



**BYLAWS OF
THE HUTCHINSON MUNICIPAL BAND**

*A Kansas Non-Profit 501(c)(3) Corporation
City of Hutchinson • County of Reno • State of Kansas*

Revised 3-1-2026

Article I – Name

The name of the Organization shall be **Hutchinson Municipal Band, Inc.** ("the Organization").

Article II – Mission, Vision, and Values

Section 1. Mission

The mission of the Hutchinson Municipal Band is **to give the gift of music to audiences, musicians, and the community**, enriching cultural life through quality musical performance and education.

Section 2. Vision

A future where Hutchinson and Reno County thrive as cultural hubs of Kansas, offering abundant opportunities for instrumental performance in concert bands, jazz bands, and small brass and woodwind ensembles.

Section 3. Values

The Hutchinson Municipal Band upholds the following values:

- **Musical Excellence:** We are committed to high-quality performance and artistic integrity.
- **Service to the Community:** We share the gift of music to uplift, educate, and inspire Hutchinson and Reno County.
- **Collaboration:** We cultivate a respectful, supportive, and professional environment that encourages creativity and collaboration within the Organization and with community partners.
- **Accessibility & Inclusion:** We welcome participants and audiences of all backgrounds.
- **Education & Growth:** We encourage lifelong learning and musical development.
- **Grounded in history, inspired by the future:** We honor Hutchinson's cultural heritage and preserve the legacy of early 20th-century military and instrumental music while embracing the diverse musical traditions of today and tomorrow.

Article III – Purpose

The Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The purposes of the Organization include, but are not limited to:

1. Operating a **Concert Band** for regular public performances. The primary function of the Hutchinson Municipal Band is to perform concerts; performances typically occur on Memorial Day and continue through Tuesdays in June and July.
2. Operating the **Salt City Jazz Band** for regular public performances. The Salt City Jazz Band typically performs in the final two performances of the summer season in July.
3. Operating the **Hutchinson Municipal Band Brass Quintet** for regular public performances by request.
4. Forming and supporting **additional small ensembles** upon request from the community.
5. Providing musical outreach and educational opportunities to residents of Hutchinson and Reno County.
6. Promoting the understanding and appreciation of instrumental, concert band, jazz, and traditional American ensemble music.

Article IV – Membership

Section 1. Eligibility for Participation

Membership in the Organization is open to all residents of **Reno County**, with special emphasis on residents of the **City of Hutchinson**.

Section 2. Eligibility for Ensemble Participation

Musicians must demonstrate an acceptable level of musical ability, reliability, and professionalism as required by the ensemble(s) in which they participate. In addition, all musicians are considered members of the Organization.

Section 3. Admission to Ensembles

The Vice President of Personnel may admit Musicians in consultation with the ensemble director. Admission may also be based on formal auditions, recommendations from private instructors or former directors, or review by ensemble members or section leaders, as determined by ensemble needs.

The Organization will create and maintain a Guiding Document for distribution to musicians that outlines key operational information and expectations. This public document will be made available upon request by non-musicians and the general public.

Section 4. Rights of Members

Members have the right to:

- Participate in ensemble activities for which they qualify
- Receive notices of meetings
- Vote in the **election of the Board of Directors**
- Serve on committees
- Propose amendments to the Bylaws

Section 5. Responsibilities of Members

Members are expected to:

- Attend annual meetings and performances regularly
- Uphold the mission and reputation of the Organization
- Respect directors, fellow musicians, and volunteers

In addition, musicians are expected to:

- Attend rehearsals and performances regularly
- Communicate anticipated absences promptly
- Meet the musical needs of the ensembles

Section 6. Removal and Dismissal

A. Removal of a Member

A member may be dismissed for cause, including chronic absenteeism, disruptive behavior, or actions harmful to the Organization. Removal requires approval by a majority vote of the Board of Directors.

B. Dismissal of a Musician

Each season, musicians may be removed from an ensemble for cause, including chronic absenteeism, disruptive behavior, insubordination towards the Vice President of Personnel, a section leader, or a conductor, or for any actions harmful to the Organization or the ensemble.

C. Appeal Procedure for Musicians

Musicians may appeal their removal in the following order: to the conductor (if removed by a section leader), to the Vice President of Personnel (if removed by a section leader or conductor), and to the President of the Board (if removed by, or denied appeal by, the Vice President of Personnel).

The final level of appeal for any one season shall be to the full Board of Directors, with a two-thirds majority vote required to reverse the removal.

Section 6. D. Procedure for Reinstatement to an Ensemble

A musician who was removed from an ensemble in the prior season may be reconsidered for participation in the following season. All standard procedures for ensemble admission and removal will apply.

Article V – Board of Directors

Section 1. Authority

The Board of Directors ("the Board") shall oversee and manage the Organization's property, business, and affairs.

Section 2. Composition

The Board shall consist of the following elected officers:

1. **President**
2. **Vice President of Personnel**
3. **Vice President of Marketing**
4. **Vice President of Equipment**
5. **Treasurer**
6. **Secretary**
7. **At-Large Musician**

In addition, the following **ex-officio (non-voting) positions** shall serve on the Board:

- **Coordinator of the Salt City Jazz Band**
- **Coordinator of the Brass Quintet**
- **Conductors of the Concert Band**

Section 3. Terms and Combining of Positions

A. Terms of Board Members

Board members serve two-year terms, staggered when possible, and may stand for reelection without formal term limits. To support healthy leadership rotation, Board members are encouraged not to serve indefinitely. The recommended maximum length of service in any single position is eight years (four terms). After reaching this recommended limit, a one-year leave from that position is encouraged before returning to service.

Current Board members at the time the term limit guidelines are adopted will be subject to them prospectively, not retroactively.

B. Succession Planning

Board members are encouraged to identify and recruit potential candidates and to invite them to shadow their duties to ensure smooth transitions. Past Board members are likewise expected to make themselves reasonably available to support incoming officers with questions or concerns.

C. Combining Positions

To accommodate limited volunteer availability and with the membership's approval, Board positions may be combined so that available volunteers can fulfil responsibilities. However, no individual may hold more than two Board positions at the same time.

Section 4. Duties of Officers

A. President

- Provides overall leadership and strategic direction
- Presides over Board and membership meetings
- Represents the Organization in official matters
- Ensures compliance with federal, state, and local regulations
- Oversees committees and delegates responsibilities as needed
- Applies for grant funding from the City of Hutchinson's Cultural Activity Fund and cultivates or designates necessary relationships to maintain funding

B. Vice President of Personnel

- Oversees musician processes, recruitment, or auditions, and onboarding
- Collaborates with conductors and the Board treasurer to fill ensembles and maintain personnel records for payroll processing
- Appoints personnel managers or assistants for each ensemble if conductors are unable or unwilling to perform this duty
- Maintains musician rosters and attendance records
- Coordinates volunteer staffing needs and service roles
- Serves as liaison between musicians and the Board, including announcing and organizing the annual meeting in coordination with the President, Treasurer, and Secretary

C. Vice President of Marketing

- Develops and oversees marketing and public relations strategies
- Requests and manages budget appropriately to the needs of the Organization
- Manages branding, communications, and social media
- Coordinates advertising for concerts, fundraisers, and community events
- Builds partnerships with local organizations, schools, and media

D. Vice President of Equipment

- Maintains inventory of musical equipment, uniforms, music library, and other property
- Oversees transportation and setup of equipment for rehearsals and performances
- Ensures proper storage, maintenance, and repair of instruments and assets
- Recommends equipment purchases to the Board
- Assists in grant writing or fundraising for equipment purchases

E. Treasurer

- Manages the Organization's finances and financial accounts
- Prepares annual budgets, financial statements, and required tax filings
- Ensures compliance with 501(c)(3) financial regulations
- Receives and disburses funds with Board authorization
- Maintains transparent, accurate financial records
- In collaboration with the President, applies for the Cultural Activities Fund from the City of Hutchinson and supplies the city with any necessary reports to maintain compliance
- Issue appropriate donation documentation to donors
- Negotiate the Organization's appropriate insurance needs. This negotiation includes the procurement of Directors' and Officers' Insurance, appropriate liability coverage for performances, and other insurance issues as identified by the Board of Directors

F. Secretary

- Records minutes of Board and membership meetings
- Maintains official records, bylaws, and organizational documents
- Issues meeting notices and correspondence, in coordination with the Vice President for Personnel
- Maintains archives, founding documents, and other legal documentation as requested by the President and Treasurer of the Board

G. At-Large Representative

- Represent the interests of the musicians and community members in the day-to-day operations of the Hutchinson Municipal Band
- Act as the primary liaison for the concerns of musicians and audience members
- Support the stewardship of the Organization's grant funders and donors as requested by the President. Examples might include thank-you notes to funders and donors.

Section 5. Duties of Ex-Officio Members

A. Coordinator of the Salt City Jazz Band

- Schedules rehearsals and performances
- Manage Personnel and/or assist with musician recruitment
- Oversees musical preparation and ensemble administration
- Recommend new or substitute musicians

B. Coordinator of the Brass Quintet

- Coordinates rehearsal schedules, performances, and Personnel
- Advises the Board on ensemble needs and activities
- Recommend new or substitute musicians

C. Conductors of the Concert Band

- Select repertoire, perform music librarian duties, and conduct rehearsals and performances
- Collaborate with the Board regarding programming and artistic direction
- Recommend new or substitute musicians

Article VI – Elections

Section 1. Board of Directors

Elections shall be held at the **Annual Meeting** of the membership. A simple majority of eligible members present is required for the election.

Section 2. Vacancies

Vacancies may be filled by Board appointment until the next annual election.

Article VII – Meetings

Section 1. Annual Meeting

An Annual Meeting of the members shall be held each year for:

- Election of Board members
- Review of Financial and Activity Reports
- Approval of major organizational policies and direction
- General membership business

Section 2. Board Meetings

The Board shall meet **at least quarterly**, or more frequently as necessary.

Section 3. Quorum

- A majority of active Board members constitutes a quorum for Board meetings. Vacant positions are excluded when determining the number required for quorum.
- A majority of active voting members present constitutes a quorum for membership meetings.
- All binding decisions must be made in a regular board meeting with a quorum.

Section 4. Board Planning Sessions

- Board planning sessions may occur for activities such as concerts and performances without a quorum.
 - A member of the planning session should record all activity.
 - If the President or their delegate is not in attendance, minutes from the planning session should be submitted to the President for review immediately following the meeting.
 - Minutes from planning sessions must be reviewed and approved at the next regularly scheduled meeting.
- Binding decisions must be made in a regular board meeting with a quorum.

Section 5. Executive Sessions

The Hutchinson Municipal Band shall conduct Executive Sessions in accordance with the Kansas Open Meetings Act (KOMA). Executive Sessions may occur only as permitted by Kansas law and only during a properly convened open meeting.

Article VIII – Committees

The Board may establish standing or ad-hoc committees, including but not limited to:

- Finance Committee
- Membership Committee
- Marketing & Outreach Committee
- Equipment & Logistics Committee

- Fundraising Committee
- Special Event Planning Committee

A representative from each active committee must report on activities to the Board at the earliest opportunity.

Article IX – Finances

1. The fiscal year shall be **January 1 – December 31**.
2. All funds shall be deposited in financial institutions approved by the Board.
3. Expenditures require prior authorization by the Treasurer and one additional officer. However, two signers will not be required.
4. If positions have been combined, the Treasurer and another member of the Board must review expenditures.
5. No part of the net earnings of the Organization shall benefit any private individual except for reasonable compensation for services rendered.
6. Board members may be compensated on a contract basis for services at rates agreed to by the membership at annual meetings. Musician compensation is provided on a contract basis, with rates set by the membership at annual meetings. The Board may make exceptions to increases in Directors' compensation, provided they adhere to the Conflict of Interest policy as appropriate.
7. Appropriate tax forms will be collected from members and musicians. Issuance of compensation forms will be in accordance with the applicable and current tax code guidelines.

Article X – Conflict of Interest

The Organization shall adopt and enforce a **Conflict-of-Interest Policy** in compliance with IRS requirements for 501(c)(3) organizations.

Hutchinson Municipal Band Conflict-of-Interest Policy

SECTION 1 – Purpose

The purpose of this Conflict-of-Interest Policy is to protect the integrity of the Hutchinson Municipal Band, Inc. ("the Organization") when it is considering entering into any transaction or arrangement that may benefit the private interest of a director, officer, committee member, or key volunteer. This policy supplements, but does not replace, applicable Kansas law or federal requirements governing conflicts of interest for nonprofit and charitable organizations.

SECTION II – Definitions

1. Interested Person: Any director, officer, or committee member with delegated Board authority who has a direct or indirect financial interest, as defined below, is considered an interested person.
2. Financial Interest: A person has a financial interest if they, directly or indirectly, through business, investment, or family:
 - Hold an ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
 - Have a compensation arrangement with the Organization or with any entity with which the Organization is engaged in a transaction; or
 - Have potential ownership or compensation arrangement with an entity involved in an anticipated transaction.

Financial interest does not automatically create a conflict of interest; the Board must determine whether a conflict exists.

SECTION III – Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must:

- Disclose all material facts relating to the interest,
- Disclose the existence of the potential conflict to the Board or relevant committee, and
- Answer the questions needed for evaluation.
- Annual written disclosure is recommended as a governance best practice.

SECTION IV – Determining Whether a Conflict Exists

After disclosure:

- The interested person shall leave the meeting room.
- The remaining Board or committee members will discuss the matter and vote on whether a conflict exists.

SECTION V – Procedures for Addressing the Conflict

If the Board determines a conflict exists:

- The interested person may make a presentation, but must leave during discussion and voting.
- The Board or committee shall consider alternatives that do not involve the conflict.
- If a more advantageous transaction is not reasonably possible, the Board may approve the transaction only if it is in the Organization's best interest, fair, and reasonable.

Interested persons are prohibited from voting on matters where a conflict exists.

SECTION VI – Records of Proceedings

The Board or committee minutes shall include:

- Names of persons who disclosed a conflict
- Nature of the financial interest
- Whether the Board determined the conflict existed
- Names of those present during the discussion and vote
- The Board's decision and rationale

SECTION VII – Compensation

- A voting member of the Board who receives compensation from the Organization is prohibited from voting on matters relating to their compensation.
- Committee members may provide information regarding their compensation, but may not vote on it.

SECTION VIII – Annual Statements

Each director, officer, and committee member shall annually sign a statement affirming that they:

- Have received and read the Conflict-of-Interest Policy
- Understand the policy
- Agree to comply with the policy
- Disclose any known or potential conflicts

SECTION IX – Violations of the Policy

If the Board or committee has reasonable cause to believe a member has failed to disclose a conflict:

- The individual will be notified of the belief and allowed to explain.
- If failure to disclose is confirmed, the Board may take disciplinary or corrective action, including, but not limited to, removal.

SECTION X – Periodic Reviews

The Organization shall conduct periodic reviews to ensure:

- Transactions are reasonable and aligned with the charitable mission
- Compensation decisions follow appropriate comparability data
- No arrangements result in private inurement or excessive benefit

These reviews help maintain compliance with IRS regulations regarding private benefit and excess benefit transactions.

SECTION XI – Use of Outside Experts

The Organization may use outside experts for compensation surveys or transaction evaluations when appropriate. Use of experts does not relieve the Board of its responsibility to ensure compliance with federal and state requirements.

Article XI – Non-Discrimination Policy

The Organization shall not discriminate based on race, color, religion, sex, gender identity, age, disability, national origin, sexual orientation, or any other protected classification.

Article XII – Amendments

These bylaws may be amended by a **two-thirds majority vote** of members present at a duly called meeting, provided that notice of proposed changes is given at least **7 days** in advance.

Article XIII – Dissolution

Upon dissolution of the Organization, all remaining assets shall be distributed to a **nonprofit organization in Kansas** with a similar mission, in accordance with **Section 501(c)(3)** of the Internal Revenue Code, as determined by the Board.