



# NABBA

North American Brass Band Association

Bylaws of the North American Brass Band Association

Amended: March 10, 2023

Approved: April 20, 2023

## 1. Article I – Offices

- 1.1. **Section 1.** Registered Office. The Corporation shall have and continuously maintain a primary business mailing address and registered agent with the state of Nebraska. The location of the Registered Office will be determined and fixed from time to time by the Corporation's Board of Directors.
- 1.2. **Section 2.** Additional Offices. The Corporation may have additional secondary offices or mailing addresses in other locations as the Board of Directors deems appropriate for carrying out day-to-day operations.

## 2. Article II - Board of Directors

- 2.1. **Section 1.** The property, affairs and business of the corporation shall be managed / governed by the Board of Directors.
- 2.2. **Section 2.** The number of voting members of the Board of Directors shall be no fewer than thirteen (13) and no more than twenty-one (21).
- 2.3. **Section 3.** If the number of voting members of the Board of Directors is less than 21, a special election can be held to fill the vacant seat for the remainder of the term of the vacant seat.
- 2.4. **Section 4.** Members of the Board of Directors must be members of the Corporation and age 21 or over. Additionally, any NABBA member aged 21 or over may run for election to the Board.
- 2.5. **Section 5.** Directors so elected shall serve for a term of three (3) years, from July 1 to June 30. There will be no more than 7 board members serving the same three-year term.
- 2.6. **Section 6.** No member of the Board of Directors shall receive salary, stipend, honorarium, or other form of compensation for his/her/their services before, at or during the annual championships (excluding travel and lodging).
- 2.7. **Section 7.** Members of the Board of Directors are financially responsible for their travel, room, and food expenses associated with the board meetings notwithstanding that the Executive Committee may from time-to-time vote to provide need-based aid to board members to help cover travel and lodging.
- 2.8. **Section 8.** Elections.
  - 2.8.1. Directors whose terms are ending and wish to return for another term are required to notify the President of his/her/their intentions by submitting an application for the Board of Directors by May 15 of each year.
  - 2.8.2. Applications for the board of directors for new Directors are due to the President by May 15 of each year.
  - 2.8.3. Those persons electing to return as Directors or succeed Directors whose terms are expiring shall be elected by the then current members of the Board of Directors. Such

voting will begin after June 1 and be concluded by June 10. If there are more Directors elected than open spots, those with the highest number of votes to reach the 21-person maximum will be elected to the board (in the event of a tie, there will be a Runoff Election).

2.8.4. If there are more Directors receiving a simple majority than open spots, those with the highest number of votes to reach the 7-person term maximum will be elected to the board. If there are any other vacant seats, those with the next highest vote total will fill all vacancies with two years remaining, followed by those vacancies with one year remaining. In the event of a tie, there will be a Runoff Election.

2.8.5. New Directors voted in, returning Directors voted in for another term, and Directors and new candidates for Director not voted in will be notified by the President, by mail or email by June 15, of the results of the vote.

2.9. **Section 9.** Terms.

2.9.1. A Director's term on the board is dependent on his/her/their active participation in initiatives of the board. If a board member is not participative, the President may remove these individuals from the board at any time after obtaining a two-thirds (2/3) majority vote of concurrence from the Board of Directors. The member under vote for removal may not participate in the vote.

2.9.2. Members of the Board of Directors shall act in a manner becoming a Director. If a board member acts in a way unbecoming of a Director, the President may remove these individuals from the board at any time after obtaining a two-thirds (2/3) majority vote of concurrence from the Board of Directors. The member under vote for removal may not participate in the vote.

2.10. **Section 10.** Past Presidents (and his/her/their Partner) shall become Lifetime members of NABBA. After a member's turn as President is concluded, he/she/they may serve as a voting member of the Board if so elected.

2.11. **Section 11.** The President may appoint any NABBA member (or outside entity) to serve at the will and pleasure of the President as members of various committees he/she/they see(s) as necessary to run the business of the Corporation. These appointments must be approved by a majority of the executive committee. Those committee members that are not members of the Board of Directors will not have voting privileges.

2.12. **Section 12.** The presence of two-thirds of the members of the Board shall constitute a quorum. If less than a quorum of the Directors shall be present at the time and place of the meeting, the Directors present may reschedule the meeting until a quorum is present.

2.13. **Section 13.** The action of a simple majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

2.14. **Section 14.** Any Director may resign by giving written notice to the President.

2.15. **Section 15.** Whenever a Board Member associated with a NABBA member organization has a conflict of interest between the Board and the NABBA member organization, he, she, or they must recuse himself, herself, or themselves from any vote, discussion, or other activity associated with the Board or its members that is associated with the conflict of interest.

2.16. **Section 16.** In the event that resignation, leave of absence, death or removal of a director reduces the number of Directors due to fewer than thirteen (13), such vacancy will be filled by a majority vote of the remaining Directors to bring the total membership of the Board up to thirteen (13) members. Such an election will be called at a reasonable time after the vacancy is known by the President.

### **3. Article III – Members**

- 3.1. **Section 1.** Dues shall be established for the various categories of membership. Membership costs are established by the NABBA Board of Directors. Memberships must be renewed annually.
- 3.2. **Section 2.** Members of the Corporation shall not have voting rights. Voting rights are exclusive to the Board of Directors.

### **4. Article IV – Officers**

- 4.1. **Section 1.** The officers of this nonprofit corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall be known as the Executive Committee.
- 4.2. **Section 2.** At the Interim meeting of the Board of Directors (reference), the Board shall elect a Nominating Committee of three to five (3-5) Board members whose purpose shall be to identify candidates for election as officers. Officers shall be elected at the Annual Meeting of the Corporation.
- 4.3. **Section 3.** The Executive Committee shall be elected by majority vote of those members of the Board of Directors present at the Annual Meeting by ballot to serve for two years or until he/she/their successors are elected, and he/she/their term shall begin on July 1st in the year of their election.
- 4.4. **Section 4.** No member shall hold more than one office at a time, no member shall serve more than two (2) consecutive terms at the same position in the offices of President, Vice President or Secretary, and no member shall receive compensation for his/her/their service as an officer.
- 4.5. **Section 5.** Members of the Executive Committee may be removed by a vote of the majority of the Board of Directors.
- 4.6. **Section 6.** Any officer may resign by giving written notice to the President.
- 4.7. **Section 7.** A vacancy in any Executive Committee office because of death, removal or resignation shall be filled by a current member of the Board of Directors by majority vote of the Board of Directors for the unexpired term of the office.
- 4.8. **Section 8.** The Executive Committee shall have all the powers of the Board of Directors to act between meetings of the Board, with the exception that the Executive Committee shall not be permitted to modify any actions taken by the Board at its meetings or limitations defined by any Standard Operating Procedures.
- 4.9. **Section 9.** The Executive Committee may have meetings as deemed necessary by the membership of the Committee. Business may be conducted in person or digitally as necessary. The proceedings of Executive Committee meetings shall be recorded, and the minutes / summaries of actions shall be communicated to the other members of the Board by E-Mail and posted on the NABBA website.
- 4.10. **Section 10.** The President shall annually create committees and select committee chairs with approval from a majority of the Executive Committee. The purpose of these committees is to help the function of the entire organization. Committees may also divide into informal sub-committees or working groups to facilitate the completion of tasks.
- 4.11. **Section 11.** The President may appoint other specified roles with approval from a majority of the Executive Committee (e.g., Contest Controller, Bridge Editor, NABBA Historian, etc.). These roles may or may not be filled by board members.

### **5. Article V – Meetings**

- 5.1. **Section 1.** The format of meetings (in person or online) will be at the discretion of the President with approval by a simple majority of the Executive Committee.

- 5.1.1. There will be no less than one annual meeting and one interim meeting with the full board each year.
- 5.2. **Section 2.** The Annual Meeting of the Board of Directors of the Association shall be held immediately prior to the Corporation's annual Brass Band Championships of each year unless otherwise ordered by the corporation. No member of the Board of Directors shall receive salary, stipend, honorarium, or other form of compensation for his/her/their services before, at or during the Annual Meeting (excluding travel and lodging).
- 5.3. **Section 3.** The Annual Meeting of the Board of Directors shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.
- 5.4. **Section 4.** The Interim Meeting of the Board of Directors of the Association shall be held between July 1st and September 30th of each year and shall be for the purpose of receiving reports of officers and committees, and for any other business that may arise. No member of the Board of Directors shall receive salary, stipend, honorarium, or other form of compensation for his/her/their services before, at or during the Interim Meeting (excluding travel and lodging).
- 5.5. **Section 5.** Additional Special Meetings may be called by the President or upon request of a majority of the Board of Directors. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least a two-week notice shall be given.
- 5.6. **Section 6.** The Board of Directors may conduct business, including voting, online.
- 5.7. **Section 7.** Minutes for all board meetings and committee meetings will be shared with the entire board. Sub-committee and working group meetings where no official decisions are made need not be shared.

## 6. Article VI - General Provisions

- 6.1. **Section 1.** Contracts: All contracts for any goods and/or services will be reviewed by the Executive Committee prior to execution by the President on behalf of the corporation.
- 6.2. **Section 2.** Deposits: All funds of the corporation shall be promptly deposited to the credit of the corporation in such banks, trusts or other appropriate depositories as the Treasurer may select in consultation with the Executive Committee.
- 6.3. **Section 3.** Books & Records: NABBA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings to include meetings of the Executive Committee. All books and records of NABBA may be inspected by any member or member's agent or attorney for any purpose at an agreed upon time at a location convenient to the corporation. Any duplication shall be at the expense of those making the request.
- 6.4. **Section 4.** Record Review: At least annually, the Executive Committee will review the fiscal records of the corporation. Complete fiscal audits may be ordered by the Executive Committee whenever appropriate.

## 7. Article VII - Parliamentary Authority

- 7.1. **Section 1.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.
- 7.2. **Section 2.** The Vice President shall serve as Parliamentarian of the Annual, Interim and/or Special Meetings and in this role, shall retain all rights as member of the Board.

## **8. Article VIII -Indemnification**

8.1. Each Officer and Director of the North American Brass Band Association, including each former Director who was such before the date of the adoption of these bylaws, shall, to the extent permitted by law, and without prejudice to any other rights he, she, or they might have, be entitled to be reimbursed by NABBA for, and indemnified by NABBA against, damages paid by him, her, or them and all costs and expenses reasonably incurred by him, her or them in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against him, her or them, or in which he, she, or them is a party by reason of any discretionary action alleged to have been taken or omitted by him, her, or them as an Officer or Director, whether or not he, she, or they continue(s) to be an Officer or Director at the time of incurring such costs and expenses, including amounts paid or incurred by him, her or them in connection with reasonable settlements (other than amounts paid to NABBA) shall be so indemnified in relation to any matter which has been made the subject of a settlement except as approved by a vote of a disinterested majority of the Directors then in office. Any rights to reimbursement and indemnification granted under this section to any Officer or Director shall extend to his, her, or their executors and administrators. No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he, she, or them shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his, her, or their action was in the best interests of NABBA. NABBA may, upon a vote of a disinterested majority of the Directors, pay expenses incurred by an Officer or Director in defending an action in advance of the final disposition of such action or proceeding upon receipt of an undertaking by such Officer or Director to repay such payments if he, she, or them shall be adjudicated not to be entitled to indemnification under this article. Nothing herein contained is intended to, or shall, prevent a settlement by NABBA prior to final adjudication of any claim, including claims for reimbursement or indemnification under this By- Law, against NABBA when such settlement appears to be in the best interests of NABBA.

## **9. Article IX -Amendment of Bylaws**

9.1. These bylaws may be amended by two-thirds (2/3) vote of the Board of Directors provided that the amendment has been submitted to each Board member at least thirty (30) days prior to the next meeting of the Board of Directors.