

**CONSTITUTION AND  
BY-LAWS  
THE KIRBY BAND, INC.**

**ARTICLE I NAME AND LOCATION**

The Kirby Band, Inc. of Nichols, New York, shall hereinafter be Referred to as the Band or Corporation.

**ARTICLE II PURPOSE**

The purpose of the Band is to cultivate, facilitate and broaden musical and cultural activities for citizens of the surrounding communities. The Band may sponsor cooperative planning, research, fundraising and public Education programs. The Band may also administer property and undertake such other services and programs as are deemed desirable or appropriate to enrich the musical and cultural life of the entire area in accordance with the Certificate of Incorporation of the Band.

**ARTICLE III MEMBERSHIP**

Section 1 Membership in the Kirby Band shall be open to any individual, patron, or Organization who is interested in the purposes of the Band. Inasmuch as Band members are dependent on one another, it is in the best interests of the Band to establish a participation factor for voting membership.

Section 2 Discrimination – Membership in the Band is open to the general public without regard to race, religion, national or ethnic origin, gender, sexual orientation, or age.

Section 3 Termination of Membership – Membership of any individual may be terminated by a majority vote of the Board of Directors. Notice of contemplated action shall be provided to the individual person prior to the meeting of the Board. Causes for suspension or termination shall be any action by the individual which would be detrimental to the reputation or activities of the Band as determined by the Board of Directors.

Section 4 Fees and/or Dues – The Board of Directors may at their discretion establish membership dues or fees.

Section 5 Voting Membership – The qualification for voting membership shall require 30 per cent participation. The Board of Directors shall appoint a person or

group to record such participation. Special situations may be reviewed by the Board of Directors. New members shall be considered voting members in their first year.

- Section 6 Annual meeting – An annual meeting of the members shall be held in September for the purposes of electing a slate of Officers and members of The Board of Directors and for the transaction of such matters as may come before the meeting.
- Section 7 Special meetings – Special meetings of the members may be called either by the President, the Board of Directors or on petition of not less than one-third of the voting members.
- Section 8 Place of meeting – All meetings of the membership shall be held at the place designated by resolution of the Board of Directors.
- Section 9 Notice of meetings – Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than five nor more than forty days before the date. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice.
- Section 10 Quorum – The presence, in person or by proxy, of no less than one-third of the members entitled to vote shall constitute a quorum; but a lesser number may adjourn to some future time not less than six nor more than twenty days later and the Secretary shall thereupon give at least three days notice to each member entitled to vote who was absent from such meeting.
- Section 11 Proxies – Any member entitled to vote according to the records of the Band may be represented at any regular or special meeting of the members by a duly appointed proxy. All proxies shall be written and properly signed but shall require no other attestation, and shall be filed with the Secretary of the meeting before being voted. all proxies shall be in a form prescribed by the Board of Directors.
- Section 12 Absentee Ballot – Any member entitled to vote at any regular or special meeting of members of the Band shall be entitled to vote by absentee ballot on a form prescribed by the Board of Directors and pursuant to procedures established by said Board of Directors. In any event, said absentee ballots shall be submitted to the Board of Directors prior to the time any vote is taken at any meeting.
- Section 13 Officer of Meetings – The President of the Band, if present, shall preside at all meetings of members. In his or her absence, the Vice-President, if present shall preside. If neither the President nor Vice-President are present

and they did not appoint a presiding officer, then the membership present shall elect a presiding officer for that meeting. The Secretary shall, if present, act as a Secretary of all meetings of the members. In his or her absence, a temporary Secretary for that particular meeting shall be selected by the presiding officer. Such Secretary shall keep a faithful record of the proceedings of such meetings.

Section 14 Order of Business – The order of business at all meetings of the members, unless changed by majority of the voting members present, shall be as follows:

1. Determine if a quorum is present.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers (if any)
5. Reports of Committees (if any).
6. Unfinished Business.
7. New Business.

The parliamentary authority for meetings shall be the rules contained in the current edition of Robert's Rules of Order. Those Rules shall govern the Corporation in all cases to which they are applicable and in which they are consistent with these by-laws and any special rules of order the Corporation may adopt

## ARTICLE IV BOARD OF DIRECTORS

Section 1 Governing Body – The governing body of the Band shall be the Board of Directors consisting of no more than 17 members and not less than nine and are selected by the general membership. A quorum shall be not less than five. The slate of Officers and members elected to the Board shall constitute the Board of Directors.

Section 2 General Powers – The Board of Directors shall control and manage the affairs of the Corporation and shall exercise all such powers of the Band. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the control and management of the Band as they may deem proper, consistent with law and the Certificate of Incorporation.

Section 3 Meeting – The Board of Directors shall meet regularly at times set by the Board membership. The meetings will be open; however, voting rights are limited to the Board membership. Notification shall be given to each member at least seven days prior to each meeting.

Section 4 Place of Meetings – All meetings of the Board of Directors shall be held at a place designated by resolution of the Board.

Section 5 Special Meetings – Special meetings of the Board of Directors shall be called by or at the request of the President or any two Board Members.

## ARTICLE V MUSICAL CONDUCTOR

The Board of Directors, by majority vote, shall select the Musical Conductor(s)

## ARTICLE VI OFFICERS

Section 1 Officers – The Officers of the Band shall be a President, Vice-President, Secretary, Treasurer and Business Manager.

Section 2 The Officers shall be elected by the Band membership at the annual meeting each year. The Officers will serve for one year and until their successors are duly elected. Any vacancy in an office during a term shall be filled by the Board of Directors as soon as possible by a majority vote of the Board of Directors.

Section 3 No member shall hold more than one office at a time.

Section 4 Other Officers – The Board of Directors shall have the power to appoint such subordinate officers, employees or agents as may be necessary in their judgment for the conduct of the business of the Band and to designate their titles and compensation, if any. To this end, the Board of Directors may engage an administrator who shall formulate and carry out business policies submitted by him and approved by the Board; and subject to the Board's approval, enter into all contracts required for the conduct of the business of the Band.

Section 5 Duties and Powers

President – The President of the Band shall be the Chief Executive Officer of the Corporation with power and duty to exercise general supervision over its officers. He or she may appoint individuals to add hock positions such as Librarian, Equipment Manager, Buildings and Grounds etc. subject to approval by the Board. He or she shall preside over all meetings, appoint committee chairman, make reports to the Board of Directors and perform all such other duties as are pertinent to his or her office or are properly required of him or her by the Board. By virtue of his or her office he or she shall be a member of all committees, except the nominating committee, unless delegated to the Vice-President. The President, at the annual meeting shall

review the activities of the fiscal year ended and forecast the activities of the year ahead.

Vice-President – The Vice-President of the Band shall preside at all meetings in the absence of the President, shall exercise all other functions of the President and shall perform such other duties as the Board of Directors may properly direct.

Secretary – The Secretary of the Band shall keep a record of all transactions of all meetings. He or she shall be responsible for notifying the membership of those meetings as called by the President.

Treasurer - The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account for, and belonging to the Band. He or she shall receive such current and endowed funds as may from time to time be received by the Corporation. The Treasurer, at the annual meeting, shall present an annual Treasurers report to the members of the Band. He or she should be bonded.

Business Manager – The Business Manager shall schedule the performances of the Band and be the liaison with special interest groups and organizations.

## ARTICLE VII COMMITTEES

Section 1 Nominating Committee – The Nominating Committee shall be appointed by the Board of Directors and shall consist of at least three members. The President shall not be a member of the Nominating Committee.

Section 2 Other Committees – Such committees, standing or special, shall be appointed by the President of the Corporation or the Board of Directors to carry out the work of the Corporation.

## ARTICLE VIII FINANCIAL

Section 1 Assets – The Board of Directors is responsible for all assets of the Corporation.

A. Insurance protection for liability, fire and property protection shall be maintained.

B. A current inventory of all assets shall be maintained by the Treasurer.

C. Committees approved by the Board of Directors shall be responsible for maintenance of all property owned by the Corporation. Any maintenance expenses in excess of \$200 must be approved by the Board of Directors.

D. Assets may be sold, donated or scrapped by approval of the Board of Directors

Section 2      Contracts – The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3      Checks, drafts, etc. – All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the treasurer or president. All non budgeted expenses in excess of \$200 or a limit set by the board must be approved by the board.

Section 4      Deposits – All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other fully collateralized depositories as the Board of Directors may select.

Section 5      Use of Funds – No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private person, except that the Band shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. Regardless of any provision of these Articles, the Corporation shall not carry-on any activities prohibited by:

A. A corporation exempt from Federal Income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the responding provision of any future United States Internal Revenue Law.

B. A corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 6      Gifts – The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general or special purpose of the Corporation.

Section 7      Donations – The Board of Directors may, by resolution, make donations in accordance with Section 4(L) of the Certificate of Incorporation.

## ARTICLE IX FISCAL YEAR

The fiscal year shall begin on the first day of October.

## ARTICLE X REVIEWS

Section 1      Review – The accounts of the Treasurer shall be reviewed at the end of each fiscal year by a committee or an accountant appointed by the Board of Directors, and at such other times as are deemed necessary by the Board of Directors. Such reviews shall be presented to the Board of Directors upon completion.

Section 2      Financial Reports – An annual financial report shall be made by the Treasurer and transmitted by the Secretary to the Board of Directors prior to the Annual Meeting. Additional financial reports shall be made available to the Board of Directors in such form and at such times as they may request.

## ARTICLE XI AMENDMENTS

These by-laws may be amended, altered, repealed or added to in any manner consistent with the statutes of the State of New York or the provisions of the Certificate of Incorporation, by the affirmative vote of the majority of the members of the Corporation entitled to vote thereon at any regular or special meeting. Said amendments must have been provided to the members with their notice of meeting at least three weeks prior to said meeting.

## ARTICLE XII DISSOLUTION

Upon the dissolution of the Corporation, the governing body shall comply with all requirements of Section Nine of the Certificate of Incorporation; or consistent with any corresponding provisions of any future United States Internal Revenue Laws.