

Heisey Wind Ensemble Constitution

Article 1 (Name): The organization shall be known as the Heisey Wind Ensemble.

Article 2 (Purpose): The purpose of the Heisey Wind Ensemble (Corporation) shall be to provide a performance opportunity for qualified musicians and to provide an opportunity for people in the Licking County area to hear wind ensemble music.

Article 3 (Exempt Organization): Without limiting the foregoing, said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Article 4 (Membership):

- Members shall be selected based on musical ability and instrumentation needs of the Heisey Wind Ensemble.
- A prospective member shall present a written request for membership to the Manager. Upon invitation, the prospective member may then rehearse with the Heisey Wind Ensemble but must complete an audition within two rehearsals. Upon successful completion of an audition, he or she may become a member of the Heisey Wind Ensemble. He or she shall remain a member of the Heisey Wind Ensemble as long as he or she shows musical competence and maintains regular attendance.

Article 5 (Board of Directors):

- The executive authority of the Heisey Wind Ensemble shall be vested in a Board of Directors.
- The Board of Directors shall consist of nine members. Board members will be elected by the majority of band members present when voting to

staggered three-year terms (three in each year). The Board shall annually elect a Chair, Vice-Chair, Secretary, and Treasurer. Terms will begin August 1 of each year. The Music Director and Manager shall be non-voting ex-officio members of the Board.

C. The duties of the Board of Directors shall be to:

1. Manage the general affairs of the band and take actions compatible with the best interests of the band.
2. Manage the financial affairs of the band and establish an annual budget, including compensated positions.
3. Review performance annually of the Music Director and Manager. Appoint the Music Director and Manager to appropriate terms of service.
4. Replace members of the Board of Directors who are unable to complete their terms of office.
5. Approve an annual schedule of rehearsals and concerts as established by the Music Director and Manager.

D. Any member may request a meeting with the Board of Directors. This meeting shall take place within two weeks or at a mutually agreed upon time.

Article 6 (Amendment): This constitution may be amended by a three-fourths majority of those present when the voting is held. A copy of any proposed amendment to this constitution must be presented to a meeting of the band membership at least 30 days prior to voting on the Amendment.

Article 7 (Permitted Activities): 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 Ensemble 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 Articles 2 and 3 hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, the 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article 8 (Dissolution): Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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