

**BYLAWS OF
UNIVERSITY OF MINNESOTA BAND ALUMNI SOCIETY**

This instrument constitutes the Bylaws of the University of Minnesota Band Alumni Society (UMBAS), adopted for the purposes of regulating and managing the internal affairs of the corporation, and to supersede the bylaws of the UMBAS prior to its incorporation.

**ARTICLE I
MEMBERS**

Section 1.1. Membership. The membership of the UMBAS shall consist of two classes of members: a) regular membership; and b) honorary membership.

- a. Regular Membership consists of all members of the University of Minnesota Alumni Association who have elected to be coded for Band Alumni Society membership.

Rights and Privileges:

- 1) Regular members shall be entitled to all benefits, rights and privileges available to members of the UMBAS. They shall receive all mailings of the UMBAS and may vote and hold office in the Society.
 - 2) Participation in UMBAS events may be limited to those regular members who are former members of any University of Minnesota band.
- b. Honorary Membership is granted to the Director of the School of Music, all full time University of Minnesota band directors, and all former directors of bands at the University of Minnesota. In addition, any other person may become an honorary member by vote of 2/3 of the members of the Board of Directors.

Rights and Privileges: Honorary members may not vote for the election of Officers or Directors in the UMBAS. They may not hold office in the UMBAS. They may serve on UMBAS committees, receive all mailings of the UMBAS, and may participate in all UMBAS activities with the limitation that the UMBAS shall not grant rights and privileges that are a condition of UMAA membership.

Section 1.2. Meetings. Regular meetings of the members shall be held annually at such day and time, as the Board of Directors shall determine.

Section 1.3. Notice of Meetings. Unless otherwise required by law or the Articles or Bylaws of this corporation, notice of all Member meetings must be given at least ten (10) and not more than sixty (60) days before the meeting. The notice must contain the date, time, and place of the meeting. By a two-thirds vote of the Board of Directors, an emergency meeting of the membership may be called on notice to all Members at least five (5) days before the meeting.

Section 1.4. Demand for Notice. If a regular meeting of the Members has not been held during the preceding fifteen (15) months, at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of the corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the corporation.

Section 1.5. Quorum. Unless otherwise provided by law or by these Bylaws, the voting members present at a properly called meeting shall constitute a quorum, provided at least one voting member in attendance is a current voting member of the Board of Directors and another voting member is from the membership at large and not currently serving on the Board. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of a number of Members originally present leaves less than the number otherwise required for a quorum.

Section 1.6. Acts of Members. Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members with voting rights present at a duly held meeting.

Section 1.7. Acts of Members – General. All members with voting rights shall be entitled to one vote on any matter properly presented to the Members.

Section 1.8. Acts of Members – Methods. Members may take action at a meeting by voice or ballot, by action without a meeting by ballot, or by remote communication, as provided by statute.

ARTICLE II BOARD OF DIRECTORS

Section 2.1. Powers. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the Members.

Section 2.2. Number. The number of Directors shall be thirteen (13), consisting of six (6) officers of the corporation (President, President-elect, Secretary, Secretary-elect, Treasurer and Treasurer-elect) plus seven (7) at-large Directors.

Section 2.3. Term. The term of the Directors who are officers shall be one (1) year. The term of Directors elected at-large will be either two (2) years or one (1) year as follows: the three Director candidates who receive the highest number of votes in the election of Directors will be elected to serve a two (2) year term. The candidate with the fourth highest number of votes will serve a one (1) year term.

2.3.1. Candidates for Directors who receive insufficient votes for election shall be Director Alternates. Director Alternates may be called upon to fill vacancies in the Board of Directors as the President and Board may determine. To assist the President and Board in filling vacancies, Director Alternates may be ranked in the order of the number of votes received for the position. Director Alternates shall have no vote, but may attend board meetings, and may be called upon by the board for various duties.

2.3.2. Directors will take office January 1 of the year after they are elected. Unelected Board Candidates are Director Alternates for one year, beginning January 1 of the year after the board election.

2.3.3. A Director may serve up to 10 consecutive years (or to completion of an ongoing term) as a member of the board to be followed by a one (1) year break in service after which the member shall again be eligible for the Board of Directors.

2.3.4. Ex-Officio Directors. The non-voting, Ex-Officio Directors of the Board of Directors are:

- 1) A past President of the corporation appointed as an Operations Advisor by the Board of Directors, responsible for providing historical perspective and continuity of operation from year to year.
- 2) Directors of the University of Minnesota Bands.
- 3) A student representative selected by student members of the University of Minnesota Bands program.
- 4) Chief Executive Officer of the University of Minnesota Alumni Association (UMAA) or his/her representative.

5) Chairpersons of the permanent committees.

Section 2.4. Resignation. A Director may resign at any time by giving written notice to the corporation. The resignation shall be effective when received by the corporation, unless a later date has been specified in the notice.

Section 2.5. Removal. A Director may be removed from office, with or without cause, by the affirmative vote of a two-thirds (2/3) majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given; and provided that there are at least 6 votes in favor of removal.

Section 2.6. Vacancies. A vacancy for an at-large Director will be filled by the highest-ranking Director Alternate, to fill the balance of the term. If there is no Director Alternate, the President shall appoint a member to fill the balance of the term, subject to approval of the Board of Directors.

Section 2.7. Regular Meetings. Regular meetings of the Board of Directors shall be held and advance notice of all such meetings shall be given by electronic mail to each Director and shall be published on the corporation's website.

Section 2.8. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President or any three (3) voting Directors of the Board of Directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' written notice of the time, place and purpose of such special meeting.

Section 2.9. Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board.

Section 2.10. Action Without Meeting. Any action required or permitted to be taken at a board meeting may be taken by written action signed, or consented, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the board at which all Directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action. When written action is taken by less than all Directors, all Directors must be notified immediately of its text and effective date, except that failure to provide such action does not invalidate the written action.

Section 2.11. Quorum. Seven (7) voting Directors shall constitute a quorum for the transaction of business. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum.

Section 2.12. Act of the Board. Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action. Only Directors present in person at the meeting may vote. Participation in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear others during the meeting constitutes presence in person at the meeting.

Section 2.13. Compensation. The Directors, as such, shall not receive compensation.

ARTICLE III OFFICERS

Section 3.1. General. The officers of the corporation shall be a President, President-elect, Secretary, Secretary-elect, Treasurer, and Treasurer-elect.

Section 3.2. Duties. The duties of the Officers of the corporation shall be:

- a. President. The President shall preside at all meetings of the Board of Directors and shall be responsible for general supervision of all corporate business. The President shall appoint committee chairs subject to approval of the Board of Directors.
- b. President-elect. The President-elect shall assist the President in all duties and be prepared to assume the office of President should a vacancy occur. The President-elect will assume any tasks the President requests.
- c. Secretary. The Secretary shall take minutes of all meetings of the Board of Directors, provide for their distribution to all board members, and write correspondence of the corporation as directed by the Board of Directors or President.
- d. Secretary-elect. The Secretary-elect shall assist the Secretary in all duties and be prepared to assume the office of Secretary should a vacancy occur.

The Secretary-elect shall assume any tasks the Secretary requests, and shall serve in the absence of the Secretary.

- e. Treasurer. The Treasurer shall receive and deposit monies of the corporation, pay bills approved by the Board of Directors, keep financial records of all accounts and funds of the corporation, subject to annual audit, and keep records of the items and values of all property belonging to the corporation.
- f. Treasurer-elect. The Treasurer-elect shall assist the Treasurer in all duties and be prepared to assume the office of Treasurer should a vacancy occur. The Treasurer-elect shall assume any tasks the Treasurer requests, and shall serve in the absence of the Treasurer.

Section 3.3. Term. The term of office for an Officer shall be one (1) year.

Section 3.4. Resignation. An Officer may resign at any time by giving written notice to the corporation. The resignation shall be effective when received by the corporation, unless a later date has been specified in the notice.

Section 3.5. Removal. An Officer may be removed from office, with or without cause by the affirmative vote of a two-thirds (2/3) majority of the Directors at a duly held meeting of the Board of Directors for which notice stating such purpose has been given; and provided that there are at least 6 votes in favor of removal.

Section 3.6. Vacancies. A vacancy in an office shall be filled as follows:

- a. Vacancy for President shall be filled by the President-elect.
- b. Vacancy for President-elect shall be filled by an Officer or Director elected by a majority vote of the Board of Directors to serve the balance of the term.
- c. Vacancy for Secretary shall be filled by the Secretary-elect.
- d. Vacancy for Secretary-elect shall be filled by an Officer or Director elected by majority vote of the Board of Directors.
- e. Vacancy for Treasurer shall be filled by the Treasurer-elect.
- f. Vacancy for Treasurer-elect shall be filled by an Officer or Director elected by majority vote of the Board of Directors.

ARTICLE IV COMMITTEES

Section 4.1. General. A resolution approved by the affirmation vote of a majority of the Board of Directors may establish committees having the authority of the Board of Directors in the management of the business of the corporation to the extent provided in the resolution. Committees shall be subject at all times to the direction and control of the Board of Directors.

Section 4.2. Permanent Committees. The permanent committees of the corporation and an outline of their responsibilities include, but are not limited to, the following:

1. Operations
 - a. Constitution/Bylaws
 - b. Scholarship
 - c. Board Development
 - d. Historical
 - e. Music Department Liaison
 - f. UMAA Liaison

2. Finance
 - a. Audit
 - b. Budget
 - c. Fundraising
 - d. Endowment Allocation Advisory

3. Membership Relations
 - a. Communications
 - b. Publications
 - c. Membership Services
 - d. Mentorship

4. Music & Activities
 - a. Performances
 - b. Music Library
 - c. Equipment/Uniform
 - d. Social
 - e. Homecoming

5. Technology
 - a. Support Other Committee Needs

- b. Website Management
- c. Social Networking Site Support
- d. New Technology

Section 4.3. Membership. A committee shall consist of one or more individuals, who need not be Directors, appointed by affirmative vote of a majority of the Directors present at a duly held meeting. Each committee chairperson may appoint ad-hoc subcommittees as required to fulfill its responsibilities.

Section 4.4. Minutes. Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any Director.

ARTICLE V FINANCE

All financial activities of the corporation shall be handled as follows:

1. The Treasurer shall record all income and expenses. This record shall be subject to audit by an audit subcommittee and a report shall be submitted at each Annual Meeting of the Members.
2. The Finance Committee shall prepare an annual budget of estimated income and expenses, and shall be subject to approval by the Board of Directors.
3. There shall be a report given at each meeting of the Board of Directors of income, expenses, and remaining budgeted funds.
4. The funds of the corporation shall be maintained in one or more bank accounts and shall be managed as follows:
 - a. Income shall be from the UMAA membership allocation, UMBAS performances, donations and other sources.
 - b. All expenditures shall be approved by and at the discretion of the Board of Directors and shall be used for:
 - i. Operation of the UMBAS, including meetings, publications and general membership activities.
 - ii. Scholarships, including donations to band-related University of Minnesota Foundation scholarship accounts.
 - iii. Other projects directly supporting University of Minnesota Bands

- iv. Fundraising initiatives supporting the preceding items.
- c. All expenditures require the signature of two (2) of the following four (4) UMBAS Officers:
 - i. President
 - ii. Treasurer
 - iii. An Additional Member of the Board of Directors as approved by the Board of Directors
 - iv. The Operations Advisor
- 5. All records shall be audited by January 31 of each year. The audit subcommittee shall submit a report to the Board of Directors within thirty (30) days of audit completion. The three (3) members of this subcommittee will be the Finance Committee chair, incoming Treasurer, and one at-large member of the corporation, exclusive of the President and Treasurer for the preceding year.
- 6. All items purchased by or donated to the corporation shall become the property of the corporation.

ARTICLE VI ELECTIONS

A nominating committee, including the President-elect and at least two (2) at-large members of the corporation, shall nominate and secure candidates for all elective positions on or before the Annual Meeting of each year. They shall:

- 1. Gather biographical information on candidates to present to the membership prior to an election.
- 2. Ensure that the President-elect candidates have at least one year of elected membership on the Executive Council and have played in a University of Minnesota band for credit.
- 3. Ensure that all candidates for office are regular members of the UMBAS before being included on the ballot.

Election of Officers and the Board of Directors shall be as follows:

- 1. The election of officers and directors shall occur at the Annual Meeting of the Members. Notice of the annual meeting shall be given by written notice mailed to each member at their last known address, unless such member has opted

to receive notices by electronic means. For members opting to receive notices by electronic means, notice shall be effective if transmitted to the last known electronic address or contact for such members. Notice of the annual meeting shall be given not more than 60 days but not less than 10 days before the meeting.

2. The Nominating Committee will present a ballot of candidates for office at the Annual Meeting. The committee shall make available biographical information on the candidates for those candidates who have supplied such information.
3. Nominations from the floor will be accepted.
4. President-elect candidates may address the membership.
5. The Nominating Committee shall prepare written ballots for the meeting. The ballots shall allow space for write-in candidates nominated from the floor.
6. The candidates for the Board of Directors receiving the most votes will be declared elected. All others receiving votes will be Director Alternates.
7. The results of the election will be published following the Annual Meeting.

ARTICLE VII INDEMNIFICATION

The corporation shall, to the extent the alleged liability is not covered by insurance, indemnify every individual acting in any official capacity on behalf of the corporation, pursuant to the provisions of Minnesota Statutes, Section 317A.521.

ARTICLE VIII MISCELLANEOUS

Section 8.1. Robert's Rules of Order. All meetings of the corporation shall be conducted under Robert's Rules of Order, newly reviewed, unless otherwise provided by law or these Bylaws.

Section 8.2. Rules and Procedures. The Board of Directors may adopt rules and procedures it deems necessary or desirable for operation of the corporation not otherwise provided for by law or these Bylaws.

Section 8.3. Amendments. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment, provided that the proposed amendment has been submitted in writing to the Board of Directors, discussed at a regular meeting and

then adopted by a two-thirds majority vote of the board members present and voting at the next subsequently scheduled regular board meeting. Modifications to the proposed amendments may be incorporated into the written proposal, provided those modifications are delivered to the Board Members prior to any meeting where the board will vote on the proposed amendment.

ACKNOWLEDGEMENT

The undersigned Officer of this corporation does hereby certify that the foregoing Bylaws were adopted as the complete Bylaws of this corporation by its Board of Directors on _____, 2015.
