

# Minnesota Band Directors Association CONSTITUTION

***2024 revisions are dutifully written by Claire Larson (president) reviewed by Shannon Curtis (Past President) and approved at the August 3rd, 2024 meeting by the executive board.***

## **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.
- Section 2. The organization's purpose is for education, including the making of distributions to organizations that qualify as exempt organizations under section 501 (c) 3 of the IRS Code.
- Section 3. The organization (MBDA) shall not afford pecuniary gain, incidentally or otherwise to its members (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes)

## **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 in the State of Minnesota, may be elected to any office of the association.
- Section 3. 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.
- Section 4. Honorary Life Membership -- All past presidents of MBDA shall be granted honorary life membership with all of the privileges of active membership.
- Section 5. Collegiate Membership – Up to four (4) names from a single college or university can be included for the price of the collegiate membership, with the following stipulations for each of the four submitted names:
- Must be an active member of the college or university faculty .
  - Must be actively conducting a band or orchestra at the college or university during the year of the membership.
  - One of the four names must be identified as the main contact person from that college or university. This person will be given the official login and password for the collegiate account.
  - A link from the MBDA website to the college or university website shall be included as part of a collegiate membership. Upon receipt of membership dues, the institution will be provided the ability to send mass email messages to the MBDA Membership according to the following protocol.
    - Current MBDA President must first approve message
    - A member of the MBDA executive board will then send message.
    - Emails lists will NOT be sold under any circumstance
- Section 6. Music Education Major Membership – Music education majors of any college or university may join MBDA free of charge by signing up on the MBDA website. Benefits include receipt of all email communication throughout the year including job announcements, concerts, special events, career building resources and volunteer opportunities. Music Education Major Members hold non-voting membership in MBDA.
- Section 7. Membership List- The listing of the membership will be held by the State MBDA Membership Chair and will NOT be available for purchase or distribution outside of MDBA under any circumstance. Members in good standing may send out messages under the following protocol:

1. The current MBDA President must first approve message
2. A member of the MBDA Executive State Board will then send message.

## **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 July 1 – June 30.

## **ARTICLE VI. State Officers**

- Section 1. State Officers -- The officers of this organization shall be President, President-Elect, Secretary, Treasurer, and Immediate Past President. The Secretary and Treasurer shall be elected to a two-year term. The President-Elect shall be elected to a two-year term, then continue two years as President, and two more years as Past President.
- Section 2. Duties of State Officers -- The duties of the officers are listed in the by-laws.
- Section 3. Election of State 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 or electronic ballot to the active membership of the association. A simple majority of votes cast for each elected office will determine the winner of the election.
- Section 4. Schedule of Elections -- The election of MBDA state executive officers shall take place in the Spring of 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. State Executive Committee -- The five officers of the association shall comprise the MBDA Executive Committee.

## **ARTICLE VII. Regional Officers**

- Section 1. Regional Officers – The officers of each of the six MBDA regions shall be President, President-Elect, Secretary, and Treasurer. The Secretary and Treasurer shall be elected to a two-year term. The President-Elect shall be elected to a two-year term, and then continue two years as President.

- Section 2. Duties of Regional Officers -- The duties of the regional officers are listed in the by-laws.
- Section 3. Election of Regional 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 the respective region. A slate of candidates shall be submitted to the Regional Board of Directors. Upon the approval of the Regional Board of Directors, the committee will contact the nominees for their acceptance and proceed with the elections. Balloting will be conducted by mail or electronic ballot to the active membership of the association. A simple majority of votes cast for each elected office will determine the winner of the election.
- Section 4. Schedule of Elections -- The election of MBDA regional officers shall take place in the spring of even-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.

#### **ARTICLE VIII. State Board of Directors**

- Section 1. State Board of Directors -- In addition to the five elected State Officers, the MBDA State Board of Directors shall consist of the following six regional representatives:

NEMBDA President  
 CMBDA President  
 SEMBDA President  
 SCMBDA President  
 SWMBDA President  
 NWMBDA President

In addition, the MBDA State Board of Directors shall consist of the following persons, who shall serve a two-year term, beginning service in June of even-numbered years. These representatives will be appointed by the MBDA State President, with the approval of the MBDA State Board of Directors, and will be renewable for additional terms at the request of the representative:

MBDA Honor Band Event Coordinator  
 MBDA Honor Band Audition Co-Chairs  
 MBDA State Membership Chair  
 MBDA Volunteer Coordinator  
 MBDA Summer Teaching Symposium Coordinator  
 MBDA Young Band Literature Session Coordinator  
 MBDA Commissions Chair  
 MBDA Honor Jazz Band Event Coordinator  
 MBDA Honor Jazz Audition Co-Chairs

In addition, the MBDA State Board of Directors shall consist of the following persons, who represent cooperative organizations, and who shall serve a two-year term, beginning service in June of even-numbered years. These

representatives will be appointed by the MBDA State President, with the approval of the MBDA State Board of Directors, and will be renewable for additional terms at the request of the representative:

Perpich Center for Arts Education Representative  
ASBDA Representative  
CBDNA Representative  
NBA Representative

In addition, the MBDA State Board of Directors shall consist of the following persons, as directed by their roles in cooperating organizations. These terms run concurrent with the corresponding position's term (two year, beginning in June of odd numbered year):

MMEA Band Vice-President

In addition, the MBDA State Board of Directors shall consist of the following person(s), as hired by the MBDA State Board of Directors. These are non-voting, independent contractor positions which may or may not be held by current executive board members, with a term running concurrently with an established business relationship:

MBDA Web Manager  
MBDA Financial Manager  
MBDA Office Manager \$2500 stipend  
MBDA Accounts Payable Clerk \$500 stipend

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.

## **ARTICLE IX. Regional Board of Directors**

Section 1. Regional Board of Directors – In addition to the four elected Regional Officers, a Regional Board of Directors consisting of the following representatives will guide each MBDA Region:

Regional Membership Chairperson  
Regional 6-8 Honor Band Chair  
Regional 9-10 Honor Band Chair  
Regional Beginning Band Festival Chair (BBF)  
Regional Second Year Festival Chair (SYF)

These representatives shall be invited to serve two years as ex-officio board members, and such other person appointed by the Regional President with the Approval of the MBDA Regional Officers. Each Representative to the Regional MBDA Board shall serve a two-year term, beginning service in June of even-numbered years.

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.

## **ARTICLE X. Government**

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

Section 2. Filling of State Officer Vacancies -- In the event that the State 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 State Past President, then State President-Elect.

In the event that the State 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 State Secretary, then the State Treasurer. A special election of the state membership shall be held at the earliest possible opportunity to fill positions of the State Executive Board. Guidelines outlined in Article VI Section 3 shall be followed in holding this special election.

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

Section 3. Filing of Regional Officer Vacancies – In the event that a Regional President should be unable to fulfill the duties of his/her office, the State President must be contacted immediately. The line of succession to the uncompleted portion shall be the Regional President-Elect.

In the event that the Regional President-Elect should be unable to fulfill the duties of his/her office, a special election shall be held within the region to fill that position at the earliest possible opportunity. Guidelines outlined in Article VII Section 3 shall be followed in holding this special election.

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

Section 4. The State President, with approval of the MBDA State Board of Directors, may appoint standing or special committees of the state organization.

Section 5. The Regional President, with approval of the specified MBDA Regional Board of Directors, may appoint standing or special committees of a regional organization.

Section 6. Removal - The Board of Directors, by majority vote, may remove a person from board service or candidacy for any of the following infractions: criminal or civil misconduct, disciplinary dismissal from a position of employment, mismanagement of MBDA funds, failure to follow MBDA protocol, lapse in fiduciary duty including but not limited to excessive absence from board and committee meetings or otherwise not fulfilling the duties of office, or use of abusive language or conduct at meetings. Additionally, a person may be removed from office by a unanimous vote of no confidence from the remaining voting members of the Board of Directors. No person may be removed from office or candidacy without notice of the vote or the opportunity to speak with the Board of Directors for a reasonable length of time prior to the vote. Exceptions to standard removal for extenuating circumstances is at the complete discretion of the voting members of the Board of Directors.

## **ARTICLE XI. Meetings**

Section 1. State Executive Committee -- The State President shall call meetings of the State Executive Committee.

Section 2. State Board of Directors -- Regular meetings shall be held in September, November, January, February, and August These meetings may take place either in person or by conference call as agreed upon by the State Board of Directors. Special meetings of the MBDA State Board of Directors may be called by the State President at his/her discretion or upon the request of not less than four members of the MBDA State Board of Directors.

Section 3. Regional Officers – The Region President shall call meetings of the Regional Officers

Section 4. Regional Officer Board of Directors – The Regional President, with approval of the Regional Officers, shall call Meetings of the Regional Board of Directors. Special meetings of an MBDA Regional Board of Directors may be called by the Regional President at his/her discretion or upon the request of not less than three members of the MBDA Regional Board of Directors.

Section 5. Entire Membership -- the MBDA State Board of Directors shall determine meetings of the entire membership-

## **ARTICLE XII. Quorum**

Section 1. Members present at a given meeting shall comprise a quorum providing notification of the meeting has been properly publicized in official documentation or by mail/email at least thirty days prior to that meeting.

Section 2. A quorum in the MBDA State or Regional Board of Directors shall consist of not less than one-third of the members of the respective board.

- Section 3. **Action Without a Meeting - Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors are present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors all of the Directors, unless a different effective date is provided for in the written action. When written action is taken by fewer than all of the Directors, all Directors shall be notified immediately of its text and effective date; however failure to provide such notice shall not invalidate the written action. As used in these Bylaws, the term “authenticated electronic communication” means any form of communication, not directly involving the physical transmission of paper, that:
- a. Creates a record that may be retained, retrieved and reviewed by the recipient of the communication;
  - b. May be directly reproduced in paper form by the recipient through an automated process;
  - c. Is delivered to the organization’s principal place of business or to an officer or agent of the organization authorized by the organization to receive the communication; and
  - d. Sets forth information from which the organization can reasonably conclude that the communication was sent by the purported sender.

### **ARTICLE XIII. 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 Past-President will be the editor of the newsletter and will produce 3 editions (Fall, Winter, Spring)
- Section 2. **Other Publications --** The State Executive Committee may authorize the publication of additional literature.

### **ARTICLE XIV. Amendments**

- Section 1. Any officer or member of the State Board of Directors shall present proposed amendments to the MBDA Constitution and by-laws to the State Executive Committee or other appointed committee. The State Executive Committee will then determine which amendments, if any, are to be presented to the State Board of Directors for their approval at either a meeting, by mail or email. A majority vote of those board members present or a majority of votes cast by mail, or email will be sufficient for presentation to the entire membership for

ratification. The proposed amendment(s) must be presented to the active membership by mail or email.,

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 XV. 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 June MBDA board meeting.

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

Section 1. Upon termination of the association, the MBDA State 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 501 (c) 3 of the IRS Code.

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## **Minnesota Band Directors Association BY-LAWS**

### **ARTICLE I. Duties of the State Officers**

#### **Section 1. State Executive Committee**

1. The executive authority for the administration of the affairs of the MBDA shall be vested in the State President, State Past President, State President Elect, State Secretary, and State 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 State Board of Directors.
2. The State Executive Committee is the executive branch of MBDA, and is charged with the responsibility of carrying out policies and procedures established by the State Board of Directors and the membership.
3. The State Executive Committee will establish the agendas for the State Board of Directors meetings and for the general membership meetings.
4. The State Executive Committee must be committed to understanding and enforcing MBDA's financial procedures, and hold all Board members (State and Regional) responsible for fiscal prudence according to the MBDA Accounting Manual.

#### **Section 2. Duties of the State President**

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

#### **Section 3. Duties of the State President Elect**

1. The State President Elect shall perform the duties of the President in the event of the absence or incapacity of the President.
2. The State President Elect shall work with and report to the Honor Band Event Coordinator towards the planning and preparations for the 6-8 and 9-10 MBDA State Honor Band.
3. The State President Elect shall act as the liason for the State Honor Band Event Conductors, procuring a bio and photo for promotion and seeing to all other conductor related aspects.
4. The State President Elect shall perform all other duties pertaining to the office of State President Elect.

Section 4. Duties of the State Secretary

1. It shall be the duty of the State Secretary to keep the minutes of all State Executive meetings and board meetings in a permanent book.
2. The State Secretary will distribute minutes to each board member following the meeting. Minutes will be posted on the MBDA website only after they have been approved by the State Board of Directors.
3. The State Secretary shall handle correspondence and receive and file committee reports.
4. The State 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 State Secretary shall perform all other duties pertaining to the office of State Secretary.

Section 5. Duties of the State Treasurer

1. The State Treasurer shall work with the Financial Manager to manage accounts and monetary transactions for MBDA.
2. The State Treasurer is responsible for writing and presenting yearly budgets for MBDA at the June board meeting.
3. The State Treasurer shall assist with writing checks, making deposits, and other regular transactions.
4. The State Treasurer shall be listed on all MBDA accounts, and shall check the accounts regularly for inconsistencies and errors.
5. The State Treasurer shall work with the Executive Board to review all accounting policies and procedures, and help hold MBDA board members (regional and state) responsible for fiscal prudence.
6. The State Treasurer should assist with establishing the budgets for state events, as well as ensuring the programs run within the budgets.
7. The State Treasurer should assist with other duties as outlined in the Accounting Procedures Manual.

Section 6. Duties of the State Past President –

1. The State Past President shall be responsible for coordinating the MBDA presence at the annual MMEA Mid Winter Clinic, including, but not limited to, reserving and staffing the MBDA Booth, reserving and coordinating session, and publicizing MBDA events to the state membership.
2. Additional duties of the State Past President will be determined largely by the needs of the association and the incumbent State President.

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

Section 1. State Board of Directors -- The State Board of Directors is charged with the responsibility of formulating policy and procedure.

Section 2. Board Actions - Any action required or permitted to be taken at a board meeting and not requiring member approval may be taken by written action signed or

consented to by authenticated electronic communication by the number of directors that would be required to take action at a meeting of the MBDA State Board (according to the Bylaws)

Section 3. Duties of Representatives (State Board of Directors)

1. Each representative to the State Board of Directors will attend meetings of the MBDA State Board of Directors, as detailed in the Constitution, Sections 1, 2 and 5, Article XI.
2. Representatives to the State Board of Directors shall represent the perspectives, interests, and concerns of colleagues in organization meetings.
3. Each representative shall serve on an MBDA standing committee of his/her choice.
4. Representatives shall perform all other duties pertaining to their positions on the State Board of Directors.

Section 4. Duties of the State Membership Chair

1. The State Membership Chair shall keep an accurate record of all MBDA members.
2. The State Membership Chair shall coordinate annual membership activities.
3. The State Membership Chair shall act as a resource liaison to Regional Membership Chairs through the state.
4. The State Membership Chair shall perform all other duties pertaining to the position of MBDA State Membership Chair.

Section 5. Duties of the State Honor Band Audition Chairs

1. The State Honor Band Audition Chairs shall plan and put into action the audition process for the 6-8 and 9-10 State Honor Bands.
2. The State Honor Band Audition Chairs shall be responsible for recruiting judges to evaluate the audition recordings.
3. The State Honor Band Audition Chairs shall be responsible for collecting and distributing audition recordings to the appropriate judges for evaluation
4. The State Honor Band Audition Chairs shall select the state 6-8 and 9-10 honor bands, considering size, balance, instrumentation and school representation.
5. The State Honor Band Audition Chairs will deliver the final rosters to the State Honor Band Event Coordinator in a timely manner.
6. The State Honor Band Audition Chairs will perform all other duties pertaining to the position of MBDA State Honor Band Audition Chairs.

Section 6. Duties of the State Honor Band Event Coordinator

1. The State Honor Band Event Coordinator shall be responsible for all aspects of the State Honor Band Event.
2. The State Honor Band Event coordinator shall be responsible for recruiting section coaches for the 6-8 and 9-10 State Honor Bands, with help from the State President Elect and the Volunteer Coordinator.
3. Once the final roster is received, the State Honor Band Event Coordinator shall be responsible for coordinating music distribution, medical forms, and other information pertinent to the State Honor Band Event.

4. The State Honor Band Event Coordinator shall coordinate with MBDA State Treasurer in preparing and maintaining a budget for the event annually.
5. The State Honor Band Event Coordinator shall be responsible for documenting the event and reporting back to the MBDA State Board of Directors.
6. The State Honor Band Event Coordinator will perform all other duties pertaining to the position of MBDA State Honor Band Event Coordinator.

Section 7. Duties of the Volunteer Coordinator

1. The Volunteer Coordinator shall promote and maintain a database of volunteers through the MBDA website.
2. The Volunteer Coordinator shall deliver reports to the State Honor Band Audition Chairs and the State Honor Band Event coordinator as requested.
3. The Volunteer Coordinator will perform all other duties pertaining to the position of the MBDA Volunteer Coordinator.

Section 8. Duties of the Summer Teaching Symposium Coordinator

1. The Summer Teaching Symposium Coordinator shall plan, and promote to the MBDA Summer Teaching Symposium, held in conjunction with the MMEA All-State Band Camp.
2. The Summer Teaching Symposium Coordinator shall seek feedback from membership regarding session topics and overall feedback on the symposium itself.
3. The Summer Teaching Symposium Coordinator shall have the power to appoint a committee to help in any aspect of planning and execution of the MBDA Summer Teaching Symposium.
4. The Summer Teaching Symposium Coordinator shall coordinate with MBDA State Treasurer in preparing and maintaining a budget for the event annually.
5. The Summer Teaching Symposium Coordinator shall perform all other duties pertaining to the position of Summer Teaching Symposium Coordinator.

Session 9. Duties of the Young Band Literature Session Chair

1. The Young Band Literature Session Chair shall plan, and promote to the MBDA Young Band Literature Session, held at the MMEA Mid-Winter Clinic annually
2. The Young Band Literature Session Chair shall seek feedback from membership regarding literature selection and overall feedback on the session itself.
3. The Young Band Literature Session Chair shall have the power to appoint a committee to help in any aspect of planning and execution of the MBDA Young Band Literature Session.
4. The Young Band Literature Session Chair shall coordinate with MBDA State Treasurer in preparing and maintaining a budget for the event annually.
5. The Young Band Literature Session Chair shall perform all other duties pertaining to the position of Young Band Literature Session Chair.

Section 10. Duties of State Board Representatives from Cooperating Organizations

1. State Board Representatives from Cooperating Organizations are invited to participate in all meetings of the MBDA State Board of Directors, representing the perspectives, interests, and concerns of their respective organizations.
2. State Board Representatives from Cooperating Organizations are invited to serve on a State MBDA standing committee of his/her choice.

Section 11. Duties of the MBDA Web Manager

1. The MBDA Web Manager will be a hired position and will hold no voting rights on the MBDA State Board.
2. The MBDA Web Manager will maintain the MBDA Website and will be expected to update the site as requested, but no more than once a week.
3. The MBDA Web Manager will provide expertise on website design and maintenance
4. The MBDA Web Manager will host the website and manage all email functions associated with mass email and officer email addresses.
5. The MBDA Web Manager will perform all other duties pertaining to the position of MBDA Web Manager.

Section 12 Duties of the State Honor Jazz Band Audition Chairs

1. The State Honor Band Audition Chairs shall plan and put into action the audition process for the 7-8 and 9-10 State Honor Jazz Bands.
2. The State Honor Jazz Band Audition Chairs shall be responsible for recruiting judges to evaluate the audition recordings.
3. The State Honor Jazz Band Audition Chairs shall be responsible for collecting and distributing audition recordings to the appropriate judges for evaluation
4. The State Honor Jazz Band Audition Chairs shall select the state 7-8 and 9-10 honor bands, considering size, balance, instrumentation and school representation.
5. The State Honor Jazz Band Audition Chairs will deliver the final rosters to the State Honor Band Event Coordinator in a timely manner.
6. The State Honor Jazz Band Audition Chairs will perform all other duties pertaining to the position of MBDA State Honor Jazz Band Audition Chairs.

Section 13 Duties of the State Honor Jazz Band Event Coordinator

1. The State Honor Jazz Band Event Coordinator shall be responsible for all aspects of the State Honor Band Event.
2. The State Honor Jazz Band Event coordinator shall be responsible for recruiting section coaches for the 6-8 and 9-10 State Honor Bands, with help from the State President Elect and the Volunteer Coordinator.
3. Once the final roster is received, the State Honor Jazz Band Event Coordinator shall be responsible for coordinating music distribution, medical forms, and other information pertinent to the State Honor Band Event.
4. The State Honor Jazz Band Event Coordinator shall coordinate with MBDA State Treasurer in preparing and maintaining a budget for the event annually.

- i. The State Honor Band Event Coordinator shall be responsible for documenting the event and reporting back to the MBDA State Board

Section 14 Duties of the State Financial Manager

1. The MBDA Financial Manager will be a hired position and will hold no voting rights on the MBDA State Board.
2. The MBDA Financial Manager will maintain the legal filings to help maintain the non-profit status of the MBDA.
3. The MBDA Web Manager will perform all other duties pertaining to the position of MBDA Financial Manager as outlined in the MBDA Accounting Procedures Manual.

**Article III. Duties of the Regional Officers**

Section 1. Regional Officers

1. The executive authority for the administration of the affairs of an MBDA Region shall be vested in the Regional President, Regional President Elect, Regional Secretary, and Regional Treasurer. 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 State Board of Directors.
2. Regional Officers are collectively charged with the responsibility of carrying out policies and procedures established by the State Board of Directors and membership.
3. Regional Officers will establish the agendas for the Regional Board of Directors meetings and for the regional membership meetings.

Section 2. Duties of the Regional President

1. The Regional President shall preside at all Regional meetings, at Regional Committee meetings, and attend all meetings of the State Board of Directors.
2. The Regional President shall have the power to appoint committees not otherwise provided in the Constitution and by-laws.
3. The Regional President shall serve as ex-officio of all regional committees
4. The Regional President shall perform all other duties pertaining to the office of Regional President
5. The Regional President shall present a report to the State Executive Committee at all meetings of the State Board of Directors regarding the progress, activities, and concerns of the region.

Section 3. Duties of the Regional President Elect

1. The Regional President Elect shall perform the duties of the Regional President in the event of the absence or incapacity of the Regional President.
2. The Regional President Elect shall help coordinate the Regional 6-8 and 9-10 Honor Bands
3. The Regional President Elect shall perform all other duties pertaining to the office of Regional President Elect.

#### Section 4. Duties of the Regional Secretary

1. The Regional Secretary will keep the minutes of all regional meetings in a permanent book.
2. The Regional Secretary will distribute minutes to each board member following the meeting. Minutes will be posted on the MBDA website only after they have been approved by the Regional Board of Directors.
3. The Regional Secretary shall handle correspondence and receive and file committee reports.
4. The Regional Secretary shall maintain the archives of the regional 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 Regional Secretary shall perform all other duties pertaining to the office of Regional Secretary.

#### Section 5. Duties of Regional Treasurer

1. The Regional Treasurer shall keep an accurate record of all monies received and disbursed, and shall keep budgets for each regional program. The Regional Treasurer shall assist regional program coordinators with ensuring the budgets are kept, and work with them to write budgets for the following year.
2. The Regional Treasurer will write a yearly budget for the region and present it to the Region President, who will then present it at the June board meeting.
3. The Regional Treasurer shall carry out other duties as needed or outlined in the MBDA Accounting Manual.

### **ARTICLE V. Duties of Members of the Regional Board of Directors**

Section 1. Regional Board of Directors -- The Regional Board of Directors is charged with the responsibility of the well being of the regional organization in relation to the state organization.

#### Section 2. Duties of Representatives (Regional Board of Directors)

1. Each representative to the Regional Board of Directors will attend meetings of the MBDA Regional Board of Directors.
2. Representatives to the Regional Board of Directors shall represent the perspectives, interests, and concerns of colleagues in organization meetings.
3. Each representative shall serve on an MBDA regional standing committee of his/her choice.
4. Representatives shall perform all other duties pertaining to their positions on the Regional Board of Directors.

#### Section 3. Duties of the Regional Membership Chair

1. The Regional Membership Chair shall keep an accurate record of all regional MBDA members.
2. The Regional Membership Chair shall coordinate annual membership activities.

3. The Regional Membership Chair shall perform all other duties pertaining to the position of MBDA Regional Membership Chair.
4. The Regional Membership Chair will work cooperatively with the State Membership Chair and other Regional Membership Chairs.

Section 4. Duties of Regional Ex-Officio Members

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

## **ARTICLE VI. Conflict of Interest**

Section 1. Conflict of Interest - The purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
  - b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. The board shall determine whether a conflict exists.

- Section 3. The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of this organization is a director, officer or legal representative, or in some other way has a material financial interest unless:
1. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
  2. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
  3. Procedures for Addressing the Conflict of Interest
    - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
    - b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
  4. Violations of the Conflicts of Interest Policy
    - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
    - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 4. Compensation. This subsection shall govern when compensation from this organization is being determined.

1. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE VIII. 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 State Executive Committee, but it is expressly understood that neither the State 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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