

# **Constitution and Bylaws**

## **Mississippi Band Directors Association, Inc.**

**A Non-profit Mississippi Corporation**

### **ARTICLE I.**

#### **Offices**

SECTION 1. Name. The name of this organization shall be the Mississippi Band Directors Association, Inc.

SECTION 2. Principal Office. The principal office of the Association in the State of Mississippi shall be located in the City of Pearl, Mississippi. The Association may have such other offices, either within or without the State of Mississippi, as the Executive Board may designate or as the business of the Association may require from time to time.

SECTION 3. Registered Office. The Association shall continuously maintain in the State of Mississippi a registered office that may be the same as its principal office, and a registered agent as required by the Mississippi Non-profit

Corporation Act. The address of the registered office may be changed from time to time by the Executive Board.

## **ARTICLE II.**

### **Membership and Dues**

SECTION 1. Active Membership. Those who are actively engaged in teaching or directing instrumental music in elementary, junior high or high school and in good standing with dues paid are designated active members. Only active members may vote or hold office.

SECTION 2. Associate Membership. Any person who is interested in instrumental music and does not qualify in Section 1 of this article is designated as an associate member upon payment of annual dues. Associate members may attend all meetings and activities of the association and enter into discussion at meetings upon being recognized by the presiding officer.

SECTION 3. Life Memberships. The Executive Board may present to the Association any person who has given

a long period of service in instrumental music a life membership when the Board feels it justified. If this passes by a majority vote in a regular business meeting, such person may become a life member with the privilege to vote and attend all meetings and activities, but may not hold office and will not be required to pay dues.

SECTION 4. Student Membership. Those students that are entered in a certified program at a college or university leading to a career as an instrumental music teacher may attend meetings and enter into discussion but may not vote or hold office.

SECTION 5. Eligibility. The decision of the Executive Board is final with regard to eligibility for membership.

SECTION 6. Dues. Dues for active and associate members shall be \$100.00 per person per year. Dues for student members shall be one-half of active membership dues. The year on which membership is based shall begin on September

1<sup>st</sup> of each year. Dues shall be paid annually at or before the first meeting of the Association in September.

SECTION 7. Rights. Payment of dues mentioned in Section 6 shall entitle each Active Member to membership with all voting rights in this Association for a period of one year.

SECTION 8. Amendment to Dues. The Executive Board may increase the dues by up to ten percent (10%) of the then current dues at any time. Such increase shall apply beginning on the first day of the next year. If the Executive Board votes to increase the dues by more than 10%, such action must be approved by a vote of a majority of the Members voting on the matter. Such vote may be held at a regular or special meeting of the Members.

### **ARTICLE III.**

**Officers and Executive Board** SECTION 1. Executive Board. The representative power of the Association shall be vested in the Executive Board. (a) The officers of the Association shall constitute the Executive Board and will meet

as set forth below. The Executive Board will determine the general policy of the Association, select the clinic students and outline the agenda for all business meetings. (b) The officers of the Association shall consist of President, First Vice-President, Second Vice-President, Third Vice-President, Member At Large, Middle School Member At Large and Past President, each of whom shall be the members of the Executive Board.

SECTION 2. Duties of the Officers. (a) The duties of the President shall be to preside at all meetings and act in an executive capacity throughout his/her term of office. The President will prepare and have printed the State Band Clinic program book. The President will make all arrangements and organization needed to prepare for State Band Clinic, including coordinating the student registration and housing. The President is also the chairman of the nominating committee. In his/her absence, the First Vice-President will preside. (b) The First Vice-President shall preside in the absence of the President. The duties of the First Vice-President are to serve as

Secretary/Treasurer of the Mississippi Band Directors Association. The First Vice-President will handle all funds and give proper accounting of the same when required by the Executive Board. The First Vice-President will also handle all cancellations for the State Band Clinic roster. (c) The Second Vice-President handles all advertising for the band clinic and supervised the set-up in the display room. The Second Vice-President also is in charge of selecting and securing the band chairman for each band. (d) The Third Vice-President's duties are to inform the membership of meetings and the mailing of the State Band Clinic information and serve as the State Music Chairman. (e) The member at large shall secure tryout judges for State Band Clinic, handle tryout folders, and work on all address corrections for the mailing list. This office will be a two-year position. (f) The Middle School Member at Large shall serve as the representative for Middle School and Junior High School Band Directors. The Middle School Member at Large shall conduct a middle school and junior high school band director caucus at State Band Clinic. The Middle School

Member at Large shall also serve as a representative on the Music Selection Committee. This office will be a two-year position.

SECTION 3. Election. (a) At the fall meeting an election shall be held for the office of Third Vice-President. The winner of this election shall take office immediately. The officers will automatically assume the duties of the next higher office on June 1<sup>st</sup> of each year. (b) The nominating committee shall consist of the President and two band directors from the incoming districts to be appointed by the President. (c) The office of Third Vice-President shall rotate between four districts in the state, set up as follows: North District - Districts 1 & 2; North Central - Districts 3 & 4; South Central - Districts 5 & 6; South District - Districts 7 & 8. These districts are outlined in the handbook of the Mississippi High School Activities Association. (d) In the event all offices are vacated at one time, for any reason, the executive committee shall be chosen as follows: 1. The immediate Past President, or if necessary, a previous Past President shall appoint a nominating committee.

2. This nominating committee shall consist of one representative from each of the four major districts and the immediate Past President serving as chairman. 3. A minimum of two names shall be selected for each office. 4. If time permits, a list of all nominees shall be distributed to all directors one month prior to the next scheduled business meeting. 5. Regardless of previous order of succession, the executive committee will be elected by the membership as follows: I. President - North District; II. First Vice-President - North Central District; II. Second Vice-President - South Central District; IV. Third Vice-President - South District.

SECTION 4. Vacancies. (a) A vacancy occurring in any of the four offices shall be filled by the succeeding officers assuming the duties of the next higher office. This leaves the office of the Third Vice-President vacant. (b) The nominations for the office of Third Vice-President will come from the district in which the vacancy first occurred and will be proposed by the nominating committee. The nominating committee will submit a minimum of two candidates where the vacancy first

occurred. Other nominations will be allowed from the floor.

(c) The election shall be held at the next regular business meeting, and the person elected would take office immediately.

SECTION 5. Resignation. An officer may resign at any time by delivering written notice to the Executive Board or to the President. A resignation is effective on the date specified in such written notice.

SECTION 6. Removal. An officer may be removed by a vote of two-thirds of the other Members of the Executive Board. An officer may only be removed at a meeting of the Executive Board called for such purpose. Notice of the meeting and the purpose shall be given as required for a special meeting hereunder.

SECTION 7. Meetings. The Executive Board shall have regular meetings prior to each regular meeting of the Members. The Executive Board shall have special meetings upon the request of any two or more officers.

SECTION 8. Quorum for Executive Board Meeting. Except as otherwise provided by applicable law or these

Bylaws, a quorum of the Executive Board consists of a majority of the Board in office immediately before the meeting begins. If less than such number necessary for a quorum is present at a meeting, a majority of the officers present may adjourn the meeting from time to time without further notice.

\_\_\_\_\_.SECTION 9. Notice. Notice of the time and place of any regular or special meeting of the Executive Board shall be given at least five (5) days prior to the meeting. If the meeting is a special meeting, the purposes for the meeting shall be included in the notice.

SECTION 10. Action Without A Meeting. Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted to be taken at an Executive Board meeting may be taken without a meeting if the action is approved by all members of the Executive Board. The action must be evidenced by one or more written consents describing the action taken, signed by each officer, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last

officer signs the consent, unless the consent specifies a different effective date. Such a consent has the effect of a meeting vote and may be described and certified as such in any document.

SECTION 11. Participation by Telephonic or other Means. Unless the Articles of Incorporation or these Bylaws provide otherwise, the Executive Board may permit any or all officers to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all officers participating may simultaneously speak to and hear each other during the meeting. An officer participating in a meeting by this means is deemed to be present in person at the meeting.

## **ARTICLE IV.**

### **Meetings of Members**

SECTION 1. Regular Meetings. Three regular meetings of the Members shall be held during the year. (a) The first meeting will be held at 2:00 p.m. the first Saturday after

the first Monday in September in Jackson, Mississippi. (b) The second meeting will be held at the annual State Band Clinic in December at a time and place designated by the Executive Board. (c) The third meeting shall be held at a time and place during the Spring of the year as designated by the Executive Board.

SECTION 2. Special Meetings. The president, with the permission of the Executive Board, may call other meetings of the Members if or when the Executive Board deems it necessary. If such a meeting is called for the purpose of transacting business, each Member must be duly notified of time and place and nature of the business to be dealt with at least ten (10) days prior to the meeting.

SECTION 3. Place of Meetings. The Executive Board and Members may hold regular or special meetings within or outside of the State of Mississippi as determined by the Executive Board.

SECTION 4. Quorum for Members Meeting. The number present at a regularly scheduled business meeting will

constitute a quorum. A majority vote of Active Members present is sufficient for the passage of business. Quorum for a special called meeting of the Members is \_\_\_\_\_ percent (\_\_\_%) of active membership.

SECTION 5. Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Members present is the act of the Association unless applicable law, the Articles of Incorporation or these Bylaws require the vote of a greater number of Members.

## **ARTICLE V.**

### **Contracts, Loans, Checks and Deposits**

SECTION 1. Contracts. The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. Loans of the Association; Loans to Officers and Directors.

(a) No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

(b) The Association may not lend money to or guarantee the obligation of any Member or Officer of the Association.

SECTION 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other

evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Board.

SECTION 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, companies or other depositories as the Executive Board may select.

SECTION 5. Financial Records. Financial reports for the Association shall be made available at all regular meetings of the Members.

## **ARTICLE VI.**

### **Indemnification**

SECTION 1. Right of Indemnity. The Association may indemnify its officers and directors to the fullest extent permitted under applicable law.

SECTION 2. Right of Association to Insure. The Association may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Association or who, while a director, officer, employee or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic Association, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee or agent, whether or not the Association would have power to indemnify him against such liability under applicable law.

## **ARTICLE VII. Distributions and Dissolution**

SECTION 1. Distributions. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, directors, officers, or other private persons, except that the Association shall be authorized and empowered

to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein.

SECTION 2. Dissolution. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the chancery court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII.**

## **Emergency Bylaws**

The emergency Bylaws provided in this article shall be operative during any emergency in the conduct of the business of the Association, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of the Association or in the Mississippi Nonprofit Association Act. An emergency exists if a quorum of the Association's officers cannot readily be assembled because of some catastrophic event. To the extent not inconsistent with the provisions of this article, the bylaws provided in the preceding articles remain effective during such emergency. The emergency bylaws are not effective after the emergency ends.                      During any such emergency:

(a) A meeting of the Executive Board may be called by any officer of the Association. Notice of the meeting shall be given by the officer calling the meeting only to those officers whom it is practicable to reach and may be given in any practicable manner, including by publication and media.

(b) The Executive Board either in anticipation of or during any such emergency, may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent.

(c) The Executive Board, either in anticipation of or during any such emergency, may relocate the principal offices, designate alternative principal offices or regional offices, or authorize the officers to do so.

Corporate action taken in good faith in accordance with these emergency bylaws binds the Association and may not be used to impose liability on a corporate director, officer, employee or agent.

These emergency bylaws shall be subject to repeal or change by further action of the Executive Board or by action of the Members, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these emergency bylaws may make any further

or different provision that may be practical and necessary for the circumstances of the emergency.

## **ARTICLE IX.**

### **Fiscal Year**

The fiscal year of the Association shall begin on the 1st day of September and end on the 31st day of August in each year.

## **ARTICLE X.**

### **Corporate Seal**

The Executive Board may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the state of incorporation and the words "Corporate Seal."

## **ARTICLE XI.**

### **Amendments**

SECTION 1. By Executive Board. This Constitution and Bylaws may be amended in the following manner: (a) Any

amendment must be passed by a majority of the Executive Board. (b) A copy of the proposed amendment must be distributed to all Members at least thirty (30) days prior to meeting. (c) The amendment must be passed by majority of those Members in attendance at two successive meetings of the Members.

SECTION 2. By Members. Bylaws may be amended by a majority vote of active Members present at one regular scheduled business meeting.

## **ARTICLE XII.**

### **The Advisory Committee to M.H.S.A.A.**

SECTION 1. (a) The Band Advisory Committee shall consist of five band directors and one administrator. The Executive Board consisting of the four present officers and the immediate past president shall be the five band directors representing the Band Association. (b) The administrator will be appointed by the Mississippi High School Activities Association executive committee. (c) The administrator shall

become a member of the State Band Advisory Committee for a term of four years. (d) All matters pertaining to Band Festival and Solo and Ensemble will be cleared through this committee. (e) Any changes in the rules as stated in the Mississippi High School Activities Association Handbook will be handled by this committee and then be presented to the state executive committee of M.H.S.A.A. for approval.

Updated Dec. 2021