**FOUR STATE SYMPHONIC WINDS**

**Bylaws**

**ARTICLE I – NAME**

This organization shall be known as Four State Symphonic Winds, also designated as FSSW, a non-profit organization incorporated in the State of Kansas.

**ARTICLE II - PURPOSE AND OBJECTIVES**

PURPOSE. The purpose for which FSSW is organized and operated is exclusively charitable and educational as defined in Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

OBJECTIVES. The objectives of the FSSW shall be to promote the performance of quality band music, on a non-profit basis, (1) to enhance the enjoyment and enrichment of its participants, (2) to contribute to the furtherance of the performing arts in the surrounding region, and (3) to serve as an educational inspiration for young instrumentalists and musicians.

ACTIVITIES. In furtherance thereof, FSSW will prepare rehearsals, concerts and special events, provide educational opportunities, seek and accept funding, and conduct any and all activities in which a non-profit, non-stock corporation may legally engage in the state of Kansas in accordance with these bylaws.

**ARTICLE III - DEFINITION OF TERMS**

A. "FSSW" shall mean the Four State Symphonic Winds.

B. "Membership" shall include all current Performing Members of the FSSW, either as the conductor or instrumentalist.

C. "The Board" shall mean the Board of Directors of the FSSW.

D. “Performing Members” shall mean those musicians actively participating in rehearsals and performances. Active participation shall mean a musician has participated in at least three rehearsals and one performance within the last year.

E. “Performance Conductor” shall mean the individual that regularly rehearses the Performing Members and primarily conducts the FSSW at performances over the course of a calendar year.

F. “Patron” shall mean any individual which supports the mission and purpose of the FSSW but is not a Performing Member.

**ARTICLE IV - MEMBERSHIP**

There shall be one class of membership which will include all currently active members of the ensemble designated as Performing Members with full voting rights. Patrons, by definition, are non-performance supporters of FSSW and, as such, are not considered a part of the Membership.

**ARTICLE V - BOARD OF DIRECTORS**

BOARD OF DIRECTORS. The FSSW shall be governed by a Board of Directors. The Board shall be responsible to the Membership for implementation of the stated objectives of the FSSW. The Board of Directors shall consist of 4-7 members. Board members shall be elected to two-year terms at the Annual Meeting of the membership*.* They shall serve for terms of two years commencing immediately following their Annual Meeting election. Members may serve as a board member for not more than two successive two-year terms unless otherwise noted in these Bylaws. If a board member cannot fulfill their term, the remaining board members may vote to appoint a Performing Member to fulfill the remainder of the term vacated until the next election.

The Board Membership shall consist of the following, all elected at an Annual Meeting except for the Performance Conductor:

A. The current Performance Conductor shall serve on the board so long as he/she maintains the position. The Performance Conductor is considered an Officer for Board of Director purposes.

B. Three to six additional Performing Members may serve as directors for two-year terms with no more than two successive two-year terms served.

C. One to two at-large Patrons may be elected to serve as directors with similar terms to those of Performing Members.

The Board responsibilities include, but are not limited to, recruiting a slate of new board members for election at the annual meeting; plan and review rehearsal and performance schedules; discuss and review FSSW financial issues; convene committees to complete special projects; and, ensure ongoing compliance with the non-profit objectives of the FSSW.

**ARTICLE VI - OPERATING OFFICERS**

OPERATING OFFICERS. Subsequent to being elected to the Board of Directors at the Annual Meeting, the board members shall convene separately to determine which members shall serve as Operating Officers. The Operating Officers shall include a President, Vice President and Secretary (VPS), and Treasurer, as well as the Performance Conductor. If the board members are unable to determine officer positions, the Performance Conductor shall assign the Operating Officer positions as he/she sees fit in accordance with these Bylaws. The Operating Officers shall be responsible for carrying out the normal business and operating activities of the FSSW.

A. PRESIDENT. The President shall chair all meetings of the membership and of the Board. The President and Performance Conductor shall oversee all operating activities and details to ensure successful performances. The President must be a Performing Member of the FSSW.

B. VICE PRESIDENT AND SECRETARY. The Vice President and Secretary (VPS) shall act as the recording officer for all official meetings of the membership. The VPS shall maintain all appropriate records of the Membership and meeting minutes. In event of the President's absence or resignation, the Vice President shall assume the responsibilities of the President. The VPS must be a Performing Member of the FSSW.

C. TREASURER. The Treasurer shall be a Legal Signatoryof the organization, shall collect, disburse and account for all FSSW funds and be responsible to the Board for all financial activities of the FSSW. This shall include the timely filing of all necessary Federal and State tax returns and financial forms. The Treasurer shall report the status of finances of the FSSW at each Board meeting. The Treasurer shall have custody of and shall have the power to endorse for transfer on behalf of the Corporation, stock, securities or other investment instruments temporarily owned by the Corporation. The Treasurer does not have to be a Performing Member of the FSSW.

D. PERFORMANCE CONDUCTOR. The Performance Conductor shall primarily be responsible for rehearsal and performance activities of the FSSW. He/She shall also serve as an officer of the Board to coordinate and plan activities necessary to carry out the mission and objectives of the FSSW.

**ARTICLE VII - MEETINGS**

ANNUAL MEETING. An Annual Meeting shall be held each year during the first quarter of the year to hear reports of the Operating Officers and various committees and to act upon any general business, including elections, of the FSSW. The Annual Meeting shall be chaired by the President or duly appointed designee*,* and shall proceed by Robert's Rules of Order. A quorum for the annual meeting shall consist of at least twenty Performing Members.

EMERGENCY MEETINGS. As the need arises, the President or duly appointed designeemay call and chair an emergency meeting of the general membership of the FSSW. Actions specifically disallowed at emergency meetings are: (1) dismissal of any member or Officer, (2) revision of Bylaws, (3) authorization for expenditure of more than $1,000, and (4) vote on any major change(s) which could jeopardize the continued existence of the FSSW. The quorum for emergency meetings shall equal that of Annual Meetings.

BOARD OF DIRECTORS MEETINGS. The Board of Directors shall have regular meetings as necessary, separate from the annual or emergency meetings to discuss and implement goals for the FSSW, plan and coordinate FSSW activities, and to prepare for subsequent meetings. Board meetings shall be conducted according to Robert's Rules of Order according to the section of these Bylaws relating to the Board of Directors. A quorum for the Board of Directors is a simple majority of the elected Directors.

MEETING NOTICES. An announcement of each Annual Meeting, which shall include an accompanying statement of purpose, shall be presented to the membership at least one week prior to the date of the meeting. The Board shall make a reasonable attempt to notify all eligible members through any or all of the following methods: verbal announcements at rehearsals or concerts; telephone messages; distribution of written announcements by hand or mail; or, email. The announcement shall include the proposed slate of candidates for election to the following year’s Board.

**ARTICLE VIII – FINANCE OPERATIONS**

The Treasurer shall be primarily responsible for the financial operations of the FSSW. If the Treasurer resigns or is unable to perform the required duties, the President shall ensure ongoing finance operations and appoint a replacement treasurer as soon as reasonably possible.

The FSSW shall indemnify and reimburse Members, Directors, Officers, or Agents for reasonable transactions specifically benefiting FSSW after obtaining preapproval by the Treasurer. If the Treasurer expects to incur costs, he/she should obtain preapproval from the President or Performance Conductor.

The financial assets of the FSSW shall primarily include cash, music literature and music related instruments. The FSSW financial assets shall not regularly include investment or marketable securities. If FSSW receives gifts/contributions in the form of investment or marketable securities, the Treasurer shall liquidate the securities within 60 days of receipt.

In the event of dissolution, all of the real assets of the FSSW shall be distributed in accordance with the Articles of Incorporation.

**ARTICLE IX - AMENDMENTS OF CORPORATE DOCUMENTS**

AMENDMENT VOTE. These Bylaws may be amended when necessary by a two-thirds (2/3) majority vote of the Membership during any regular or special meeting duly called. Proposed amendments must be submitted to the Board and sent electronically to each member of the Board of Directors no fewer than fourteen (14) days, and no more than forty-five (45) days before a vote is to take place.

LIMITATION OF POWER TO AMEND. Anything herein to the contrary notwithstanding, no change shall be made in the Articles of Incorporation or in these Bylaws which will affect the exempt status of the Corporation under Section 501 (c) (3) of the Internal Revenue Code.

WRITTEN AMENDMENT. Whenever a Bylaw is amended or repealed or a new Bylaw is adapted, such action and the date on which it was taken shall be noted by the VPS on the original Bylaws in the appropriate place or a new set of Bylaws shall be prepared incorporating such changes.

INCONSISTENCIES WITH ARTICLES OF INCORPORATION. If any provisions of these Bylaws shall be found to be inconsistent with any provisions of the Articles of Incorporation, as presently existing or as from time to time amended, the latter shall constitute the controlling authority.