

# Minnesota Band Directors Association CONSTITUTION

Revisions ratified by membership May 2002

## ARTICLE I. Name

Section 1. Name -- The name of the organization shall be the Minnesota Band Directors Association, referred to hereafter as MBDA.

## ARTICLE II. Mission

Section 1. Mission Statement -- The Minnesota Band Directors Association is an organization assisting in the development of band directors and band programs in schools, colleges, and communities throughout Minnesota. It is an organization founded with a genuine spirit of dedication, and with the intent to work cooperatively with other organizations of this nature.

## ARTICLE III. Purpose

Section 1. Statement of Purpose --

1. To assist and serve the needs of band directors in all areas of the profession, and to encourage their professional growth and development.
2. To advance the standards of bands by providing forums for the exchange of ideas and methods.
3. To foster a spirit of friendliness, cooperation and communication among band directors in elementary and secondary schools, colleges, universities, and community bands in Minnesota.
4. To cooperate with school administrations and boards of education.
5. To cooperate and communicate with associated organizations including but not limited to the Minnesota Music Educators Association, Minnesota Department of Children, Families and Learning, Perpich Center for Arts Education, American School Band Directors Association, NBA, and College Band Directors National Association.
6. To encourage a genuine spirit of professional ethics and maintain a high professional attitude in all meetings and functions of the association.

## ARTICLE IV. Membership

Section 1. General Qualifications -- The membership of MBDA shall be open to individuals, institutions, and industries sincerely interested in bands.

Section 2. Active Membership -- All persons sincerely interested in bands may become an active member of this association upon payment of the prescribed dues. Active members, whose dues are fully paid, shall have the privilege of voting. Only active members who are employed by schools, colleges and other recognized organizations, may be elected to any office of the association. Minnesota Music Educators Association membership is a pre-requisite for active MBDA membership.

Section 3. Associate Membership -- Any commercial firm or institution desiring to contribute to the support of the association may become an associate member upon payment of the prescribed dues. Associate membership entitles one person from the firm or institution to the rights and privileges of active membership providing

the person qualifies for active membership as stipulated in Section 2, Article IV, and the placement of a link on the MBDA web site for that year free of charge.

- Section 4. Retired Membership -- Retired membership shall be open to retired band directors upon payment of the prescribed dues. Retired members shall receive all privileges of active membership. Minnesota Music Educators Association membership is a pre-requisite for MBDA retired membership.
- Section 5. Honorary Life Membership -- All past presidents of MBDA shall be granted honorary life membership with all of the privileges of active membership.

#### **ARTICLE V. Dues**

- Section 1. Membership Dues -- Dues for membership shall be re-evaluated annually by the MBDA Board of Directors.
- Section 2. The membership year runs September 1 - August 31.

#### **ARTICLE VI. Officers**

- Section 1. Officers -- The officers of this organization shall be President, President Elect/Vice President, Secretary, Treasurer, and Immediate Past President. The Secretary and Treasurer shall be elected to a two-year term. The President Elect/Vice President shall be elected to a two-year term, then continue two years as President, and two more years as Immediate Past President.
- Section 2. Duties of Officers -- The duties of the officers are listed in the by-laws.
- Section 3. Election of Officers -- The nominating committee shall be the MBDA Executive Committee. This committee shall give much consideration to the selection of persons from various levels and geographic areas of Minnesota. A slate of candidates shall be submitted to the Board of Directors. Upon the approval of the Board of Directors, the committee will contact the nominees for their acceptance and proceed with the elections. Balloting will be conducted by mail to the active membership of the association.
- Section 4. Schedule of Elections -- The election of MBDA officers shall take place in odd-numbered years. Officers will assume their offices at the start of the administrative year. The administrative year will begin annually at the June MBDA Board meeting.
- Section 5. Executive Committee -- The five officers of the association shall comprise the MBDA Executive Committee.

#### **ARTICLE VII. Board of Directors**

- Section 1. Board of Directors -- The MBDA Board of Directors shall consist of the following eight representatives:
- Elementary Out-state
  - Elementary Metro
  - Middle Level Out-state
  - Middle Level Metro
  - Small School
  - High School Out-state

High School Metro  
College.

Each representative shall serve a two-year term.

In addition, the following persons shall be invited to serve two years as ex-officio board members, and such other persons as appointed by the President with the approval of the MBDA Board of Directors:

MBDA Membership Chair  
MBDA Director of Publications  
MMEA Band Vice-President  
MMEA Jazz Chair  
Perpich Center for the Arts Music Resource Person  
ASBDA Representative  
CBDNA Representative  
NBA Representative.

Section 2. Election of Board of Directors -- The nominating committee as detailed in Section 3, Article VI shall also present a slate of candidates for the Board of Directors.

Section 3. Schedule of Elections -- The election of the representatives to the MBDA Board of Directors shall take place in even-numbered years. Representatives will assume their offices in June at the start of the administrative year.

#### **ARTICLE VIII. Government**

Section 1. Government -- The government of this organization shall be vested in the MBDA Officers and Board of Directors.

Section 2. Filling of Vacancies -- In the event that the President should be unable to fulfill the duties of his/her office, the line of succession to the uncompleted portion of the term shall be the Past President, then President Elect.

In the event that the President Elect should be unable to fulfill the duties of his/her office, the line of succession to the uncompleted portion of the term shall be the Secretary, then the Treasurer.

In the event that the Secretary or Treasurer or a representative on the Board of Directors is unable to fulfill the duties of his/her office after the election, his/her successor will be appointed by the President with Board approval.

Section 3. Standing or special committees of the organization may be appointed by the President with approval of the MBDA Board of Directors.

#### **ARTICLE IX. Meetings**

Section 1. Executive Committee -- Meetings of the Executive Committee shall be called by the President.

Section 2. Board of Directors -- Regular meetings shall be held in January, April, June, September, and November. Special meetings of the MBDA Board of Directors may be called by the President at his/her discretion or upon the request of not less than four members of the MBDA Board of Directors.

Section 3. Entire Membership -- Meetings of the entire membership shall be determined by the Board of Directors. The regular meeting shall be held at the February MMEA Clinic.

## **ARTICLE X. Quorum**

- Section 1. Members present at a given meeting shall comprise a quorum providing notification of the meeting has been properly publicized in the official newsletter or by mail/email at least thirty days prior to that meeting.
- Section 2. A quorum in the MBDA Board of Directors shall consist of not less than one-third of the members of the board.

## **ARTICLE XI. Publications**

- Section 1. Official Publication -- The MBDA newsletter shall be the official publication of the organization and a subscription shall be designated as part of the annual dues. The Director of Publications shall be appointed by the President with the approval of the Executive Committee.
- Section 2. Other Publications -- The Executive Committee may authorize the publication of additional literature.

## **ARTICLE XII. Amendments**

- Section 1. Proposed amendments to the MBDA Constitution and by-laws shall be presented to the Executive Committee by any officer or member of the Board of Directors. The Executive Committee will then determine which amendments, if any, are to be presented to the Board of Directors for their approval at either a meeting or by mail. A majority vote of those board members present or a majority of votes cast by mail will be sufficient for presentation to the membership for ratification. The proposed amendment(s) must be presented to the active membership by mail, or at the MMEA Mid-Winter Clinic general MBDA meeting.
- Section 2. An amendment must receive two-thirds of the votes cast to pass. An approved amendment becomes effective immediately, unless otherwise stated in the amendment.

## **ARTICLE XIII. Fiscal and Administrative Year**

- Section 1. Fiscal Year -- The fiscal year shall run from July 1 through June 30.
- Section 2. Administrative Year -- The new administrative year shall begin at the board meeting held in June.

## **ARTICLE XIV. Disposition of Assets**

- Section 1. Upon termination of the association, the MBDA Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the association, dispose of all the assets of the association in such manner, or to an organization organized and operated exclusively for charitable or educational purposes, that qualifies as a exempt organization under Section (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986.

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**Minnesota Band Directors Association  
BY-LAWS**

**Revisions ratified May 2001**

**ARTICLE I. Duties of the Officers**

Section 1. Executive Committee

1. The executive authority for the administration of the affairs of the MBDA shall be vested in the President, Past President, President Elect/Vice President, Secretary, and Treasurer, who shall have the status of the MBDA Executive Committee. It is understood, however, that all actions of these officers not specifically authorized by the Constitution and by-laws of the association shall be subject to the approval of the MBDA Board of Directors.
2. The Executive Committee is the executive branch of the MBDA, and is charged with the responsibility of carrying out policies and procedures established by the Board of Directors and the membership.
3. The Executive Committee will establish the agendas for the Board of Directors meetings and for the general membership meetings.

Section 2. Duties of the President

1. The President shall preside at all general meetings, at Executive Committee meetings, and at meetings of the Board of Directors.
2. As chief executive of the association, the President shall have the power to appoint committees not otherwise provided for in the constitution and by-laws.
3. The President shall serve as ex-officio of all committees.
4. The President shall perform all other duties pertaining to the office of President.

Section 3. Duties of the President Elect/Vice President

1. The Vice President shall perform the duties of the President in the event of the absence or incapacity of the President.
4. The Vice President shall work closely with the Director of Publications to assist with MBDA newsletters and other publications.

Section 4. Duties of the Secretary

1. It shall be the duty of the Secretary to keep the minutes of all executive meetings and board meetings in a permanent book.
2. The Secretary will distribute minutes to each board member following the meeting. Minutes will be printed in the MBDA newsletter only after they have been approved by the Board of Directors.
3. The Secretary shall handle correspondence-and receive and file committee reports.
4. The Secretary shall maintain the archives of the association, including historical items, file copies of official publications, and record of out-dated business matters in a permanent book, in order that the association can have a permanent record of all business from year to year.
5. The Secretary shall perform all other duties pertaining to the office of Secretary.

- Section 5. Duties of the Treasurer
1. The Treasurer shall be the custodian of all funds of the organization.
  2. The Treasurer shall keep an accurate record of all monies received and disbursed, and shall present at each meeting of the MBDA Board of Directors a written account for approval.
  3. The Treasurer shall prepare a financial report of the association funds which shall be audited annually by the Executive Committee and reviewed by MBDA Board of Directors.
  4. The Treasurer shall deposit the funds of the association in an account approved by the MBDA Executive Committee.
  5. The Treasurer shall disburse funds as approved by the President. Amounts in excess of \$100.00 must be approved by the Executive Committee.
  6. The outgoing Treasurer will arrange for the transfer of signatures on the account(s) of the association.
  7. The outgoing Treasurer will prepare a final ledger of all accounts and submit the balance of MBDA funds to the incoming Treasurer in a timely manner.
  8. The Treasurer shall perform all other duties pertaining to the office of Treasurer.
- Section 6. Duties of the Immediate Past President -- The duties of the Immediate Past President will be determined largely by the needs of the association and the incumbent President.

## **ARTICLE II. Duties of Members of the Board of Directors**

- Section 1. Board of Directors -- The Board of Directors is charged with the responsibility of formulating policy and procedure.
- Section 2. Duties of Elected Representatives
1. Each elected representative to the Board of Directors will attend meetings of the MBDA Board of Directors, as detailed in the Constitution, Sections 2 and 3, Article IX.
  2. Elected representatives to the Board of Directors shall represent the perspectives, interests, and concerns of colleagues in organization meetings.
  3. Each elected representative shall serve on an MBDA standing committee of his/her choice.
  4. Elected representatives shall perform all other duties pertaining to their positions on the Board of Directors.
- Section 3. Duties of the Membership Chair
1. The Membership Chair shall keep an accurate record of all MBDA members.
  2. The Membership Chair shall coordinate annual membership activities.
  3. The Membership Chair shall perform all other duties pertaining to the position of MBDA Membership Chair.
- Section 4. Duties Director of Publications
1. The Director of Publications shall produce three issues of the MBDA newsletter each year in consultation with the Executive Committee.
  2. The Director of Publications shall prepare and mail ballots as determined by the Executive Committee.
  3. The Director of Publications shall prepare and distribute other printed materials as determined by the Executive Committee and Board of Directors.
  4. The Director of Publications shall perform all other duties pertaining to the position of MBDA Director of Publications.

Section 5. Duties of Ex-Officio Members

1. Ex-Officio representatives to the Board of Directors are invited to participate in all meetings of the MBDA Board of Directors, representing the perspectives, interests, and concerns of their respective organizations.
2. Ex-Officio representatives are invited to serve on an MBDA standing committee of his/her choice.

**ARTICLE III. Annual Audit**

Section 1. The MBDA Executive Committee will conduct an annual review of the association's books. This report will be reviewed by the MBDA Board of Directors at a regularly scheduled board meeting.

**ARTICLE IV. Limitation of Responsibilities**

Section 1. The authority and responsibility for the management and for the maintenance of the good will and credit of the association is vested in the Executive Committee, but it is expressly understood that neither the Executive Committee nor any member thereof, nor any member of the association shall be required to accept personal financial responsibility for the duly authorized bills or obligations, or for suits or litigation which may develop from authorized activities of the organization carried on in good faith and in pursuit of the objectives, purposes, and activities prescribed or authorized by the Constitution and by-laws.

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