue Service (IRS) Code 501(c)(3). LCB received final approval from the IRS as a 501(c)(3) corporation in 1999. As a 501(c)(3) corporation, LCB receives its primary support from donations of funds and services from within the community.

LCB with its component ensembles, as a 501(c)(3) corporation, serves the greater Loudoun County community by providing the following services:

- Provide an opportunity for residents of the greater Loudoun County community to increase their proficiency in the playing of the musical instrument (woodwinds, brasses, and percussion) of their choice;
- Provide an opportunity for residents of the greater Loudoun County community to participate in a quality concert band and/or component ensembles commensurate with their musical abilities, talents, and interests;
- Perform and participate in a broad range of community-oriented, non-profit musical programs that simultaneously extend and enhance an awareness of concert and symphonic band music and the broad range of ensemble music in the greater Loudoun County area.

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**Section II - Membership**

**Subsection A - Statement of Membership Eligibility:** Membership in LCB is open to all residents of the greater Loudoun County community regardless of age, sex, race, or creed.

**Subsection B - Membership Requirements:** A member of LCB is defined as an individual who has completed the following actions:

1. Demonstrated an interest to join LCB and participate in its rehearsals and performances.
2. Paid the LCB Treasurer their annual dues, if any, as specified by the LCB Board of Directors, and provided contact information such as an email address.
3. Been assigned to a section (i.e., for example, flutes/piccolos, clarinets, oboes, bassoons, trumpets, French horns, trombones, euphoniums, tubas/string bass, or percussion) by the LCB Business Manager.

**Subsection C - Confidentiality:** The contact information will be protected as confidential information in accordance with current law. Its use will be exclusively for the operations and activities of LCB and its Board of Directors and will not be used for any other purposes such as advertising, marketing, or solicitation.

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### **Section III - Board of Directors**

**Subsection A - Purpose:** The LCB shall have a Board of Directors, hereinafter referred to as the Board, to facilitate and manage the business activities of LCB, market and advertise the existence and capabilities of LCB, and to coordinate the musical and artistic needs of the greater Loudoun County community that could be satisfied by the LCB and its component ensembles. The Board shall act as the corporation's executive agent and as proxy for the membership at large in areas and issues specifically addressing the business and corporate responsibilities of the corporation. The elected Board shall meet in Executive Session and elect its officers: President, Vice President, Secretary, and Treasurer.

**Subsection B - Duties and Responsibilities:** The duties and responsibilities of the Board shall consist of, but not necessarily be limited to, the following activities:

1. The authority to act as the LCB's executive agent in those areas involving corporate responsibilities and in discharging corporate obligations. This authority includes the acquisition and retention of legal representation and services if determined by the Board to be necessary to the well being of the corporation.
2. The authority to solicit, accept, and reject donations, and offers of services and/or products from the public, corporate, and private communities.
3. The authority to market and advertise LCB, its product(s), and its services within

the greater Loudoun County and Northern Virginia community.

4. The authority to directly use or associate, or delegate the use of or association of, the LCB name, logo, and/or programs in marketing and advertising the LCB and in soliciting donations, services, and products.
5. The authority to establish annual membership dues, to raise and manage funds receivable, to disburse funds payable, and to incur and discharge debts in the name of the corporation. The Board shall present the annual corporate budget to the general membership for review, comment, modification, approval, and/or rejection. The Board shall obtain approval of the membership, in advance if possible, of significant capital purchases necessitating time payments or accrued debts.
6. The authority to negotiate all contractual arrangements with the Music Director, the Loudoun County Department of Parks and Recreation, and other public, private, and corporate entities interested in securing the services of the corporation.
7. The authority to create, negotiate, and book rehearsal and concert schedules, programs, and advertisements. This authority includes formulating and implementing various corporate outreach strategies and programs designed to enhance the visibility and marketability of the LCB in the community.
8. The authority to establish and disestablish administrative officers, committees or working groups necessary to the smooth operation of the LCB and its relationships with other organizations, entities, and individuals. The Board may establish policy creating and defining the roles and responsibilities of whatever administrative positions are deemed necessary or desirable for the administrative management of any and all performing entities.
9. The authority to represent the LCB in collaborative organizations such as the Association of Concert Bands, the Loudoun County School System, and the Consortium of Colleges and Universities in the greater metropolitan Washington D.C. area.
10. The authority to serve as a dispute and conflict resolution committee when necessary.

**Subsection C - Composition of the Board of Directors:**

1. The Board shall consist of no less than seven (7) and no more than fourteen (14) members.

2. Board members shall serve two-year terms and may continue to serve for subsequent terms subject to reelection at the next Annual Corporate Meeting.
3. All Board members shall have voting privileges and voting status on the BOD.
4. The Board meetings may be conducted in accordance with the current edition of Roberts' Rules of Order or in the form and manner prescribed by the Board's President.

**Subsection D - Requirements for Election:** The following requirements must be met for a member to be elected to the BOD:

1. Be a member of the LCB over the age of 18.
2. Be a member of the LCB for at least one (1) calendar year.
3. Be able to serve on the BOD for a period of two (2) years.
4. Be nominated by a member and seconded by a member at the Annual Corporate Meeting.
5. Receive a simple majority of the votes of the members present at the Annual Corporate Meeting.

**Subsection E - Removal from Office:** A Board member may be removed from office by a simple majority vote of the Board at any time during their term of office.

**Subsection F - BOD Meetings:** The Board shall meet as necessary. All Board meetings shall be convened at the direction of the President (or designated representative). The President shall establish the agenda in advance and the Secretary shall record the proceedings and discussions of the Board. Except in the case of a Board meeting to discuss the possible removal of a Board member or other administrative officer, meetings of the Board shall be open, upon reasonable advance notice by a member, to all members of the LCB.

**Subsection G - Officers of the Corporation:** The BOD shall elect the following Officers of the Corporation:

1. **President.** The President shall call and preside at all General Meetings of the Corporation and all Board meetings and act as the executive agent for the Board in all official functions and circumstances. It is the prerogative of the President to speak for and on behalf of the LCB in all forums. The President must be a playing musician and a member of the Board for at least one (1) year.

2. **Vice-President.** The Vice-President shall act as President in the absence of the President or when designated to act on behalf of the President. The Vice President must be a playing musician and a member of the BOD for at least one (1) year.
3. **Secretary.** The Secretary shall record the minutes of all meetings of the general membership and Board, provide notification of all called meetings in advance, and maintain a record of LCB's activities. The Secretary may also be directed by the President to publish various written products to the general membership.
4. **Treasurer.** The Treasurer is designated as the Chief Financial Officer (CFO) of the Corporation and shall be responsible for maintaining all of LCB's financial accounts, such as, but not limited to, receiving and accounting for all dues paid and receivable, receiving and disbursing Board-authorized funds, filing and maintaining all LCB tax requirements, arranging all time payments and loan initiation and termination arrangements, and maintaining the LCB's liability insurance coverage.

**Subsection H - Contract Employees of the Board of Directors:** The Board shall have the authority to retain contract personnel. This includes, but is not limited to, the retaining of contract personnel with unique knowledge, skills, and abilities necessary for the successful operation and management of the LCB as a performing musical organization.

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## **Section IV - Corporate Meetings**

**Subsection A - Notice of Meetings:** The President, or designated representative, shall be required to provide a minimum of fourteen (14) days advance notice of a general membership meeting or at least two (2) rehearsals prior to the date of general membership meeting. The President or designated representative shall provide the general membership with the date, time, location, and proposed agenda at the time of the announcement.

**Subsection B - Roll Calls:** The Secretary shall ensure that a quorum of members is present at the designated meeting. A simple majority of the members and the Board shall be required for the Secretary to certify that valid meeting of the general membership can be conducted. In the event a simple majority is not present, the Secretary shall so inform the President and a new meeting date shall be established.

**Subsection C - General Meetings:** The Board shall convene at least one (1) general meeting per year.

**Subsection D - Qualifications and Prohibitions:** The following qualifications and prohibitions shall be in effect for all general meetings:

1. Qualifications - In order to vote at the annual meeting, attendees must have fulfilled all membership requirements
2. Prohibitions - Enrolled members may not vote by proxy unless such actions have been coordinated in advance with, and approved by, the President on a case-by-case basis. Members who have not fulfilled their membership obligations may attend but may not vote until all membership requirements have been satisfied.

**Subsection E - Amendments to the By-Laws:** The By-Laws of the Corporation may be amended at any properly convened general meeting of the Corporation as specified in these By-Laws. However, the Board must specify in the announcement of the general meeting that amending the By-Laws will be on the agenda of the general meeting. Any satisfactorily enrolled member may submit proposed amendments to the By-Laws at least one (1) month in advance of the next scheduled Board meeting and two (2) months in advance of the next general meeting of the Corporation unless such advance notice requirement is reduced by the President. The Board shall review the proposed amendment and, based on a simple majority vote, determine if the proposed amendment shall be placed before the general membership at the next meeting of the Corporation. If rejected by the Board, the presenter may request that the proposed amendment, if supported by a minimum of ten (10) additional members be placed on the agenda for the next meeting of the Corporation. Amendments to the By-Laws shall require a simple majority vote of the members' quorum to be entered into force. All amendments, changes, and modifications to the By-Laws will take effect one (1) month subsequent to approval. The Secretary shall ensure that the By-Laws are appropriately corrected and published and that the record copy is retained in the corporate files.

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## **Section V - Fiscal Responsibilities**

**Subsection A - Corporate Fiscal Year:** The Board shall establish a Fiscal Year for the Corporation. A vote to change the dates of the Fiscal Year shall require a simple majority vote of the Board.

**Subsection B - Fiscal Liquidity:** The Treasurer shall ensure that LCB remains fiscally solvent at all times and that all debts are discharged properly and in accordance with the stipulations of the contracts entered into. The Treasurer shall maintain the corporate accounts and records in such a manner that all credits and debits are immediately available and able to be reconciled. The Treasurer shall ensure that all federal, state, and local tax documents are accurate and filed in a timely manner as authorized by the Board and required by law.

**Subsection C - Acquisition of Debt:** Only the Board can authorize the acquisition of debt by the Corporation.

**Subsection D - Contracts and Contract Negotiations:** Only the Board can authorize, or seek to modify, contracts with prospective or current contract personnel of the Corporation.

**Subsection E - Disclosure Policy:** With the exception of information protected by law from disclosure, the Board shall ensure that the financial records of the Corporation are open for examination by appropriate authorities and the general membership.

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### Section VII - Regulations

These By-Laws, upon ratification and acceptance by the Board and the general membership shall remain in force until otherwise lawfully amended, modified, changed, redacted, or terminated by a simple majority vote of the general membership.

These By-Laws shall form the basis and foundation for all policies, procedures, and guidance statements developed and promulgated by the Board and general membership. No other materials shall be required to establish and/or justify derivative policy, procedures, or guidance statements.

These By-Laws, and all derivative policies, procedures, and guidance statements, shall be published and provided to the general membership on an annual basis at the Annual Corporate Meeting or upon an individual becoming a member of LCB.

These By-Laws shall form the basis upon which the Board, acting as the executive agent of the Corporation, is authorized to undertake actions so that the Corporation continues to operate within these By-Laws and in compliance with all federal, state, and local regulations governing non-profit, charitable, and educational (IRS Code 501 (c)(3)) corporations.

Adopted by the Board on August 14, 2016.

Approved by the Membership on \_\_\_\_\_.

So certified,

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Terri Smith, Secretary