

**Constitution and By-Laws
of the
Tennessee Valley Winds
(A Community Concert Band)
Murfreesboro, Tennessee**

**Approved by the Board of Directors
September 9, 2017**

**Ratified by Band Membership
September 26, 2017**

Constitution

ORGANIZATIONAL NAME

This organization shall be known as the “Tennessee Valley Winds” and is a non-profit organization exclusively for educational and charitable purposes which qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Tennessee Valley Winds (TVW) is a community concert band headquartered in Murfreesboro, Tennessee.

MISSION STATEMENT

The mission of the Tennessee Valley Winds is to promote music education advancement opportunities for all ages, provide a social network for local musicians, and perform quality band literature for the Middle Tennessee community.

PURPOSES AND OBJECTIVES

The purposes and objectives of the organization (the band) shall be:

1. To make a positive contribution to the musical environment and culture of the Middle Tennessee area
2. To promote music education through programs, activities, and community outreach events
3. To provide an opportunity for quality musical experiences and musical growth by the membership
4. To provide an opportunity for contact and interaction with musicians of advanced proficiency by the membership
5. To advance the position of the community concert band in America through public performances of quality band literature

MEMBERSHIP

Levels of Membership:

1. Full Member: A Full Member is a seated instrumentalist within a section of the band who is a regular and consistent participant in rehearsals, performances, and other TVW activities. Priority will be given to adult musicians.
 - a. Active Member: An Active Member is a Full Member who is actively participating in the rehearsals for a particular concert.
 - b. Inactive Member: An Inactive Member is a Full Member who has recently participated in rehearsals but is not actively playing in a particular concert cycle due to schedule conflicts, health, or other personal reasons.
2. Reserve Member: A Reserve Member is a temporary player, typically brought in for a single performance. In order to assure complete instrumentation (including optional parts) to capably perform the literature scheduled for a particular performance, the Music Director may seat the needed player(s) within a section through the performance of the specified concert. The Music Director may also seat Reserve Members on an emergency basis or as other circumstances dictate. The use of Reserve Members should be as limited as possible and only when other options have been exhausted.

Requirements for Full Membership:

1. Any musician who is proficient on a woodwind, brass, and/or percussion instrument(s) and is interested in becoming a member of the Tennessee Valley Winds may be considered for membership provided the he or she is qualified to the satisfaction of the Music Director and a vacancy exists in the organization.
2. A musician may become a member of the band when:
 - a. A successful audition, either formal or informal, has been accomplished with the Music Director and/or Section Leader. An informal audition may include a prospective player rehearsing with the band.
 - b. A personnel form has been completed and returned to the Music Director or Personnel Director.

Duties of Full Membership:

1. **Performance Expectations:** Members are expected to perform to the best of their abilities. Members are encouraged to participate in as many TVW performances and activities as possible. To maintain Full Membership status, members are expected to participate in at least two-thirds (2/3) of the TVW performances during a calendar year. If a member does not have two-thirds participation on a consistent basis, they may be asked to relinquish their seat if another qualified player is available. Members are also expected to attend the allotted amount of rehearsals for each concert as defined below (see #2, Rehearsal Expectations). An exception to this rule may be made with the approval of the Music Director and Board.
2. **Rehearsal Expectations:** Groups that consistently rehearse with the same membership create quality ensembles and performance recordings. Members are encouraged to attend as many rehearsals as possible. If a member wishes to perform for a specific concert they are expected to

attend all the scheduled rehearsals, with a minimum attendance at two-thirds (2/3). If a member is unable to attend two-thirds (2/3) of the rehearsals scheduled for a specific concert, they should sit out that concert. If necessary, an exception to this rule may be made for concerts with less challenging repertoire if agreed to by the Music Director and Section Leader. Exceptions may also be made as deemed necessary by the Music Director.

3. **Preparation Expectations:**

a. **Practice:** Members are expected to be able to learn and play their parts. It is expected that all members will devote the necessary practice time outside of rehearsal to proficiently play their parts in a musical manner and make a positive contribution to the ensemble during rehearsals and performances.

b. **Preparation:** Members are expected to be on-time to all rehearsals and performances and be prepared to play. Members are responsible for bringing the needed instruments and accessories and keep them in good working order.

4. **Decorum and Communication:** Members of the TVW are expected to conduct themselves in a professional and friendly manner. Members are expected to respond to correspondence and give notice of schedule conflicts on a timely basis. Members who are disruptive or behave in an inappropriate manner may be asked to leave.

BOARD OF DIRECTORS

Executive Authority of the band is vested in the Board of Directors (the Board) whose duties include:

1. Management of the general affairs of the band involving any and all action compatible with the best interests of the band
2. Management of the financial affairs of the band
3. Appointment and dismissal of the Music Director and Associate Conductor
4. Replacement of members of the Board who are unable to complete their term of office
5. Establishment of a schedule of rehearsals, concerts, and activities in consultation with the Music Director

The Board of Directors shall consist of two bodies: The Full Board and Executive Board.

The Full Board shall consist of elected and appointed positions. Each Board member shall have one (1) vote at Board meetings. The Full Board shall consist of:

1. Elected Board members are elected by a majority vote of the full band membership for two (2) year terms. The President, Treasurer, Personnel Director, and one (1) Band Member-at-Large will be elected in odd numbered years. The Vice-President, Secretary, and one (1) Band Member-at-Large will be elected in even numbered years. Band Members-at-large should not serve consecutive terms to encourage a

rotation of members in elected positions. Nominees for elected board positions must be Full Members of the band. Elected Board positions are as follows:

- a. President
 - b. Vice-President
 - c. Treasurer
 - d. Secretary
 - e. Personnel Director
 - f. Two (2) Band Members-at-Large
2. Appointed Board members are selected by a majority vote of the current Full Board and serve as needed or until a majority vote of the Executive Board deems their removal:
 - a. Music Director
 - b. Associate Conductor
 - c. Band Manager
 - d. Production Manager
 - e. Development Coordinator
 - f. Publicity Coordinator
 - g. Assistant Publicity Coordinator
 - h. Librarian
 - i. Historian
 - j. Website Coordinator
 3. Each Board member may create ad hoc committees, as necessary, to carry out the duties of their position.

The Executive Board shall serve as a steering committee for the Full Board. It is responsible for bringing pertinent matters and proposals before the Full Board for consideration. The Executive Board shall consist of members of the Full Board as follows:

- a. President
- b. Vice-President
- c. Music Director
- d. Treasurer
- e. Secretary
- f. Personnel Director
- g. Band Manager

Election of Board Members:

1. On or before the first fall rehearsal of every year, the President shall appoint a Nominating Committee.
 - a. The purpose of the Nominating Committee is to submit an appropriate slate of candidates for election to the Board:
 - i. In odd-numbered years the slate will include nominees for the offices of President, Treasurer, Personnel Director, and one (1) Band Member-at-Large.
 - ii. In even-numbered years the slate will include nominees for the offices of Vice-President, Secretary, and one (1) Band Member-at-Large.
 - b. The Nominating Committee shall consist of three (3) members:

- i. A current Board Member
 - ii. Two (2) non-Board members from the band membership
2. The Nominating Committee shall present a report to the band membership at a rehearsal within two (2) weeks.
 - a. The report shall list at least one (1) candidate for each elected Board position for that year's slate
 - b. Additional nominations for elected Board positions may be taken from the floor either following the presentation of the Nominating Committee's report or prior to the election at the next rehearsal.
 - c. The election shall take place at the next band rehearsal following the presentation of the Nominating Committee's report
3. All persons nominated must be willing and able to serve. A majority vote of the band members present and voting shall prevail, provided that a quorum is present. Each elected member of the Board will serve a two (2) year term beginning on January 1 following the election.

MUSIC DIRECTOR AND CONDUCTORS

Music Director: The Music Director shall provide the musical leadership of the band and shall assume the responsibilities associated with this position. The Music Director is the ensemble's Principal Conductor and is appointed by majority vote of the Full Board. These duties may be temporarily delegated at the discretion of the Music Director. The Music Director serves at the discretion of the Full Board.

Associate Conductor: The Associate Conductor assumes the duties of the Principal Conductor as requested by the Music Director or by majority vote of the Full Board. The Associate Conductor is selected by the Music Director with the approval by a majority vote of the Full Board. The Associate Conductor serves at the discretion of the Full Board.

Guest Conductors: Guest Conductors may be invited to rehearse the band, direct a musical selection, and/or a full concert program as a public performance. Guest Conductors are selected by the Music Director with the approval by the Full Board. Special Guest Conductors and directors of other ensembles at joint concerts are encouraged to work with the band.

Substitute Conductors: If a Substitute Conductor is needed to cover a rehearsal, a musical selection, or a full concert program, priority should be given to qualified Full Board members first, band members second, and non-TVW conductors third. Substitute Conductors are selected by the Music Director with the approval by the Full Board.

Conductor Emeritus: The Tennessee Valley Winds reserves a very special and honored status for former conductors who have made major contributions to the organization over a significant period of time. To qualify for Conductor Emeritus, a conductor must have devoted a minimum of ten (10) years of sustained activities as the TVW Music Director and/or Principal Conductor. Candidates may be nominated by the Board or by three (3) members or more members of the band. A proposal, including a short biography and an outline of the candidate's history with the organization, must be presented to the Board for consideration. A majority vote of the Board and the Full Band Membership is required for approval.

MEETINGS

Meetings of the Full Board and meetings of the Full Band Membership may be called at the discretion of the President or at the request of any three (3) band members. Meetings of the Executive Board may be called by the Full Board or any member of Executive Board. A meeting of the Full Band Membership is a section of business at a rehearsal with at least two weeks notice distributed via e-mail.

QUORUM

A quorum is necessary in order to conduct business. Board meetings shall have a quorum if the majority of the Board (over 50%) members are present. Full Band Membership shall have a quorum of at least 50% of the Active Membership in order to conduct business. The active membership is the roster of full members participating in the current rehearsal and performance schedule.

AMENDMENT TO THE CONSTITUTION AND BY-LAWS

A proposed amendment to this Constitution along with a copy of the proposal must be presented at a Board meeting at least two (2) weeks prior to voting on the amendment. The amendment must be approved by 60% of the Board members present, provided that a quorum exists.

If the proposed amendment to the Constitution and By-Laws passes the Board, the President shall present the proposal to a meeting of the Full Band Membership at least two (2) weeks prior to voting on the amendment. The amendment must be approved by 60% of the active band membership present and voting, provided that a quorum exists.

By-Laws

DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Elected Board Members:

PRESIDENT: The President shall act as the presiding officer at all meetings of the Board and Full Band Membership. The President shall coordinate the activities of all other Board members, appoint ad hoc committees as necessary, and act as the spokesperson with full authority to represent the band in all business meetings with outside entities. The President is elected by a majority vote of the band.

VICE-PRESIDENT: The Vice-President shall be prepared to assist and/or assume the duties of the President when necessary at the request of the President or a majority vote of the Board. The Vice-President is elected by a majority vote of the band.

TREASURER: The Treasurer shall keep and maintain permanent financial records, collect and disburse all financial matters as approved by the Board, and will prepare detailed regular financial reports. An annual

itemized financial report shall be distributed at the board meeting that falls closest to the end of each fiscal year. The Treasurer is elected by a majority vote of the band.

SECRETARY: The Secretary shall keep minutes of all meetings of the Board and Full Band Membership meetings. Responsibilities include timely management of band correspondence and communication and working in direct support of the activities of the Music Director, members of the Board, and band activities. An annual report of TVW activities shall be submitted in writing to each member of the Board in January. The Secretary is elected by a majority vote of the band.

PERSONNEL DIRECTOR: The Personnel Director shall maintain a current membership list including addresses, telephone numbers, and email addresses. The Personnel Director will maintain an accurate record of attendance at all rehearsals. In the event that the Personnel Director must miss a rehearsal, prior arrangements should be made for another member of the Board to record the attendance of the rehearsal. The Personnel Director is elected by a majority vote of the band.

BAND MEMBERS-AT-LARGE: The two (2) Band Members-At-Large shall be assigned duties as necessary by the President. They should primarily serve as a liaison between band members and the board and act as a welcoming face to new members. The Band Members-at-Large are elected by a majority vote of the band.

Appointed Board Members:

MUSIC DIRECTOR: The Music Director shall provide the musical leadership of the band and shall assume the responsibilities associated with this position. The Music Director shall be the ensemble's Principal Conductor and is responsible for concert selection, program selection and rehearsals, and other matters directly related to the musical performances of the band. Additional duties include coordination with the Associate, Guest, and Substitute Conductors and soloists. The Music Director shall work with the Personnel Director, Band Manager, Production Manager, and Publicity Coordinator to facilitate rehearsals and public performances. The Music Director shall report to the Board at its meetings. These duties may be temporarily delegated at the discretion of the Music Director. The Music Director is appointed by a majority vote of the Board.

ASSOCIATE CONDUCTOR: The Associate Conductor assumes the duties of the Principal Conductor as requested by the Music Director or by a majority vote of the Board. The Associate Conductor is appointed by the Music Director with approval by a majority vote of the Board.

BAND MANAGER: The Band Manager shall act as a coordinator of any TVW smaller ensembles the Board delegates, providing assistance with booking events, ensuring proper personnel is available, conveying needs to the publicity coordinator, production manager, and other board positions as necessary. The band manager also serves to create activities that facilitate comraderie between members such as potlucks or social outings. The Band Manager is appointed by a majority vote of the Board.

PRODUCTION MANAGER: In coordination with the Music Director and the Band Manager, the Production Manager shall coordinate equipment for all performance activities and functions of the band including concerts and social functions. They will oversee the necessary A/V equipment setup, TVW sign display, and any other details related to the day-of production needs. They are also responsible for arranging for crews to setup and tear down chairs, music stands, and equipment at all rehearsals and concerts. If an equipment truck is necessary, the production manager will oversee the tasks necessary in renting, loading, unloading, and returning the vehicle. The Production Manager is appointed by a majority vote of the Board.

DEVELOPMENT COORDINATOR: The Development Coordinator shall make recommendations to the Board involving financial matters. The Development Coordinator shall also arrange for fundraising and sponsorship of band activities. The Development Coordinator is appointed by a majority vote of the Board.

PUBLICITY COORDINATOR: The Publicity Coordinator shall promote and publicize all concert dates and activities of the band. The Publicity Coordinator will be responsible for overseeing the printing of programs and flyers, the updating of social media accounts, and the outreach to local media through communications such as press releases. The Publicity Coordinator is appointed by a majority vote of the Board.

ASSISTANT PUBLICITY COORDINATOR: The Assistant Publicity Coordinator shall work with the Publicity Coordinator to promote and publicize all concert dates and activities of the band. The Assistant Publicity Coordinator will assume the duties of the Publicity Coordinator as needed. The Assistant Publicity Coordinator is appointed by a majority vote of the Board.

LIBRARIAN: The Librarian shall be responsible for the organization of stored music and the distribution of music folders at the beginning of the season and as new members join the band. The Librarian will see that adequate parts are distributed for each music title. Librarian is appointed by a majority vote of the Board.

HISTORIAN: The Historian shall maintain all audio and video recordings, historical records of concerts (programs, flyers, etc.), band rosters, publicity news clippings, photography, and any other papers and material that may be relevant to maintaining a history of the band. The Historian is appointed by a majority vote of the Board.

WEBSITE COORDINATOR: The Website Coordinator maintains and updates TVW web assets. The Website Coordinator is appointed by a majority vote of the Board.

MEMBERSHIP RESPONSIBILITIES AND GENERAL INFORMATION

REHEARSALS: Rehearsals are scheduled on Tuesday evenings from 7:00 p.m. until 9:00 p.m. unless otherwise announced. Rehearsal locations will be announced with at least one (1) week of notice. Additional rehearsals may be called as needed.

ATTENDANCE: Members are expected to regularly attend rehearsals and performances. Members may be dropped from the roster for excessive absences. See "Duties of Full Membership, Rehearsal Expectations."

CONCERT DRESS: Concert dress shall be determined by the Music Director and shall be adhered to by the entire membership.

CONCERTS: The TVW shall establish a regular schedule of signature concert performances. Historically, concerts in Murfreesboro include a performance at the Stones River Battlefield in October, a Holiday Concert in December, a concert at the MTSU Wind Band Conference in February, and a concert in later April or early May. Other concerts may be scheduled by the Music Director and/or the Board. The scheduling and programming of concerts is the responsibility of the Music Director. Band members shall notify the Music Director and/or Personnel Director of any problems concerning concert schedules and individual availabilities.

SECTION LEADERS: Section Leaders are responsible for the functioning of their section of the band. This includes the appropriate distribution and coverage of parts, seating, and auditions as needed. Section Leaders are also responsible to communicate with the Music Director and/or conductor as needed. The selection of Section Leaders may vary from time to time depending on the active band roster and the program being scheduled. Section Leaders are appointed by the Board with close consultation with the Music Director.

AUDITIONS: Formal auditions may be held at the discretion of the Music Director in consultation with the Section Leaders, or may be held informally through observation during a rehearsal. All members must be qualified to the satisfaction of the Music Director and the Section Leaders.

FUNDRAISING: Fundraising projects involving extensive membership participation shall be approved by a majority vote of the Full Band Membership.