

BYLAWS OF TENNESSEE WIND SYMPHONY INC.

- I. NAME- This corporation shall be known as Tennessee Wind Symphony. (Hereinafter “TWS”).
- II. PURPOSE- This corporation is formed for educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954. In addition, its objectives shall be:
- A. To contribute positively to the musical environment of the areas it serves, whether local, state, national or international;
 - B. To provide an opportunity for the highest quality musical education, expression and development;
 - C. To provide an opportunity for contact between and among musicians of advanced proficiency;
 - D. To reaffirm and foster the role of adult bands in America.

III. MEMBERSHIP

A. ELIGIBILITY FOR MEMBERSHIP

1. Membership is by invitation only to musicians of advanced proficiency. There shall be two classes of Membership:
 - a. Full Membership. Full Members shall be dues-paying members over 18 years of age with full membership rights and responsibilities.
 - b. Rising Star Membership. Rising Star Members shall be high school students with voice but no vote.
2. Temporary Members may be invited to fill a need for a specific concert.

B. MEMBERSHIP CRITERIA

1. Size- The following shall serve as an instrumentation guideline:

8 flutes	8 horns
2 oboes	14 trumpets
4 bassoons	8 trombones
14 clarinets	4 euphoniums
4 alto saxophones	6 tubas
2 tenor saxophones	1 string bass
1 baritone saxophone	7 percussion
2 bass clarinets	

2. How Selected- To achieve and maintain the preferred instrumentation, all prospective Members may be required to audition. The audition may be conducted by the director or his designee. Primary Membership emphasis shall be adult, and, if a potential adult Member and a potential student Member are equally qualified, consideration shall be given to the adult.
3. Termination- Membership may be terminated, with or without cause, by majority vote of the Board of Directors at a specially-called meeting. The Board may provide written notice of the meeting to the Member under consideration for termination. Failure to maintain musical proficiency, excessive absences, or inability to contribute to the general objectives of TWS may be considered by the Board as grounds for termination.

C. DUTIES AND RESPONSIBILITIES OF MEMBERS

1. Musical Proficiency- Members are expected to maintain a level of musical proficiency consistent with the general objectives of the Band.
2. Attendance- Members shall make every effort to attend all rehearsals and concerts. Absences shall be discussed with the appropriate Section Manager or the Personnel Manager. Excessive absences without proper notification to the appropriate Section Manager or Personnel Manager may result in termination. Requests may be made for a short or long term leave of absence by emailing the Section Manager and Personnel Manager. In the event that the Personnel Manager is unavailable, the Membership will be advised of an alternate point of contact.
3. Membership Dues- Dues are payable during the month of January, and are delinquent after January 31. Members joining after July 1 shall pay one-half the dues for their Membership. Students continuing their education may elect to pay one-half their dues. Failure to pay dues may result in action from the Board of Directors. Financial hardships should be brought to the attention of the Board of Directors.
4. Elections- Members shall elect the President, Vice President, Secretary, and Treasurer of the Board of Directors; shall vote on any legislation presented by the Board of Directors; shall have final say in selection and dismissal of the Conductor(s).
5. Concert Dress- Concert dress shall be determined by the Board and adhered to by the entire Membership.
6. Recruitment- All Members are urged to bring to the attention of the Conductor and Board of Directors talented musicians for possible Membership.
7. Fund Raising- The Membership shall approve major fundraising activities.
8. TWS Equipment and Property- Members shall have appropriate and reasonable access to TWS Equipment and Property, which may include music stands, folders, and instruments. Such Property may be used by Members for TWS activities and shall be returned by Members upon resignation, leave of absence, or termination.
9. Resignation- A Member intending to resign shall give notice to the Board of Directors and the resignation will be accepted after all TWS properties have been returned.

IV. BOARD OF DIRECTORS

A. EXECUTIVE AUTHORITY- The executive authority of the corporation is vested in a Board of Directors whose duties shall include:

1. Management of the general affairs of the corporation, taking all action which is in the best interest of the corporation
2. Management of the financial affairs of the corporation
 - a. Establish an annual budget including the amount of dues and any Staff compensation
 - b. Ensure adequate funding of the annual budget
 - c. Plan and execute major fund raising projects, subject to approval by a majority of the Membership
3. Determination of the timing and location of concerts
4. With the approval of the Membership, the appointment and dismissal of the Conductor(s)
5. Appointment and dismissal of any additional Staff
6. Annual review of all Staff
7. Approval of recommended Section Managers

B. COMPOSITION

1. Officers
 - a. Elected Officers- To the extent possible, elected officers are to be elected by the Membership for terms beginning immediately following elections

Odd numbered years: President and Secretary

Even numbered years: Vice President and Treasurer
 - b. Appointed Officers- To the extent possible, appointed officers are to be appointed by the Board of Directors for terms beginning immediately following appointments

Odd numbered years: Publicity Coordinator, Webmaster, and Librarian

Even numbered years: Personnel Manager, Fund Coordinator, Rising Star Coordinator, and Equipment Manager

- c. All officers shall be Full Members; each shall have one vote
 - d. The Board shall be comprised of no fewer than seven and no more than fifteen Full Voting Members
2. Staff- The Conductor(s) and other Staff shall be ad hoc Members of the Board with voice but no vote.

C. ELECTIONS/TERMS

1. Nominating Committee- The Nominating Committee shall be elected in October and shall consist of three Full Members. Two shall be elected by the Membership and one shall be appointed by the Board and shall serve as chairperson. No more than one Member shall be currently serving on the Board.
2. Election of the Board
- a. The slate of officers selected by the Nominating Committee shall be presented at least two weeks before the Annual Meeting. At the meeting in which the slate is presented, the floor shall open for nominations and remain open until the election.
 - b. The elections shall take place at the Annual Meeting and shall be conducted according to Robert's Rules of Order.
 - c. Only Full Members shall cast votes.
 - d. A majority vote is necessary for election.
3. Term
- a. Term of office shall be two years beginning immediately following elections. In the event that the calendar date of elections falls slightly before or after the two year mark, the new officer will still begin his/her term immediately following elections.
 - b. Officers may serve a maximum of two full consecutive terms. However, in the event of extenuating circumstances, upon the approval of the Board of Directors, an officer may be nominated and may run for additional terms or may be appointed for additional terms.
 - c. Resignations/Removal/Replacements -
 - i. Board Members may be removed from the Board, with or without cause, by a majority vote of the Board at a specially-called Board meeting. Written notice of the meeting may be provided to the Board Member under consideration for removal. Elected positions vacated by resignation or removal shall be filled by appointment by the Board until the next election cycle. The Board may choose to call a special election to fill a vacant elected position. Appointed positions made empty by resignation or

removal shall be filled by appointment of the Board. Terms of replacements shall coincide with the terms of those replaced.

- ii. A Board Member who has missed three consecutive meetings without reasonable communication and excuse shall be deemed to have submitted his/her resignation from the Board. Such deemed resignation may be accepted by a majority vote of Board Members at the next meeting of the Board.

D. DUTIES

The following descriptions shall serve as a guideline for the operation of the Corporation. Board Members may be required to undertake additional duties and responsibilities as needed.

1. President- The President shall be the Chief Executive Officer of the Corporation; shall preside at all meetings of the Membership and the Board; shall see that all orders and resolutions of the Board are carried into effect; shall have the power to sign and execute all contracts, instruments and conveyances, to sign checks, drafts, notes and orders for the payment of money as directed by the Board in the name of the Band, and to appoint and discharge agents and employees with approval of the Board; and shall have the general powers and duties of supervision and management usually vested in the office of President.
2. Vice President- The Vice President shall be responsible for and shall perform such duties as may be delegated by the Board of Directors. If the President is absent or is unable for any reason to perform the duties of office, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall act with the Fund Coordinator to oversee fundraising, development, advancement.
3. Secretary- The Secretary shall keep the minutes of all meetings of the Board and of the Membership; shall perform all the duties incident to the office of Secretary; shall perform such other duties as may be prescribed by the Board; and shall have charge of all non-financial papers not otherwise specified herein.
4. Treasurer- The Treasurer shall have charge of all funds of TWS and of their collection and disbursement under the direction of the Board; shall keep a record of all monies received and paid out, making a report of same to the Board on at least a quarterly basis; and whenever necessary and proper shall endorse on behalf of TWS for collection, checks, notes, and other obligations and shall deposit same to the credit of TWS in a financial institution selected by the Board; shall annually present a budget for approval by the Board; shall prepare and report information to government bodies as necessary to maintain tax exempt and not-for-profit status; shall maintain a list of equipment owned by, or on loan to, TWS, and shall assign a monetary value to each item; and shall perform other duties appropriate to the position of Treasurer.
5. Publicity Coordinator- The Publicity Coordinator shall promote and publicize all activities of the Band, serve as TWS historian, help maintain the TWS Website and social media outlets, and maintain responsibility for concert house management such as programs, tickets, and ushers. The Publicity Coordinator may also serve as Webmaster.

6. Webmaster- The Webmaster shall assist the Publicity Coordinator with the TWS website and provide other technical assistance as desired.
7. Equipment Manager- The Equipment Manager shall be responsible for arranging for rehearsal and concert halls; shall be responsible for setting up chairs, stands, and equipment for all rehearsals and concerts; shall obtain special instruments as requested by the Conductor(s), shall monitor the loaning and care of TWS instruments.
8. Librarian- The Librarian shall obtain, file, store, and distribute TWS music and shall prepare folders for visiting and new members.
9. Fund Coordinator- The Fund Coordinator shall develop and coordinate projects to raise funds; shall serve as the TWS representative to the Knoxville Arts Council and oversee TWS participation in any fund raising activities of the Council; and shall originate, write and manage grant applications and manage TWS participation in matching fund programs.
10. Personnel Manager- The Personnel Manager shall maintain an accurate record of attendance; shall maintain and distribute a Membership list; shall greet new Members and obtain pertinent information from them, and maintain communication with the Membership.
11. Rising Star Coordinator- The Rising Star Coordinator shall maintain communication with all Rising Star Members and shall develop and manage outreach programs with such Members, including scholarship opportunities.

E. ADVISORY BOARD

1. Function- From time to time, the Board may appoint Temporary or Permanent Advisory Members. Advisory Members shall provide assistance and support to the Board as requested.
2. Participation- Advisory Members may attend all regular and quarterly Board Meetings and may attend Special Closed Meetings by specific invitation. Advisory Members shall have voice but no vote.
3. Term- Advisory Members shall serve until resignation or removal. Advisory Members may be removed or replaced by the Board without cause or notice.
4. Section Managers: The Conductor will recommend and the Board will approve one member from each section to serve as Section Manager. Section Members shall serve as Advisory Members; shall make part assignments; note attendance and absences of section members; and maintain communication with all section members.

V. STAFF

A. CONDUCTOR(S)

1. Duties

- a. The Conductor(s) shall be accountable for all musical decisions, including selection and interpretation of music, number of musicians for specific small group performances, guest artists, and all other things which are logically and reasonably the responsibility of the Conductor(s) as determined by the Board.
- b. With the approval of the Board and in cooperation with the Personnel Manager and Section Managers, shall utilize temporary musicians when it is in the best interests of TWS. Payment and performance/rehearsal requirements of Temporary Musicians must be approved by the Board.
- c. The Conductor shall identify and recommend an individual in each section to serve as Section Manager subject to Board approval.
- d. The Conductor's specific responsibilities, compensation, and other details will be outlined in a contract established by the Board. The contract will be reviewed by the Board periodically, according to the terms of said contract.

2. Selection

- a. A Search Committee of from three to five Full Members shall be appointed by the Board. The Search Committee, using its discretion, shall follow these general guidelines:
 - (1) Make appropriate advertisements of the opening
 - (2) Request and review resumes
 - (3) Interview prospective candidates
 - (4) Recommend candidates to the Board
- b. The Board shall
 - (1) Interview the proposed candidates
 - (2) Invite qualified candidates to conduct one or more rehearsals of the Band, some music to be chosen by the candidate and some by the Board
- c. A simple majority of the full Membership shall select a Conductor. Full members with dues paid in full will receive a ballot to vote.

3. The number of Conductors shall be determined by the Board.

B. OTHER STAFF may be appointed by the Board as necessary to carry out such functions of TWS as the Board directs.

C. PERIODIC REVIEW of Staff shall be conducted to ensure satisfactory job performance. Where applicable, such review should include contract review and should be conducted pursuant to the terms of said contract.

VI. MUSIC

- A. SELECTION- Suggestions of music may be made by any Member to the Conductor(s).
- B. APPROVAL- Every effort shall be made by the Conductor(s) to consider suggestions of music from the Membership.

VII. MEETINGS

A. BOARD MEETINGS

- 1. Meetings of the Board shall be called when the President or three Board Members deem it necessary.
- 2. All regularly scheduled and quarterly meetings shall be open to the Membership. From time to time, the Board may call a Special Closed Meeting for consideration of a single issue. No regular business shall be transacted at a Special Closed Meeting.
- 3. There shall be no fewer than one Board Meeting per quarter.
- 4. All Board decisions shall be made by simple Majority vote.

B. ANNUAL MEETING

- 1. The annual meeting shall be held at the first rehearsal in February.
- 2. The annual meeting shall be held for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

C. QUORUM

- 1. Board of Directors: a simple majority of the Board shall constitute a quorum.
- 2. Membership: a simple majority of the current voting Membership shall constitute a quorum.
- 3. The President may declare a quorum of the Board of Directors in emergency situations when all reasonable forms of communication have been exhausted.

D. VOTING

- 1. A quorum is necessary at any meeting in order to conduct business.

2. Voting shall be completed either by electronic ballot or in person.
3. Each Full Member shall have voice and one vote.
4. Each Rising Star Member under age 18 shall have voice but no vote.
5. Temporary Members shall have neither voice nor vote.
6. Staff shall have voice but no vote.

VIII. BUDGET AND FUNDS

- A. FISCAL YEAR- The fiscal year shall begin January 1.
- B. ANNUAL BUDGET- An annual budget for their area of responsibility shall be submitted to the Treasurer by each officer or standing committee as appropriate.
- C. COMPLIANCE- In its organization, operation and dissolution, TWS shall in every instance comply with the terms of the Tennessee Nonprofit Corporation Act.
- D. FUNDS- Funds shall be deposited in a local financial institution in the name of Tennessee Wind Symphony. All monies drawn on the account shall bear the signature of the Treasurer, or the President, or, only when acting for the President, the Vice President. All monies drawn in excess of \$1,000 shall require a second signature.

IX. PROPERTY

- A. CARE OF BAND PROPERTIES- Users of TWS instruments and properties shall be responsible for their routine maintenance and repair. Cost of major repairs not due to negligence shall be borne by TWS. Determination of responsibility for costs shall be made by the Board.
- B. RESPONSIBILITY DUE TO LOSS- Users of TWS instruments and properties shall be responsible for returning them in a condition acceptable to the Board. In the case of accident, theft, or negligence, the borrower shall be responsible for replacement with an acceptable equivalent. Determination of an acceptable equivalent shall be made by the Board.

X. COMMITTEES- Special committees may be appointed by the Board and/or the Chair of the Nominating Committee. Standing committees shall include the Nominating Committee and any other deemed necessary.

A. NOMINATING COMMITTEE

1. Duties
 - a. Nominate candidates for the elected offices.

- b. Report these candidates to the Membership at the first rehearsal of the calendar year
 - c. Maintain a list of interested prospective Board Members/
 - 2. Term shall be one year or when the next Nominating Committee is elected in October.
- XI. PARLIAMENTARY AUTHORITY- The rules contained in the current edition of Robert's Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special or standing rules, or rules of order which the corporation may adopt.
- XII. DISTRIBUTION OF ASSETS ON DISSOLUTION- Should this corporation ever be dissolved, or should its existence terminate, all the assets of the corporation shall be distributed to adult bands/an adult band that are/is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and such distribution shall be in accordance with the terms of Tennessee Code Annotated 48-64-101, et seq. In case there are no suitable adult bands, all assets may be disbursed only to organizations exempt from income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, or to the federal, state, or local government for a public purpose. No part of the assets of this corporation shall ever be distributed to or used for the benefit of any Member, Director, or Officer of the corporation, or any private individual or private entity. The selection of which organization(s) shall receive the distribution of assets on dissolution shall be chosen by a simple majority vote of the Board at their last meeting.
- XIII. AMENDMENTS- Amendments to these Bylaws may be proposed by any Full Member or by the Board. The proposal shall be placed on the website for the duration of two calendar weeks and the Membership shall have this time period to post any request for clarification via email to the President or the President's designee(s). A two-thirds majority vote by Full Members may pass the proposed change.
- XIV. RATIFICATION- The Constitution and Bylaws shall take effect when it has been accepted by two-thirds of the Full Members present and voting at a regular meeting of the corporation.

Originally ratified as separate Constitution and Bylaws the fourth day of February, 1992.

Combined into one document and approved by the Membership on June 19, 2001.

Organization name changed from Knoxville Concert Band to East Tennessee Concert Band by a change to the bylaws, approved by the Membership on June 19, 2001.

Revised by the Board of Directors in July/August 2008.

Revised and Approved by the Membership on November 18, 2008

Revised by the Board in February/March/April 2018.

Revised by the Board in January 2019.

Revised by the Board in May 2023.