

Articles of Incorporation and Bylaws of the Dallas Civic Wind Ensemble

Constitution

ARTICLE I Corporate Name

Section 1.1. Corporate Name. The name of this organization which is incorporated as a not-for-profit corporation under the laws of the State of Texas is the: Dallas Civic Wind Ensemble

Section 1.2. Other Names/Aliases. The organization may be alternatively be referred to as the Dallas Civic Winds or the acronym DCWE.

ARTICLE II Principal Office & Principal Agent

Section 2.1. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Dallas, County of Dallas. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2.2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent who's office is identical with such registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III Non-Profit Purposes

Section 3.1. Organizational Purposes. The Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including , for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 3.2. Specific Objectives and Purposes. Specific objectives and purposes of this corporation shall be the education and promotion of public awareness and interest in music. The

corporation shall be established as a permanent organization in Dallas, Texas seeking to enrich the local community through concerts of artistic merit and educational outreach, to provide opportunities for the members of the community to perform as musicians, and to serve as a resource for musical activities for the community.

ARTICLE IV Membership

Section 4.1. Membership. Any adult musician who supports the purpose of the Dallas Civic Wind Ensemble as set forth in article III may apply for membership. Requirements and qualifications for membership shall be stated in the Bylaws.

ARTICLE V Non-discrimination

Section 5.1. Non-discrimination. In the course of fulfilling its mission, the Dallas Civic Wind Ensemble shall operate without regard to sex, race, national origin, marital status, age, political views or religious views or affiliation, sexual orientation, disability, or other factor unrelated to the support of the mission.

ARTICLE VI Governance

Section 6.1. Governance. The executive authority of the Dallas Civic Wind Ensemble shall be vested in a Board of Directors, whose duties shall include management of the general and financial affairs of the corporation; filling of vacancies on the Board of Directors; the election of a President; and the appointment and dismissal of the Artistic Director, Assistant Director, Executive Director, and any other staff position. The board shall be empowered to establish committees and subcommittees of the board and ensemble to assist in fulfilling its duties.

Section 6.2. Elections. Elections for membership on the Board of Directors shall be held annually. The terms of office and manner of election or appointment of members of the Board of Directors shall be stated and outlined in the bylaws.

ARTICLE VII IRC 501(c)(3) Tax Exemption Provisions

Section 7.1. Prohibition Against Private Inurement. 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 persons, except that the corporation 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 in the Statement of Purpose hereof.

Section 7.2. Limitations on Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal revenue Code, or the corresponding section of any future federal tax code.

Section 7.3. Distribution of Assets. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE VIII Immunity From Liability

Section 8.1. Personal Immunity From Liability. No officer or director of this corporation shall be personally liable for the debts or obligations of the Dallas Civic Wind Ensemble of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX Dissolution

Section 9.1. Dissolution. A motion for dissolution shall require the approval of three-fourths of the membership for adoption. Notice of such a motion shall be provided to the membership with a minimum 30 days of notice. Voting shall take place at a scheduled rehearsal.

ARTICLE X Amendments

Section 10.1. Amendments. This constitution may be altered or amended by approval from the Board of Directors.

Section 10.2. Process. Suggestions/Recommendations for changes to this document can come from any member. The Board will be responsible for drafting and initial approval of any

recommended amendments. Notice of the proposed amendment and a copy of the text shall be presented to the membership with a minimum of 14 days notice for a comment period from the general membership.

Section 10.3. Final Acceptance. Final acceptance of the proposed amendment will come from a simple majority vote of the Board of directors.

In witness whereof, we have hereunto subscribed our names this day of August 2, 2017

Bylaws

Article I Membership

Section 1. QUALIFICATIONS

Applicants for membership in the Dallas Civic Wind Ensemble shall have attained the age of 18 years; be required to demonstrate satisfactory musical competence as determined by the Artistic Director; and agree to fulfill all the responsibilities of membership set forth in the Constitution, Bylaws, and member handbook.

Section 2. APPLICATION PROCEDURE

The Dallas Civic Wind Ensemble maintains a wind ensemble model for staffing and accepts new members based on ensemble staffing needs. Applicants for membership in the Dallas Civic Wind Ensemble may be required to audition and/or submit a written application. Occasionally, the Artistic Director or Personnel Manager may appoint a new member to fill a position without an audition based on their artistic merits in the community. If an applicant auditions, auditions will be held by the Artistic Director or a delegated panel.

Section 3. RESPONSIBILITIES OF MEMBERS

Members of the Dallas Civic Wind Ensemble shall be required to maintain satisfactory attendance at rehearsals, performances and other activities; demonstrate continuing musical competence; conduct themselves with collegial and respectful demeanor towards the ensemble, its members, conductors and guests; and abide by the requirements and regulations stated in the Constitution, Bylaws and Member Handbook issued by the Board of Directors. By a majority vote of the Board of Directors, an individual may be placed on probation or have his or her membership terminated for failure to meet the

above responsibilities.

Section 4. REHEARSAL ATTENDANCE / ABSENCES

Members may not miss more than one rehearsal per concert cycle and may not miss the dress/final rehearsal. Members must communicate absences as far in-advance as possible. If a member is going to miss a rehearsal, it is expected that they find a substitute musician of comparable musicianship. If one can not be found, the ensemble manager should be immediately notified.

Section 5. LEAVES OF ABSENCE

Any member who expects to be absent from the activities of the ensemble for more than one rehearsal cycle shall submit to the Personnel Manager a written request for a leave of absence. With the exception of emergency situations, all leave of absence requests should be submitted with advanced notice. The request shall only be considered an approved leave of absence after approval by the Personnel Manager.

Article II

Rehearsals, performances and other activities

Section 1. REHEARSALS

Rehearsals of the Dallas Civic Wind Ensemble shall be held on Monday evenings. Rehearsals typically begin in Late August/Early September and conclude in May. The ensemble typically rehearses 4-5 consecutive Mondays (except for holidays, etc.) per concert cycle. The Board of Directors, at the request of the Artistic Director, may schedule additional rehearsals as needed.

Section 2. PERFORMANCES AND OTHER ACTIVITIES

The Board of Directors, after consultation with the Artistic Director, shall be empowered to commit the band to performances, recording sessions, and other activities. The ensemble manager shall issue periodically to the membership a calendar of upcoming rehearsals, performances and other activities. Activities or tours involving extensive travel arrangements or overnight accommodations shall require a majority vote of the membership for approval.

Section 3. CONCERT DRESS

The Board of Directors shall establish a uniform concert dress for the various performances of the band, details of which shall be specified in the member handbook.

Article III Board of Directors

Section 1. MEMBERSHIP

The Board of Directors of the Dallas Civic Wind Ensemble shall initially consist of 4 members in good standing from the ensemble plus the Artistic Director. Three of which constitute a quorum. The number of Directors shall expand in future years as determined by the Board of Directors. Membership shall be two years. Each member of the board shall have one vote. The Artistic Director and Executive Director shall serve as voting members of the Board of directors, but shall not participate or vote in any matters involving their retention, compensation, terms of employment, or the removal of board members.

Section 2. ELECTION

Election for membership on the Board of Directors shall be held at the last scheduled rehearsal in April or May. A minimum of one third of the membership of the board shall stand for election each year. To accomplish this, the first year of the ensemble's incorporation, the positions of Vice President and Secretary shall be a one year term. Prior to taking the vote, nominations may be accepted from the band membership. Elections shall be held by secret ballot. In the event of a tie, a run-off election will be held immediately.

Section 3. ASSUMPTION OF OFFICE

Newly elected officers of the Board of Directors shall assume office on July 1st. A member of the Board of Directors appointed to fill the unexpired term of another member shall assume office as of the date of the appointment.

Section 4. REMOVAL OF BOARD MEMBERS

A member may be removed from the Board of Directors for cause by a three-fourths vote of the remaining board members, excluding the Executive Director and Artistic Director.

Section 5. VACANCIES

A vacancy on the Board of Directors occurring between elections shall be filled by appointment by the President with approval of the Board of Directors.

Section 6. RESPONSIBILITIES OF THE BOARD

In addition to the responsibilities stated elsewhere in the Constitution and Bylaws, the Board of Directors shall have the authority to approve the annual budget, commit the band to performance obligations and other activities, engage independent

contractors and establish their duties and compensation, enter into contracts, enter into obligations of indebtedness and determine the pledging of assets as security therefore. The Board of Directors shall determine and publish the Operating Procedures, Member Handbook, and other policies of the band, to assist in implementing the Constitution, Bylaws, and actions of the board.

Section 8. RESPONSIBILITIES OF BOARD OF DIRECTOR POSITIONS

PRESIDENT

In addition to the responsibilities stated elsewhere in the Constitution and Bylaws, the President of the Board of Directors shall preside at all the meetings of the board and the general membership and decide on all questions of order; enforce the Constitution, Bylaws, Operating Procedures, and Membership Handbook of the band; and sign all official documents. The President also may delegate whatever authority he or she may deem advisable.

VICE PRESIDENT

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President. The Vice President shall be responsible for external affairs of the Corporation such as assisting in soliciting contributions, publicity, assisting the President with any special projects such as organizing and submitting grant proposals and other tasks, and any function relating directly to the members of the Corporation. The Vice President may assist with any committees that do not have a board member as a member.

SECRETARY

The secretary shall keep minutes of all meetings of the Board of Directors and all other permanent records of the band. The secretary shall maintain and update a complete chronologically organized archive of all board and committee documents, financial records, programs, recordings, and other pertinent materials for the current season. At the conclusion of each season, the secretary is responsible for ensuring that the above records are placed into the band's archives. The secretary shall also be responsible for ensuring timely and effective communications of minutes and any other announcements from the Board of Directors to band members.

TREASURER

The treasurer shall collect and deposit all income, issue checks for the payment of expenses, keep the books of accounts, prepare monthly financial reports for presentation to the Board of Directors, and ensure successful completion of an annual financial audit by an independent auditor.

Section 9. REGULAR AND SPECIAL MEETINGS

Regular meetings of the Board of Directors shall be held no less than once per semester during the season, and at least once during the summer hiatus at a time and location selected by the President. Regular meetings shall be announced to board members and to the membership of the band at least one week in advance. Special meetings may be called as needed to handle emergency matters or where immediate action is required. All meetings shall be open to the membership of the band. The board may declare itself in executive session solely for the purpose of discussing personnel matters.

Section 10. GENERAL MEETINGS

The Board of Directors shall call a general meeting of the membership of the band during the first 90 days of the band's fiscal year. The meeting shall be held during a scheduled rehearsal, and its agenda shall include a summary of the band's financial position, proposed long-range plans, and such other information as the board may desire to provide to the membership. Other general meetings may be called by the Board of Directors from time to time as needed. In all questions before the membership, each member of the band shall have one vote, and a majority of those present shall be required for approval, except as otherwise stated in the Constitution and Bylaws.

Section 11. CONTRACTS

The Board of Directors may authorize any band member, officer, or member of the board, other than those so authorized in the Bylaws, to enter into any contract or obligation on behalf of the band. Such authorization may be limited or general but in all cases shall terminate no later than the last day of the band's fiscal year.

Section 12. BOOKS AND RECORDS

The Board of Directors shall maintain complete, accurate and timely minutes of the business transacted at its meetings and records of the financial condition of the band, and all such information, with the exception of personnel matters discussed in executive session, shall be made available upon request to the membership of the band.

Section 13. FISCAL YEAR

The fiscal year of the Dallas Civic Wind Ensemble shall begin on August 1 and end July 31.

Section 14. LIMITATION OF LIABILITY; INDEMNIFICATION

The authority and responsibility for the management of the band is vested in the Board of Directors, but it is expressly understood that neither the board, nor any member thereof, nor any officer, conductor, or member of the band shall be required to accept personal financial responsibilities for the duly authorized bills or obligations, or for the litigation, that may arise from authorized activities of the band carried on in good faith and pursuant of the objectives, purposes and activities prescribed or authorized by the Constitution, Bylaws and Operating Procedures of the band.

To the fullest extent permitted by law, the band shall indemnify the board, members thereof, officers, conductors and the Executive Director and Artistic Director, and each of their heirs, executors, and administrators, from and against all actions, costs, charges, losses, damages, and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties and in their official capacities with the band, except for such acts done, concurred in or omitted by or through their dishonesty, willful misconduct or gross and reckless negligence.

Article IV Committees

The board of directors shall utilize any or all of the following committees:

Section 1. MEMBERSHIP

Membership on standing and special committees shall be open to any band member, officer, or member of the Board of Directors except as specifically defined below. All committee appointments shall be made by the President of the Board of Directors.

Section 2. STANDING COMMITTEES

The permanent standing committees of the Dallas Civic Wind Ensemble at the time of formation shall be the executive committee. Each committee shall be chaired by a member of the Board of Directors, who shall present periodic reports to the Board of Directors on the activities of the committee. The term of the membership on standing committees shall be for a period of one year.

EXECUTIVE COMMITTEE

The executive committee shall consist of the Artistic Director, Executive Director and/or Ensemble Manager, President, Vice President of the Board of Directors. Its responsibilities shall include the day-to-day management of the affairs of the band including the taking of such emergency actions as may be necessary when a meeting of the Board of Directors shall be impractical.

AUDIENCE DEVELOPMENT COMMITTEE

The audience development committee shall consist of the Artistic Director, the director of public relations, Executive Director, the board/staff member in charge of audience development and other appointed members as required. Its responsibilities shall include the implementation and updating of the band's audience development strategy and plans, subject to the board's approval, and the coordination of all activities within the band that impact audience development (e.g., programming, concert series marketing materials, publicity, advertising, subscription series offer, concert program production, mailings, etc.).

BUDGET AND FINANCE COMMITTEE

The budget and finance committee shall at a minimum consist of the treasurer, Executive Director and director of development, with the treasurer serving as committee chair. Its responsibilities shall include the preparation of an annual budget and periodic review of the financial condition of the band and the status of actual versus budgeted income and expenditures. It shall present no later than June 30 to the President of the board its recommendations for an annual budget for the following fiscal year.

COMPENSATION COMMITTEE

The compensation committee shall consist of the treasurer and two appointed members. Its responsibilities shall include an annual review of compensation for all independent contractual personnel, not including soloists or supplementary performers. It shall present no later than May 31 to the chair of the budget and finance committee its recommendations for compensation of independent contractual personnel for the following fiscal year. No individual receiving compensation from the Dallas Civic Wind Ensemble shall serve on the compensation Committee.

CONCERT BOOKING AND REHEARSAL FACILITY COMMITTEE

The concert booking committee shall consist of at least three appointed members.

Its responsibilities shall include identifying and negotiating the booking of additional performances outside of the annual concert series. Combining a balance of performances at music conventions, schools, outdoor venues and community service should be considered. The committee shall also identify, seek-out, and negotiate bookings of rehearsal facilities should the need arise. Decisions on acceptance of any such additional performances shall be made by the Board of Directors, in consultation with the Artistic Director.

LONG-TERM PLANNING COMMITTEE

The long-term planning committee shall consist of at least five appointed members. Its responsibilities shall include evaluation of all the band's activities and consideration of long-range plans and strategies, particularly those involving travel. It shall make periodic reports to the Board of Directors on the results of its deliberations and its recommendations for future activities as charged by the Board.

NOMINATING COMMITTEE

The nominating committee shall consist of three members; one and only one of whom shall be an elected officer or member of the Board of Directors. It shall present to the President of the board, no later than the second rehearsal in May, a slate of candidates for all officer and member-at-large positions up for election on the Board of Directors.

PERSONNEL COMMITTEE

The personnel committee shall consist of five members including: the personnel manager, Artistic Director, ensemble manager, President of the Board of Directors, and assistant director of personnel (if the position exists) or one appointed member of the Board in the absence of an assistant director of personnel. It shall: review all leave of absence requests; review member attendance problems and notify the board of warnings to members; recommend to the board any membership probation or termination; draft and recommend personnel policies to the board for their review and Approval.

LOGISTICS & PROPERTY COMMITTEE

The property committee shall be responsible for the set-up and tear-down of equipment at all rehearsals and concerts. It also shall be responsible for ensuring an accurate inventory of all equipment belonging to the band.

SOCIAL AND COMMUNICATIONS COMMITTEE

The social and communications committee shall consist of at least three appointed members. Its responsibilities shall include: planning and implementation of social events for the membership of the band; publication of an annual member directory; creation of content for the website; and ensuring effective internal communications for the members.

Section 3. SPECIAL COMMITTEES

The board of directors may, from time to time, establish special committees. The term of all such committees shall expire on the last day of the band's fiscal year unless made permanent.

Article V Administration

Section 1. CONDUCTOR(S)

The Artistic Director of the Dallas Civic Wind Ensemble shall serve as an independent contractor appointed by the Board of Directors, which shall review these appointments annually. The Artistic Director shall exercise final authority in all musical matters. He/she shall determine the musical qualifications of applicants for membership in the band; make decisions regarding acceptance of applicants, instrumentation, seating within sections; select all repertoire; have final approval on the choice of guest artists and assist with setting the performance schedule.

The Artistic Director will insure timely communication with the board and will coordinate repertoire selection with the band's publicity, audience development and grant writing activities. The Artistic Director shall serve as a member of the Executive, Personnel and Audience Development Committees.

The assistant conductor, if one exists, shall perform the duties of the Artistic Director in the Artistic Director's absence.

Section 2. OFFICERS

As the positions can be filled, the officers of the Dallas Civic Wind Ensemble shall consist of an Executive Director, personnel director, director of public relations, player relations director, webmaster, and librarian(s), each of whom shall be elected for a term of three years by the membership of the band. Initially, many positions may need to be combined or consolidated during the ensemble's formative stages. The responsibilities of the officers shall include those listed below and any others that may from time to time be established by the Board of Directors.

EXECUTIVE DIRECTOR

The Executive Director of the Dallas Civic Wind Ensemble shall serve as an independent contractor appointed by the Board of Directors, who shall review this appointment annually. The Executive Director shall handle the routine business affairs of the band, supervise the production of all printed materials, arrange transportation and housing for performances and tours outside the local area, negotiate contracts for guest artists and sponsored performances, coordinate the purchase of equipment, plan and administer the annual Festival, assist with personnel staffing, and such other matters as may be delegated from time to time by the Board of Directors

DIRECTOR OF PERSONNEL

The director of personnel shall maintain the membership roster, waiting list of prospective members, and attendance records; advertise and coordinate the audition process to fill open Presidents; act as chair for the personnel committee; and shall, via the personnel committee and upon consultation with the Artistic Director, make recommendations to the Board of Directors regarding probationary status or dismissal of members. The director of personnel may appoint an assistant director of personnel from within the members-at-large on the Board of Directors, to assist with his/her duties.

DIRECTOR OF DEVELOPMENT

The director of development shall be responsible for the planning and implementation of fund-raising activities, including the solicitation of individual, foundation and corporate donations.

DIRECTOR OF PUBLIC RELATIONS

The director of public and player relations shall coordinate and ensure the timely promotion and publicity of the band's activities.

DIRECTOR OF PLAYER RELATIONS

The director of player relations shall address individual player issues and concerns within the ensemble and serve as an intermediate between the members and the board if needed.

LIBRARIAN(S)

The librarian(s) shall be responsible for making copies, organizing and assembling folders, the transportation and distribution of the band's music at all rehearsals and concerts,

and the collection, sorting and returning of all music parts to the library from which they were received.

Section 3: SUPPORTING PERSONNEL AND GROUPS

The board may create and fill other supporting positions as it deems appropriate. The board may establish and terminate supportive groups or auxiliaries of band members and/or non-band members as it deems appropriate. All appointments to supportive groups or auxiliaries will be made by the President of the Board of Directors.

Article VI Budget and Finance

Section 1. ANNUAL BUDGET

The annual budget shall serve as a guideline for expenditures incurred on behalf of the band. The Board of Directors shall regularly examine the progress of actual versus budgeted revenues and expenses. Any actual or anticipated expenditure that would exceed the level of funds budgeted in a given year for a specific activity of the ensemble shall require the approval of a supplemental budget allocation by the Board of Directors prior to the expenditure of such funds.

Section 2. DEPOSIT OF FUNDS

All funds received by the band shall be promptly deposited in such banks or other depositories as the Board of Directors may select.

Section 3. PAYMENT OF FUNDS

All checks or other drafts authorizing the payment of funds shall be signed by such agents of the band as shall be determined by the Board of Directors.

Article VII Amendments

These bylaws may be altered or amended by approval of two-thirds of the membership. Notice of a proposed amendment and a copy of the text shall be provided to the membership not later than the earlier of 30 days or three rehearsals prior to the voting date. Voting shall take place at a scheduled rehearsal.