

# BYLAWS OF THE UNIVERSITY OF MINNESOTA BAND ALUMNI SOCIETY

This instrument constitutes the Bylaws of the University of Minnesota Band Alumni Society (UMBAS), adopted to regulate and manage the internal affairs of the corporation.

## Article I: Membership

Section 1: Definition of Membership. The membership of the UMBAS shall consist of two classes of members: 1) Regular Membership and 2) Honorary Membership.

1. Regular Membership consists of all former members of the University of Minnesota Band Program.
  - a. Rights and privileges
    - i. Regular Members shall be entitled to vote on matters of the society.
    - ii. Regular Members shall be entitled to hold office in the society.
    - iii. Regular Members shall be entitled to serve on committees.
    - iv. Regular Members shall be entitled to serve as a committee chair.
    - v. Regular Members shall be entitled to participate and attend events held by the society.
2. Honorary Membership is granted to the Director of the School of Music, all current and former University of Minnesota Band Directors, and the current and former Director of Bands at the University of Minnesota. In addition, an individual may receive Honorary Membership by approval of  $\frac{2}{3}$  of the Board of Directors.
  - a. Rights and privileges
    - i. Honorary Members shall be entitled to serve on committees.
    - ii. Honorary Members shall be entitled to serve as a committee chair.
    - iii. Honorary Members shall be entitled to participate and attend events held by the society.
    - iv. Honorary Members shall not be entitled to vote on matters of the society.
    - v. Honorary Members shall not be entitled to hold office in the society.

## Article II: Board of Directors

Section 1: Powers. The affairs of UMBAS shall be managed by or under the direction of a Board of Directors elected by the members. For information on elections, please refer to Article VII.

Section 2: Number. The Board of Directors shall consist of thirteen (13) members, 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 3: Duties. The duties of the Board of Directors of the corporation shall be:

1. President.
  - a. The President shall preside at all meetings of the Board of Directors and shall be responsible for general supervision of all corporate business.

- b. The President shall act as the liaison for all outside groups unless delegated to another member.
  - c. The President shall be an Ex-Officio member on all committees.
  - d. The President shall be an active member on the Scholarship committee.
  - e. The President shall attend at least two (2) UMBAS sponsored events or activities throughout the year.
2. President-elect.
- a. The President-elect shall assist the President in all duties and shall be prepared to assume the office of President should a vacancy occur.
  - b. The President-elect shall assume any tasks the President requests.
  - c. The President-Elect is responsible for organizing the annual meeting of the general membership.
  - d. The President-Elect shall chair the nominations committee and organize the election of the officers for the following term.
  - e. The President-Elect shall be a liaison alongside the President to any external groups.
  - f. The President-Elect shall be an Ex-Officio member on all committees
  - g. The President-Elect shall be an active member on the Scholarship committee.
  - h. The President-Elect shall attend at least two (2) UMBAS sponsored events or activities throughout the year.
  - i. The President-Elect shall become the President the following year.
3. Secretary.
- a. The Secretary shall take minutes of all meetings of the Board of Directors.
  - b. The Secretary shall distribute all meeting minutes to all Board members.
  - c. The Secretary shall check the mailbox at every meeting.
  - d. The Secretary shall write correspondence of the corporation as directed by the Board of Directors or President.
  - e. The Secretary shall be responsible for chairing the Scholarship committee unless delegated to another member.
  - f. The Secretary shall attend at least two (2) UMBAS sponsored events or activities throughout the year.
4. Secretary-elect.
- a. The Secretary-elect shall assist the Secretary in all duties and shall be prepared to assume the office of Secretary should a vacancy occur.
  - b. The Secretary-elect shall assume any tasks the Secretary requests and shall serve in the absence of the Secretary.
  - c. The Secretary-Elect shall maintain and update membership records unless delegated to another member.
  - d. The Secretary-Elect shall attend at least two (2) UMBAS sponsored events or activities throughout the year.
  - e. The Secretary-Elect shall become the Secretary the following year.
5. Treasurer.
- a. The Treasurer shall receive and deposit monies of the corporation

- b. The Treasurer shall pay bills approved by the Board of Directors
  - c. The Treasurer shall keep financial records of all accounts and funds of the corporation, subject to annual audit.
  - d. The Treasurer shall keep records of the items and values of all property belonging to the corporation.
  - e. The Treasurer shall be the chair of the annual budget committee and the fundraising committee unless delegated to another member.
  - f. The Treasurer shall attend at least two (2) UMBAS sponsored events or activities throughout the year.
6. Treasurer-elect.
- a. The Treasurer-elect shall assist the Treasurer in all duties and be prepared to assume the office of Treasurer should a vacancy occur.
  - b. The Treasurer-elect shall assume any tasks the Treasurer requests and shall serve in the absence of the Treasurer.
  - c. The Treasurer-Elect shall chair the audit committee.
  - d. The Treasurer-Elect shall attend at least two (2) UMBAS sponsored events or activities throughout the year.
  - e. The Treasurer-Elect shall become the Treasurer the following year.
7. At-Large Director.
- a. Each At-Large Director shall plan and run one event or project per year.
  - b. Each At-Large Director shall attend at least two (2) UMBAS sponsored events or activities each year.

Section 4: Terms and Limitations. The length of the terms of the Board of Directors will be as follows

1. Officer Terms: The term of office for an Officer shall be one (1) year.
2. At Large Director Terms: The term of at-large directors will be two (2) years.
3. Term Limitation: A member may serve up to 10 consecutive years (or to completion of an ongoing term) as a member of the Board of Directors. After a minimum of a one (1) year break in service, the member shall again be eligible for a position on the Board of Directors.

Section 5: Resignation. An Officer or At-Large Director may resign at any time by giving written notice to the Board of Directors. The resignation shall be effective when received by the corporation, unless a later date has been specified in the notice.

Section 6: Removal. An Officer or At-Large Director may be removed from office, with or without cause by the affirmative vote of a two-thirds (2/3) majority of the Board of 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 7: Vacancies. A vacancy in an office shall be filled as follows:

1. Vacancy for President shall be filled by the President-elect.
2. Vacancy for President-elect shall be filled by an At-Large Director or any member nominated by the President and approved by a majority vote of the Board of Directors.
3. Vacancy for Secretary shall be filled by the Secretary-elect.
4. Vacancy for Secretary-elect shall be filled by an At-Large Director or any member nominated by the

President and approved by a majority vote of the Board of Directors.

5. Vacancy for Treasurer shall be filled by the Treasurer-elect.
6. Vacancy for Treasurer-elect shall be filled by an At-Large Director or any member nominated by the President and approved by a majority vote of the Board of Directors.
7. Vacancy for an At-Large Director role shall be filled by any member nominated by the President and approved by a majority vote of the Board of Directors

### **Article III: Committees**

Section 1: Definition of a Committee: A committee shall consist of one or more individuals, who need not be on the Board of Directors.

Section 2: 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. Committees are created by an affirmative vote of a majority of the Board of Directors present at a duly held meeting. Each committee chairperson may appoint ad-hoc subcommittees as required to fulfill its responsibilities.

Section 3: Permanent Committees. The permanent committees of the corporation and a brief outline of their responsibilities include, but are not limited to, are the following:

1. Homecoming Committee.
  - a. Half Time Performance.
  - b. Tailgate.
  - c. Homecoming Parade.
2. Music & Performance Committee.
  - a. Music Library.
  - b. Summer Band.
  - c. Parades.
  - d. State Fair.
  - e. Performances.
  - f. Equipment/uniforms.
3. Social Committee.
  - a. Member social events.
  - b. Communication with membership.
4. History Committee.
  - a. Maintain historical records and artifacts.
5. Technology Committee.
  - a. Website management.
  - b. Social networking site support.
  - c. Updating technology resources.
6. Scholarship Committee
  - a. Ensures Jalma scholarship is awarded each year.
7. Budget Committee.
  - a. Sets annual budget.

8. Audit Committee.
  - a. Completes annual audit.
9. Fundraising Committee.
  - a. Holds fundraising events or campaigns.

Section 4: Permanent Committee Chairperson. Each permanent committee shall have a chairperson who is a member of UMBAS that will be the main point of contact for the committee. The chairperson shall be elected by a majority vote of the Board of Directors annually. Committee chairs are able to delegate responsibilities as needed to other members on their committee.

Section 5: Minutes. Minutes of committee meetings, if any, shall be made available upon request to the general membership or the Board of Directors.

#### **Article IV: Cabinet**

Section 1: Purpose. The purpose of the Cabinet is to provide insight and perspective to continue the purposes of UMBAS.

Section 2: Members. Members of the Cabinet consists of the following people:

1. All members of the Board of Directors.
2. Immediate Past President of UMBAS.
3. Directors of the University of Minnesota Bands.
4. Up to three (3) current student representatives as appointed by the Board of Directors.  
Preference will be given to Tau Beta Sigma, Kappa Kappa Psi members, and other registered student band organizations.
5. A University of Minnesota Alumni Association (UMAA) representative as appointed by UMAA.
6. Chairpersons of the permanent committees.
7. Director of the School of Music

Section 3: Compensation. Cabinet members shall not receive any compensation from UMBAS unless they are the director of the summer band program.

#### **Article V: Meetings and Conducting Business.**

Section 1: General Membership Meetings. There shall be at least one (1) meeting of the general membership per calendar year at a day and time determined by the Board of Directors.

1. Notice of General Membership Meeting.
  - a. Unless otherwise required by law or the 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.
  - b. The notice must contain the date, time, and place of the meeting.
  - c. By a two-thirds (2/3) 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.
2. Demand for Notice.

- a. If a General Membership Meeting 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 General Membership Meeting of the members by written notice of demand given to the President or the Treasurer of the corporation.
  - b. Within thirty (30) days after receipt of the demand, the Board shall cause a General Membership Meeting to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the corporation.
3. Quorum
  - a. Unless otherwise required by law or the Bylaws of this corporation, the Regular Members present at a properly called General Membership 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 not currently serving on the Board.
4. Voting and Conducting Business
  - a. All Regular Members present shall be entitled to one vote on any matter properly presented to the members.
  - b. Members may take action at a meeting by voice or ballot.
  - c. All members are entitled to participate in the discussion of business at hand.
  - d. 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 if the withdrawal of a number of members originally present leaves less than the number otherwise required for a quorum.

Section 2: Cabinet Meetings. Cabinet Meetings shall be held regularly throughout the year.

1. Advance notice is required for all meetings and shall be given by electronic mail to each Cabinet Member at least five (5) days prior to the meeting and published on the UMBAS calendar.
2. Quorum
  - a. Unless otherwise required by law or the Bylaws of this corporation, at least seven (7) members of the Board of Directors constitute a quorum for a Cabinet Meeting.
3. Meetings shall be open to any members of UMBAS to attend unless the President calls for a closed door meeting.
4. In the event of a closed door meeting, only Cabinet members and individuals invited by the President are entitled to attend.
  - a. Advance notice is required for a closed door meeting and shall be given by electronic mail to each Cabinet Member at least five (5) days prior to the meeting.
  - b. An immediate closed door meeting can be called any time during a General Membership Meeting or Cabinet Meeting by the President with at least two-thirds (2/3) affirmative vote of the Board of Directors present.
5. Voting and Conducting Business
  - a. All Board of Director members shall be entitled to one vote on any matter properly presented at the meeting.

- b. The affirmative vote of a majority of the Board of Directors present at a duly held meeting shall be sufficient for any action, except where otherwise required by law, the Articles of Incorporation or these Bylaws.
- c. Only Board of Directors present at the meeting may vote.
  - i. A Board of Director is considered “present” at a meeting if, by any means of communication that Director, other persons participating, and all persons physically present at the meeting may simultaneously hear others during the meeting.
- d. All members of UMBAS are entitled to bring business and matters to the attention of the cabinet for discussion.
- e. All members are entitled to participate in the discussion of business at hand unless a closed door meeting has been called.

Section 3: Board of Director Meetings. Board of Director Meetings shall be called on an as needed basis by the President.

1. Advance notice is required for all meetings shall be given by electronic mail to each member of the Board of Directors at least five (5) days prior to the meeting.
2. Quorum
  - a. Unless otherwise required by law or the Bylaws of this corporation, at least seven (7) members of the Board of Directors constitute a quorum for a Board of Directors Meeting.
3. Meetings shall be open to the General Membership to attend unless the President calls for a closed door meeting.
4. In the event of a closed door meeting, only the Board of Directors and individuals invited by the President are entitled to attend.
  - a. Advance notice is required for a closed door meeting and shall be given by electronic mail to each member of the Board of Directors at least five (5) days prior to the meeting.
  - b. An immediate closed door meeting can be called any time during a General Membership Meeting, Cabinet Meeting, or Board of Directors Meeting by the President with at least two-thirds (2/3) affirmative vote of the Board of Directors present.
5. Voting and Conducting Business
  - a. All Board of Director members present shall be entitled to one vote on any matter properly presented at the meeting.
    - i. A Board of Director is considered “present” at a meeting if, by any means of communication that Director, other persons participating, and all persons physically present at the meeting may simultaneously hear others during the meeting.
  - b. The affirmative vote of a majority of the Board of Directors present at a duly held meeting shall be sufficient for any action, except where otherwise required by law, the Articles of Incorporation or these Bylaws.
  - c.
  - d. All members of UMBAS are entitled to bring business and matters to the attention of the Cabinet for discussion.

- e. All members are entitled to participate in the discussion of business at hand unless a closed door meeting has been called.

Section 4: Special Meetings. Special meetings of the Board of Directors or Cabinet may be called at any time upon the request of three (3) members of the Board of Directors, provided that any such request shall specify the purpose or purposes for the meeting.

1. The President shall set the date for the special meeting within three (3) working days of receiving such a request.
2. The President shall give not less than five (5) and not more than thirty (30) days' written notice of the time, place and purpose of such special meeting.

Section 5: Action Without Meeting. Any action required or permitted to be taken at a Board meeting may be taken by written action signed or consented to by authenticated electronic communication, by the number of members of the Board of Directors that would be required to take the same action at a meeting. When written action is taken by less than all members of the Board of Directors, all members of the Board of Directors must be notified immediately of its text and effective date, except that failure to provide such action does not invalidate the written action.

## **Article VI: Board of Directors Elections**

Section 1: Purpose of Elections. The members of the Board of Directors will be determined each year by a vote from the General Membership.

Section 2: Open Positions for Election: The positions to be voted on each year are as follows:

1. President-Elect
2. Treasurer-Elect
3. Secretary-Elect
4. At Large Director openings
  - a. Even Calendar years there will be at least three(3) openings
  - b. Odd calendar years there will be at least four (4) openings

Section 3: Qualifications to Run for an Office or At-Large Director. Candidates interested in an Officer or At-Large Director position must meet the following criteria:

1. Meet the Requirements for Regular Membership.
2. President-elect candidates shall have served on the Board of Directors in an elected position for at least one (1) year.

Section 4: Nominations Committee. A nominations committee, consisting of the President-elect and two (2) members of UMBAS shall solicit nominations and secure candidates for all open elective positions.

They shall:

1. Ensure candidates meet the qualifications to run for an Office or At-Large Director position.
2. Gather biographical information to present to the membership prior to the election.
3. Present a ballot of candidates and their biographical information in the fall of each calendar year prior to opening elections to the General Membership.
4. Ensure the election procedures are followed correctly.

Section 5: Elections. Elections will occur each fall for the Board of Directors before the calendar year that they will serve.



1. There must be an election meeting held each year for the General Membership to attend and cast their vote in person.
  - a. Notice of the election meeting must be given no more than sixty (60) days but not less than ten (10) days prior to.
  - b. Candidate biographical information shall be available at this meeting.
  - c. President-elect candidates may address the membership at this meeting.
  - d. Paper ballots must be available for members to vote at the election meeting. Electronic ballots are also permitted but may not replace paper.
  - e. Nominations from the floor will be accepted.
  - f. Write-in space must be made available on ballots for nominations from the floor.
2. Electronic voting is permitted.
  - a. Electronic election start and end dates must be communicated to the General Membership no more than sixty (60) days but not less than ten (10) days prior to.
  - b. Electronic voting must coincide with the date of the election meeting.
3. Results of the Election shall be published before November 30<sup>th</sup> of each calendar year.
  - a. The Candidate for each Officer position with the most votes will be declared elected.
  - b. The At-Large Director candidates will fill the open roles in order of who received the highest votes.
  - c. Candidates for any Board of Director position who receives insufficient votes for election shall be Board of Director Alternates. Alternates may be called upon to fill vacancies in the Board of Directors as the President and Board may determine.
4. The newly elected Board of Directors will take office January 1<sup>st</sup> of the calendar year after they are elected.

## **Article VII: Finance**

Section 1: Financial Activities. All financial activities of the corporation shall be handled as follows:

1. The Treasurer shall record all income and expenses.
  - a. This record shall be subject to audit by the audit committee and a report shall be submitted at each Annual Meeting of the members.
2. The Treasurer shall prepare an annual budget of estimated income and expenses, which 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 UMBAS performances, donations, fundraising efforts, 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) members of the Board of Directors
    - i. President
    - ii. Treasurer
    - iii. Treasurer-Elect
    - iv. At-Large Director as approved by the Board of Directors
- 5. All records shall be audited by January 31 of each year. The audit committee 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 VIII: 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 IX: Miscellaneous**

Section 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 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 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 , 2019.