

BYLAWS OF THE SOUTH DAKOTA BANDMASTERS ASSOCIATION

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be South Dakota Bandmasters Association (also referred to herein as “SDBA”). It shall be a nonprofit organization incorporated under the laws of the State of South Dakota.

Section 2 – Purpose: The South Dakota Bandmasters Association is organized exclusively for charitable, cultural, literary and education purposes, including:

- a. To promote mutual cooperation, friendship, and fellowship among the band directors of the State of South Dakota and members of the SDBA.
- b. To cooperate with and aid other music associations.
- c. To make suggestions and implement measures for the welfare of its members, students and schools.
- d. To promote a free exchange of ideas.
- e. To improve the professional efficiency of its members.
- f. To encourage a genuine spirit of professional ethics.
- g. To work in close cooperation with school administrators in order that the programs of the SDBA will be in harmony with school programs as a whole.
- h. To raise the standard of music in all forms in South Dakota.
- i. To further the development of music in the schools and school systems of South Dakota.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility for Active (voting) membership: Application for Active membership shall be open to any bandmaster, persons actively engaged in or retired from directing or teaching music in South Dakota, and/or persons

interested in helping fulfill the purposes described in Section 2 above. Active membership is contingent upon completion and receipt of a membership application and payment of annual dues.

Section 2 – Annual dues: The amount required for annual dues shall be established by the Executive Board (“Board”).

Section 3 – Rights of Active members: Only Active members are eligible to vote in SDBA meetings and elections.

Section 4 – Resignation and termination: Any member may resign by filing a written resignation with the Secretary-Treasurer. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member may have their membership terminated by a majority vote of the Board.

Section 5 – Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership, including without limitation Associate memberships and Honorary memberships.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Annual meetings: An annual meeting of the members shall take place in the first quarter of each year, the specific date, time and location of which will be designated by the President.

Section 2 – Special meetings: Special meetings may be called by the President, a majority of the Board, or a petition signed by five percent (5%) of Active members.

Section 3 – Notice of meetings: Notice of each meeting shall be given to all members. Notice shall be given by reasonable means approved by the Board, which may include without limitation mail, electronic communications or posting notice on the SDBA website, not less than two weeks prior to the meeting.

Section 4 – Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 – Voting and procedure: All issues to be voted on shall be decided by a simple majority of Active members present at the meeting in which the vote takes place. Voting by proxy or by absentee ballot shall not be permitted. Meetings shall be governed by Robert’s Rules of Order. The representative of the South Dakota High School Activities Association shall serve as parliamentarian for each meeting.

ARTICLE IV – EXECUTIVE BOARD

Section 1 – Board role, size, and compensation: The Board is responsible for overall policy and direction of the SDBA, and performs or delegates responsibility of day-to-day operations. The Board shall consist of eight (8) members: President, President-Elect, Secretary-Treasurer (one position), Immediate Past-President, and four (4) Directors. Board members shall receive no compensation other than reimbursement of reasonable expenses.

Section 2 – Director Terms: All Directors shall serve four-year terms, limited to two consecutive terms. The terms of Directors shall be staggered, with two Directors being elected at the annual meeting in odd-numbered years. Directors shall assume office immediately upon being elected.

Section 3 – Meetings and notice: The Board shall meet at least twice per year, at agreed upon times and places. An official Board meeting requires Board Members be provided written notice at least two weeks in advance. Written notice may be made by reasonable electronic communication. Board members may appear in person or by telephone, video conference, or other reasonable electronic communication.

Section 4 – Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third (1/3) of the Board.

Section 5 – Written consent to actions: If seventy-five percent (75%) of the Board members shall consent in writing (including without limitation by facsimile, electronic mail or other reasonable electronic communication) to any action to be taken by the Corporation, such action shall be a valid Corporation action as though it had been authorized by a meeting of the Board.

Section 6 – Quorum: Fifty percent (50%) of Board members present shall constitute a quorum of the Board.

Section 7 – Directors: Directors shall be elected by the Active members. Directors must be Active members and shall be nominated and elected to facilitate representation from all parts of the state according to regions established by the South Dakota High School Activities Association. Directors shall be chosen from and shall represent regions as follows:

Director 1 – Regions I & II

Director 3 – Regions V & VI

Director 2 – Regions III & IV

Director 4 – Regions VII & VIII

If a Director ceases to be an Active Member, or shall move residence out of state, resigns, or is unwilling or unable to serve, then that position shall be deemed vacant. If a Director shall change residence to another region, or if there is a change in region boundaries, this does not result in a vacancy and the Director shall serve out the term.

Section 8 – Officers and Duties: Officers must be Active members. In addition to the Immediate Past-President, there shall be three (3) officers of the Board consisting of a President, President-Elect, and Secretary-Treasurer. Officers shall serve two year terms and their duties are as follows:

The *President* shall have the general powers to perform all acts and duties usually performed by an executive and presiding officer, and shall perform such other duties as may be prescribed by the Board.

The *President-Elect* shall perform duties as requested by the Board or President. In the absence or disability of the President, the President-Elect shall perform all duties of the President. If for any reason the President is unable to fulfill the President's term, the President-Elect shall assume the position of President.

The *Secretary-Treasurer* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting notices in accordance with these Bylaws or law, and shall keep complete records as to the finances of the Corporation and in general perform all duties incident to the office of Secretary-Treasurer, and such other duties as from time to time may be prescribed by the President or the Board.

The *President-Elect* shall be elected by the Active members at the annual meeting in odd-numbered years. The person serving as President-Elect as of the beginning of an annual meeting in odd-numbered years shall automatically assume the position of President immediately upon the election of the incoming President-Elect. The Board shall elect the Secretary-Treasurer at their first Board meeting in even-numbered years (the serving Secretary-Treasurer may not vote on this election). No person may serve as a Director and Officer at the same time. If a Director is elected as an Officer, that Director position shall be deemed vacant.

No officer except Secretary-Treasurer shall serve in that office more than one term consecutively.

Section 9 – Nominating procedures: A Nominating Committee shall consist of the Immediate Past-President (who shall serve as chairperson of the Nominating Committee) and four Active members who shall be elected at the annual meeting in even-numbered years. The Nominating Committee is responsible for presenting a minimum of two candidates for open Director positions, and a minimum of two candidates for the office of President-Elect. Additional nominations may be made from the floor.

Section 10 – Board Elections: All elections for Board positions (Directors or President-Elect) shall be by written ballot.

Section 11 – Vacancies: When a vacancy on the Board exists mid-term, the Secretary shall receive nominations from present Board members for persons to fill said vacancy, to be voted upon at the next Board meeting. Director vacancies must be filled by persons from the represented region. Vacancies are filled for the remainder of said term and shall not be considered an elected term.

Section 12 – Resignation and removal: Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed from the Board by a three-fourths (3/4) vote of Active members at an annual or special meeting.

ARTICLE V – COMMITTEES

Section 1 – Committee formation: The Board may create committees as needed. The Board President appoints all committee Presidents.

ARTICLE VI – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by two-thirds (2/3) majority of the Active members at an annual or special meeting.

CERTIFICATION

These bylaws were approved at a meeting of the Executive Board by unanimous vote on March ____, 2010.

Secretary

Date