

Constitution and By-Laws of the Citizens Band of Punxsutawney

Article 1 – Name and Purpose

1. The name of this Corporation shall be “The Citizens Band of Punxsutawney, PA, Inc.”, hereinafter referred to as “the Corporation”.
2. This Corporation shall be incorporated under the laws of the State of Pennsylvania.
3. The purposes of the corporation shall be to provide a musical performance opportunities for its members, provide an outlet for musicians beyond the high school environment, provide a means to entertain and educate the community on the musical tradition of the community bands and their music, support the celebration of community events with the provision of music, and encourage community spirit and social cohesiveness.

Article 2 - Membership

1. The Corporation shall establish such categories of membership as shall best serve the needs of the Corporation.
2. There shall be Voting Members. Any performing member who has paid the required dues and has participated in rehearsal or performance within the last six (6) months shall be considered a Voting Member of the Corporation. These members shall have voice and vote and at all meetings of the Corporation.
3. There shall be Auxiliary Members: Any non-paying individual who supports the work of the organization shall be considered an Auxiliary Member of the Corporation. These members have neither voice nor vote at the meetings of the Corporation.
4. There shall be Sponsors: Businesses, organizations, and other groups who contribute to the work of the organization shall be considered Sponsors of the Corporation. Sponsors shall have neither voice nor vote at the meetings of the Corporation.
5. There shall be Student Members: Members who have not yet either graduated from high school or attained the age of nineteen years but have participated in rehearsal or performance within the last six (6) months shall be considered Student Members. Dues shall be waived for Student Members. Student Members shall have voice but not vote at the meetings of the Corporation.

Article 3 - Dues

1. The membership shall have the power to establish the amount of dues by vote at a regularly scheduled meeting.
2. Changes to the amount of dues shall not take effect until the beginning of the next fiscal year.
3. Term and amount of payment shall be determined and recorded in the Continuing Resolutions of the Corporation.
4. The Corporation may establish such dues structure as may best suit its needs and purposes, including Annual, Life, Student, Auxiliary, or other dues.

Article 4 – Meetings

1. The Annual Meeting of the Corporation shall be held in November in Punxsutawney, PA.
2. Additional meetings of the Corporation may be held at the discretion of the President. Notice of the meeting shall be given to all Voting Members at least ten days in advance of the meeting. Notice may be communicated either by US mail with the postmarked date ten days prior to the meeting or electronically sent ten days prior to the meeting to the Voting Member's last known address.
3. A quorum at meetings shall be the total number of members present.
4. Special meetings of the Corporation shall be called at the written request of at least ten (10) voting members of the corporation, with the petition for the meeting and its stated purpose submitted in duplicate to the President or Vice- President and to Secretary. Once the petition is received by any of the three officers, a meeting must be convened within thirty (30) days of the date of receipt of the petition.
5. Robert's Rules of Order, Latest Edition, shall govern the operation of meetings of this Corporation
6. Absentee voting shall not be permitted at any meeting of this Corporation
7. Except where stated otherwise in these By-laws or Robert's Rules of Order, Latest Edition, all votes shall be by simple majority.

Article 5 – Officers

1. The officers of the Corporation shall be president, vice-president, secretary, and treasurer. All officers must be Voting Members of the Corporation who have had at least one calendar year's active involvement with the Corporation's.
2. Term of office for all officers shall be for one year beginning January 1 after their election, or until their successors are elected and installed.

3. Officers shall be elected at the Annual Membership Meeting.

Article 6 - Duties of Officers

1. The duties of the officers of the Corporation shall be those traditionally assigned to the office.
2. The President shall be a member of all committees ex officio except the Nominating Committee. The President shall be authorized to sign all official documents of the Corporation and shall be the official spokesperson for the Corporation. In consultation with the Executive Committee the President shall appoint all Committee Chairs.
3. The Vice-president shall assume the duties of the President in the President's absence.
4. The Secretary shall keep a record of all proceedings of the Corporation, including all minutes and reports, and shall conduct the general correspondence of the Corporation. With the President, the Secretary shall be authorized to sign all legal documents of the Corporation.
5. The Treasurer shall present a financial report to the Executive Committee and to the general membership of the Corporation at each regular meeting. The Treasurer shall receive all dues paid to the organization, and maintain a list all voting members who are in good standing. The Treasurer will see that all necessary forms are filed with the appropriate authorities, including the Corporation's annual IRS Form 990.

Article 7 – Finances

1. The fiscal year of the Corporation shall be January 1 through December 31.
2. Authorized Signers
 - a. The Treasurer shall be an authorized signer on all bank, investment, or other financial accounts.
 - b. In addition to the Treasurer, each account shall have two other authorized signers.
 - c. All checks shall require two signatures.
3. No bills shall be paid without a written or printed invoice.

Article 8 – Committees

1. The Corporation from time to time may create such Committees to suit the needs and purposes of the Corporation.
2. Membership on the Committees shall be drawn from the voting and non-voting membership of the Corporation. The Committees shall consist of the chairperson and any additional members as needed by the chair to complete the work of the committee.
3. All Committee Chairs must be Voting Members of the Corporation

4. Standing Committees of the Corporation shall be the Executive, Nominating, Alumni Event, History, Finance, Publicity, and Library Committees.
5. Executive Committee
 - a. The Executive Committee will consist of the four officers and Committee chairs.
 - b. The Executive Committee shall have charge of the business of the Corporation between Membership Meetings.
 - c. The Executive Committee shall approve all Committee appointments
 - d. The Executive Committee may appoint such ad hoc or pro tempore committees as may best suit the needs and purposes of the Corporation.
 - e. The Executive Committee shall not spend more than one-hundred dollars (\$100.00) more than the budget without approval of the membership.
 - f. Executive Committee meetings may be called by the President as necessary and shall be called at the request of a majority of the members of the Executive Committee.
 - g. A quorum of the Executive Committee shall be three-fifths (60%) of the membership of the Committee.
 - h. Immediately following the Annual Meeting, the Executive Committee shall annually appoint (or may reappoint) the Music Director and Assistant Music Director for the Corporation. These persons shall have the responsibility to select the all music for performances, programs, and events, and shall serve as the primary directors for the band in all rehearsals, performances, programs, and events.
6. The Nominating Committee shall present a slate of nominations at the Annual Meeting. At least one name will be presented for each office. The Chair of the Nominating Committee shall have general charge of the election at the annual membership meeting.
7. The Alumni Event Committee shall coordinate the arrangements for the annual Alumni Concert.
8. The History Committee shall maintain a record of this Corporation's activities and performances, and shall collect and maintain information on the history of area community bands.
9. The Library Committee shall maintain and distribute music for use by the Corporation.
10. The Finance Committee shall be responsible for overseeing the financial affairs of the Corporation under the direction of the Treasurer. The Finance Committee shall be responsible for seeing to the insurance needs of the Corporation, providing for an annual audit of the books, and for ensuring compliance with all financial regulations pertaining to the Corporation.
11. The Publicity Committee shall be responsible for promoting the performances, events, and

programs of the Corporation, including coordinating television, radio, print, and other traditional media, as well as any social or electronic media as may from time to time develop which may be used to the benefit of the Corporation.

Article 10 - Resignation, Discipline, and Removal from Office

1. An Officer may resign at any time by giving written notice to the President or Secretary of the Corporation. Unless otherwise specified in the notice the resignation shall take effect upon receipt thereof by the Executive Committee. Acceptance of the resignation shall not be required to make it effective.
2. Any or all of the Executive Committee members may be removed for cause by majority vote of the membership or by majority vote of the Executive Committee. Cause shall include, but not be limited to: criminal misconduct; inability to conduct the duties of the office due to illness, injury, or location; failure to adequately conduct the duties of the office; or conduct which reflects poorly on the good name, reputation, and work of the Corporation.
3. Officers may be removed for conflict of interest. Officers who experience conflict of interest with regard to a particular matter may remain on the Executive Committee so long as they declare the conflict and recuse themselves from any vote related to the matter. Officers may also be removed for unethical or illegal conduct as defined by Pennsylvania State law or Federal law.
4. Charges against an officer for conflict of interest or unethical or illegal conduct may be made by any member Corporation at any time. The specific charges shall be presented to the President in writing. At such time, the matter shall be tabled and the President shall immediately appoint a Disciplinary Committee of three members to investigate the charges. After investigating the matter, the Committee shall report back to the Executive Committee and recommend retention or dismissal. Such report shall be made within four weeks of the date of the charges being made. After hearing the report, the Executive Committee shall decide vote by majority vote whether or not to remove the member who has been charged. The member who has been charged shall be ineligible to vote in this matter. In the event of a tie vote, the recommendation of the Disciplinary Committee shall be considered an additional vote for or against the member charged.
5. In the event that an officer has been found to be guilty of illegal activity in a court of law, his or her seat shall immediately be declared vacant, and that person shall be prohibited from future service as an officer.
6. Once an office has been declared vacant due to discipline, resignation, or other causes, the Executive Committee shall appoint a replacement for the officer who shall serve until the next regular election.

Article 11 - Dissolution

Should this Corporation dissolve or cease to exist, title to all undistributed property shall pass to the Punxsutawney Area School District, or to the Punxsutawney Historical and Genealogical Society, and/or other local non-profit organizations which have similar missions as this Corporation and which serve the area of Jefferson County, Pennsylvania, with distribution being supervised and adjudicated by the local courts or magistrate, as appropriate.

Article 12 – Amendments

1. Amendments and revisions to these By-Laws may be proposed by any voting member or by the Executive Committee at any regularly called meeting.
2. Amendment to these By-Laws are considered adopted if they are 1) read before the general membership at a regularly called meeting and 2) approved by two-thirds (2/3) vote of the Voting Members present and voting.