

Bylaws of
Texins Jazz Band
A Texas Nonprofit Corporation

Article I
Name, Purpose, Objective

1. The name of the corporation is Texins Jazz Band.
2. The Texins Jazz Band is organized and will be operated for charitable and education purposes within the meaning of section 501(c)(3) of the Internal Revenue Service code.
3. The Texins Jazz Band is a 501(c)(3) non-profit organization whose mission is to perform the big band jazz musical art form and present international guest artists to the public in a manner that is educational, entertaining, and affordable.

Article II
Board of Directors

1. The Board of Directors shall be comprised of at least three voting members: The President, Treasurer, and Secretary. A majority of the Board of Directors shall comprise a quorum.
2. The Board of Directors may take action without meeting if all directors consent to the action and when this consent is set forth in a resolution, which is then signed and recorded.
3. The Board of Directors duties include:
 - a. Secure and maintain a 501(c)(3) status with the IRS.
 - b. Maintain the corporation in good standing with the state of Texas.
 - c. Manage the financial affairs of the organization.
 - d. Authorize the officers of the band to enter into contractual obligations.
 - e. Appoint/dismiss the Music Director.
 - f. Schedule rehearsals and concerts.
 - g. Replace a board member when a vacancy occurs.
 - h. Meet at least annually.
4. Election of Board of Directors. The initial Directors are those named in the Articles of Incorporation. The initial directors will hold office until the first meeting of the Board of Directors. New directors will be elected by the existing Directors. Members will be asked to submit nominations in advance of any election.
5. Terms of Office for the Board of Directors. Terms shall be of two (2) years. There are no limits on consecutive terms.
6. Elections will occur annually during the final Board meeting of the calendar year, with Board members elected in the following manner:
 - a. The President and Treasurer will be elected in even numbered calendar years; the Secretary will be elected in odd numbered calendar years.
7. Elected member terms will begin immediately following their election.
8. Removal. Any Director may be removed, either for cause or without cause, by the Board of Directors, at any Board meeting, with a simple majority vote.
9. Vacancies. Any vacancies on the Board of Directors may be filled by a simple majority vote of the remaining Board of Directors. Directors elected to fill a vacancy will remain through the unexpired term of the predecessor of the position.

10. Compensation. Directors may not receive any compensation for their services as a Director.

Directors may receive reimbursement for expenses incurred on behalf of the Corporation.

11. Duties of the Board Members

President shall:

- a. Act as general coordinator of the club activities and performances;
- b. Preside at Board meetings;
- c. Appoint committees or other offices as needed;
- d. Arrange for an annual financial review;
- e. Sign or execute on behalf of the Band all agreements and contracts;
- f. Have the authority to sign checks;
- g. Coordinate with the Secretary on preparation of the Board Meeting agendas and notifying Board Members of the agenda prior to meetings;

Treasurer shall:

- a. Maintain checking account and draft checks as needed within budget constraints;
- b. Prepare and provide printed budget and cash flow reports on a regular basis for Board meetings;
- c. Prepare for annual financial review;
- d. Maintain 501(c)3 and non-profit status;
- e. Prepare and file required tax forms and maintain insurance;
- f. Have the authority to sign checks.

Secretary shall:

- a. Record and distribute minutes of Board meetings to Board members;
- b. Maintain a historical record of Board minutes in a Minutes file;
- c. In consultation with the President, prepare and distribute meeting agenda to Board members prior to meetings;
- d. Maintain official copies of operational documents such as bylaws, grant awards, insurance, donors, etc.;

Article III

Membership

1. Membership in the Texins Jazz Band is voluntary. The 18-piece big band format dictates the general quantity and type of instruments.
2. The band membership will be primarily comprised of performers who have science, technology, engineering, or math (STEM) backgrounds. The band adds the Arts to the STEM components (STEAM) and provides an example of how people can continue performing music at a high level despite choosing a STEM career. The initial membership of the band comes from our 33 year history as The Texas Instruments Jazz Band, which gave preference to Texas Instruments employees.
3. Membership will be based on the following ranked criteria:
 - a. An eligible person performing at, or near the level of the band. This will be the judgment of the Music Director. Ranked eligibility criteria:
 - i. Musicians with STEM related backgrounds.
 - ii. All other members of the general public
 - b. Good attendance at rehearsals and performances. Make rehearsal no later than 30 minutes after start and performances by downbeat.

- c. Punctuality for rehearsals and performances. Make rehearsal by downbeat and performances at designated call time.
 - d. Seniority.
4. Musicians interested in auditioning for a chair in the band will be allowed to do so at a mutually agreed time, or as chairs become vacant. The applicant will audition according to a process decided by the Music Director and the President. Musical ability will be judged by the Music Director. If the player is clearly superior to a current member of the band based on the criteria in Section 3., the Music Director, with the approval of the President, may replace the current member with the challenger. If no positions are available, a qualified applicant may become an alternate and fill in for missing members of the section for rehearsals and performances.

Article IV

Member Meetings

1. Regular meetings of the general membership will be held each Tuesday night at 7:00 - 9:00 pm in F176 in Fannin Hall at Richland Community College, unless otherwise announced by the President or Music Director. Special meetings of individual sections of the band may be called by agreement of the members of that section.
2. At all meetings intended for the full band, 50% of the active membership roster shall constitute a quorum for the transaction of all business, provided that all members have been notified of the meeting time and place.
3. Performances shall consist of a mix of planned self-produced concerts, hired performances, and voluntary performances. The band will seek to hire guest artists for some performances.

Article V

Additional Officers

1. In addition to the officers that constitute the Board of Directors, the President shall have the ability to appoint positions to assist with the operation of the band. Such roles might include, but aren't limited to:
 - a. Librarian: Shall maintain a list of charts; organize the music files; keep copies of charts; purchase music or replacement parts when authorized by the President.
 - b. Equipment Manager: Shall maintain list of assets; assure the arrival and setup of the sound system; manage the shirt inventory; and manage the sale and inventory of CD's or other band items.
 - c. Publicity Manager: Shall maintain lists of publicity outlets; shall prepare and distribute publicity for upcoming events.
2. The Music Director will be reviewed annually and appointed by the Board via simple majority vote.
 - a. Music Director: Shall lead the band musically; shall have primary discretion concerning personnel placement within the band.

Article VI

Finances

1. All funds raised by performances or donations will be used for enlarging the band's musical library, covering rehearsal and performance related expenses, the purchase of capital items, and the general operation of the band.
2. The funds of the Texins Jazz Band shall be used as authorized by the Board of Directors.
3. The fiscal year will run from January 1 to December 31.

Article VII Other

1. Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
2. Amendments may be made to the bylaws after official notice has been provided to the Board members in writing 30 days prior to a meeting. Bylaw changes may be made by a two-thirds vote of the Board. Bylaw changes approved by the Board shall be submitted to the Band at the Annual Meeting, and enacted upon a majority vote of all members present.
3. Upon dissolution, any remaining assets must be used exclusively for section 501(c)(3) exempt purposes.

Approved by:

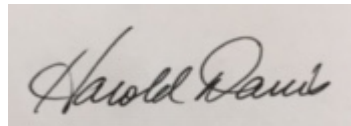


Paul Westbrook

10/23/2019

President, The Texins Jazz Band

Date



Harold Davis

10/23/2019

Treasurer, The Texins Jazz Band

Date



Thomas E. Hilbun

10/23/2019

Secretary, The Texins Jazz Band

Date

Initial formation approval: 10/23/2019

Revised: