

Bylaws of the St. Cloud All-City Marching Band

MISSION STATEMENT

We passionately strive to achieve pride and excellence through teamwork, leadership, respect and fun.

ARTICLE 1: NAME AND PURPOSE

1.1: Name and Purpose

The name of this organization is St. Cloud All-City Marching Band, Incorporated (SCAC) and based in St. Cloud, Minnesota. The organization's operating fiscal year is September 1st to August 31st.

SCAC is a U.S. registered 501(c) (3) non-profit organization. The purpose of SCAC is to provide challenging, enjoyable and educational marching band, winter color guard and winter drumline related experiences for members.

ARTICLE 2: DESIGNATION OF MEMBERSHIP

2.1: Qualification of Membership and Terms

Members of SCAC shall consist of paid participating students, registered parents/guardians of participating students, as well as any persons interested in and supportive of the mission and purpose of SCAC. Members must register each fiscal year with the current Board Secretary or the Executive Director to qualify as a registered member. All membership terms expire at the end of each fiscal year and must be reinstated for the following year if desired. Members must be registered for at least 3 weeks to participate in a general membership vote.

2.2: Rights of Membership

SCAC board meetings are open to the public. Duly registered members may attend SCAC Board of Director meetings or participate in Board meetings. To be included as an agenda item for the meeting the request must be made 2 weeks prior to the Board meeting.

Registered members may serve on or chair standing or ad hoc committees.

Registered members may make nominations for the Board of Directors to fill open Board positions.

Registered members may attend membership meetings that provide information about the band season (i.e. committee sign-ups, recruitment, schedules, elections, etc.) If a special meeting is required, the date, time, locations and agenda items(s) will be publicized in advance on the SCAC Website.

2.3: Participating Members

a) SCAC Summer Marching Band

Students who attend school within District #742 boundaries, or attend a school outside the district that does not offer a comparable activity, may begin participation after completing seventh grade. Eligible students may participate through the summer following their graduation from high school.

b) Winter Performing Groups

SCAC Winter Color Guard (Eclipse Winterguard) and Winter Drumline (SCAC Winter Drumline) are open to currently enrolled seventh through twelfth grade students who attend school within District #742 boundaries, or attend a school outside the district that does not offer a comparable activity, or meet membership requirements of governing bodies such as World Guard International, (WGI), Minnesota Percussion Association, (MPA) and North Star Circuit. The SCAC Board of Directors will approve class participation levels for the winter performing groups on or before the October Board of Directors meeting.

c) Marching Blue Jackets – Junior Band

Students who have completed sixth grade in District #742 or such students who attend a school outside the district that does not offer a comparable program may participate in the St. Cloud Marching Blue Jackets, a summer marching band. The purpose of this group is to introduce younger students to marching and the St. Cloud All-City Marching Band organization.

d) Other Groups

Other performing groups may be added to the organization by majority vote of the SCAC Board of Directors. Such groups may include, but are not limited to alumni or parent bands.

e) Exceptions

Exceptions to membership requirements may be made by recommendation from the artistic director(s) and with board approval.

ARTICLE 3: BOARD OF DIRECTORS

3.1: Board Membership

The Board of SCAC shall consist of no less than ten, (10) and no more than twenty, (20) members, having such qualifications in both general and individual attributes as the Board of Directors shall from time to time determine.

3.2: Election and Terms of Directors

Directors (board members) shall be elected to serve for two-year terms by current registered members at an annual membership meeting called for the purpose of electing Directors pursuant to the recommendations of the nominating committee. No Director shall serve more than two consecutive two-year terms unless at least one year has passed since the expiration of the Director's second term. The terms of the elected Directors shall be staggered, such that approximately 1/2 of the terms expire each year. Directors shall begin their terms on the first day of the fiscal year immediately following the fiscal year during which they were elected and shall expire on the last day of the fiscal year of their second year of their term on the Board.

3.3 Authority of Duties of Directors

The SCAC Board of Directors shall have general supervision and charge of the property, affairs, and finances of the corporation. Without limiting the generality of the foregoing, the SCAC Board of Directors shall elect the officers of the organization and shall maintain a report (minutes) concerning the affairs of the organization.

No Director shall receive, directly or indirectly, any compensation for services as a Director. The SCAC Board of Directors may authorize reimbursement of reasonable expenses incurred by Directors in connection with carrying out the activities of the organization.

3.4: Filling a Vacancy

A Vacancy or vacancies in the Board of Directors may be filled to complete the full term of the exiting director by majority vote of the Directors present at a duly held meeting, provided there is a quorum, and provided that the notice of the meeting states such purpose.

3.5: Removal of Directors

Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors, upon the vote of a majority Directors present at a duly held meeting, provided there is a quorum, and provided that the notice of the meeting at which removal is to be considered states such purpose.

3.6 Voting Rights of Directors

Each Director shall be entitled to one vote upon any matter properly submitted to the Board of Directors for their vote.

Except as may be otherwise provided by law or by the Articles of Incorporation, the voting upon all matters required or permitted to be voted upon by the Board of Directors may be conducted by mail or electronic communication, with the same effect as voting at elections and upon other matters at a meeting of the Board of Directors duly called and held and at which a quorum of the Directors is present.

3.7 Director Conflict of Interest

No contract or other transaction between SCAC and one or more of its Directors, or between SCAC and any other corporation, firm, association, or entity in which one or more of the Directors are directors or officers or have material financial interest, shall be entered into by SCAC unless the fact of such relationship or interest is disclosed to the Board. Interested or effected Directors shall abstain from voting.

3.8 Executive Director

The Executive Director shall be an ex-officio member of the Board of Directors but shall not be a voting member of the Board of Directors.

The Executive Director shall be the administrative officer of the organization and, subject to the direction of the Board of Directors, shall have general supervision over the daily operations of the organization. The Executive Director shall also prepare or cause to be prepared the annual administrative budget and calendar of the organization and shall have such other authority and perform such other duties as may be determined by the Board of Directors.

3.9 Head Artistic Director

The Head Artistic Director shall be an ex-officio member of the Board of Directors but shall not be a voting member of the Board of Directors.

3.10 Charitable Gambling Director

The Charitable Gambling Director shall be an ex-officio member of the Board of Directors and shall be a voting member of the Board of Directors.

3.11 Student Representative

The Student Representative to the Board of Directors shall be selected by a process determined by the Board of Directors and shall not be a voting member of the Board of Directors.

ARTICLE 4: OFFICERS

4.1: Election and Terms of Officers

The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and Assessment Secretary from among its members at the Annual Organization Meeting to serve as Officers of the organization. Officers will serve a term of one year.

4.2: Filling a Vacancy of an Officer Position

Officer vacancies in the Board of Directors may be filled by majority vote of the Directors then in office for the unexpired portion of the term.

4.3: Removal of Officers

Any Officer may at any time be removed from office for any cause deemed sufficient by the Board of Directors, upon the vote of a majority Directors present at a duly held meeting, provided there is a quorum, whenever in their judgment the best interests of the organization will be served thereby.

4.4: Duties of Officers

- a) The President will have general supervision of the organization, chair the Grievance Committee, prepare the agenda for, and preside over all Membership and Board meetings. She/he may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the organization and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors. The President may from time to time delegate to other Directors of the organization to carry out his or her duties.
- b) A Vice President elected shall have all the authority and perform all of the duties of the President in the absence of the President or when circumstances prevent the President from acting. In case of resignation, removal or permanent incapacity, the Vice President shall serve in his or her stead until the office of the President is filled according to these Bylaws.
- c) The Secretary shall keep the minutes of meetings of the Members, of the Board of Directors, and of the Executive Committee. The secretary shall keep such books as may be required by the Board of Directors, shall give notices of the meetings of the Members and of the Board of Directors required by law, or by these Bylaws, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors. The Secretary shall hold the original or a copy of the organization's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall maintain the list and responsibilities of standing committees.
- d) The Treasurer will maintain an accurate financial accounts of all monies and assets, get Board approval on budgets before making payments, prepare monthly financial statements, make deposits and disbursements and chair the Finance Committee. The Treasurer shall prepare or cause to be prepared a full report concerning the finances of the organization to be presented at each meeting of the Board of Directors, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors.
- e) The Assessment Secretary is responsible for member billing, collections, payments and credits and

will record and update individual student fundraising accounts.

ARTICLE 5: BOARD MEETINGS

5.1: Procedure

In all matters of procedure not otherwise covered by these Bylaws, “Roberts Rules of Order, Newly Revised” most recent edition will govern. Meetings of the Board will be open to all SCAC members. Board members may table discussion on issue(s) by a vote of the majority of Board members in attendance. The discussion of the sensitive issue(s) may continue in an executive session with only board members present immediately after adjournment of the open meeting or at a later date. Action, if required, on any issue would be taken at the next official Board meeting.

5.2 Regular Meetings

Regular meetings of the Board of Directors shall be held monthly, on such dates and at such times as the Board of Directors or the President shall determine. The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters that are proper subjects for action by the Board of Directors.

Any meeting may also be held through use of telephone or other communications equipment if all persons participating can effectively communicate with each other. A special meeting may be held for any purpose that would be a proper purpose of a regular meeting.

5.3 Special Meetings

A special meeting of the Board of Directors may be called by the President or by three or more Directors with 48 hours written notice to all directors of the meeting location and purpose of such meeting. 48-hour notice of a special meeting must include the date, time, location and agenda items(s). Action of any special meeting is limited to agenda item(s) and requires a quorum.

Any special meeting may also be held through use of telephone or other communications equipment if all persons participating can effectively communicate with each other. A special meeting may be held for any purpose that would be a proper purpose of a regular meeting.

5.4 Board of Directors Annual Organization Meeting

The annual organization meeting of the Board of Directors shall take place at such time and on such date during the month of September of each year or at such other time, date, or place as the Board of Directors or the President shall determine. The purpose of the annual organization meeting shall be to elect the President and the other offices of the organization and, if necessary, to receive the reports of officers and committees of the Board of Directors, and to transact such other business as may properly come before the meeting.

5.5 Quorum

Two thirds of the sitting Board Of Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors. Official business can be conducted only when a quorum is present at a regularly scheduled or special meeting. At each meeting of the Board of Directors, all questions and business shall be determined by a majority vote of those present and voting.

5.6 Notice of Meetings

Not less than five days before the date fixed for an annual organization or regular meeting, or two days in the case of a special meeting, written notice stating the date, time, place, and in the case of a special meeting, the purposes of such meeting shall be given by or at the direction of the President or of the other person or persons calling the same. The notice shall be given by mail or email addressed to the members of the Board of Directors at their respective addresses as they appear on the records of the organization..

5.7 Waiver of Notice

Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation in a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be waived by the Director of notice of the meeting.

5.8 Action Without a Meeting

Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, at least two-thirds of Directors, which writing or writings shall be filed with or entered upon the records of the organization. For purposes of this section the use of electronic communication to is allowed for recording the votes of individual Directors.

5.9 Charitable Gambling

Issues related to charitable gambling operations will be discussed and voted on at the monthly SCAC Board of Director meetings. All eligible Directors over the age of 18 may vote on matters relating to the charitable gambling operations.

ARTICLE 6: COMMITTEES

6.1 Purpose

Committees are established to carry on the business of SCAC.

6.2 Establishment and Appointment of Committees

The SCAC Board of Directors shall create committees as they from time to time deem desirable. All standing committees shall keep a record of their proceedings that shall be submitted to the Board of Directors. The President of the Board shall appoint committee chairs subject to the approval of the Board of Directors.

6.3 Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Assessment Secretary and Head Artistic Director. The President shall be the Chairman of the Executive Committee. The President or any three other members of the Executive Committee may call a meeting of the Executive Committee. The President or other persons calling the meeting shall give notice to each member of the Executive Committee of the date, time, place, and purpose of the meeting at least two days before the scheduled meeting. The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board of Directors. At each

meeting of the Executive Committee, all questions and business shall be determined by a majority vote of those present, or without a meeting by a majority vote in either written, electronic, or voice communications.

6.4 Standing Committees

Standing committees may be solely of members of the Board of Directors but may include committee members who are not members of the Board of Directors. The Board of Directors shall establish the standing committees. Each such committee shall serve at the pleasure of the Board of Directors and shall have such authority and shall perform such duties, as the Board of Directors shall hereafter determine. The Secretary shall maintain a current list and responsibilities of standing committees.

- a) Organizational Development Committee
 - a. Strategic Planning and Review, Board Succession Planning, Compliance
- b) Board Recruitment and Training Committee
- c) Organizational Fundraising Committee: Charitable Gambling
- d) Personnel Committee
- e) Leadership Training Committee
- f) Marketing/PR Committee
- g) Winter Drumline Committee
- h) Winter Guard Committee
- i) Student Recruitment Committee
- j) Assessment Fundraising Committee
- k) Social Committee
- l) Trip Committee
- m) Volunteer Committee
- n) Spat Camp Committee
- o) Equipment/Uniform Committee
- p) Student Committee

6.4 Special/Ad Hoc Committees

The Board of Directors may from time to time establish Special or Ad Hoc committees to assist the organization in completing the work of the organization. Each such committee shall serve at the pleasure of the Board of Directors and shall have such authority and shall perform such duties, as the Board of Directors shall from time to time hereafter determine. Special or Ad Hoc Committees shall be chaired by a member of the Board of Directors but may include committee members who are not members of the Board of Directors.

ARTICLE 7: DECISION MAKING

7.1: Committees' Role

Committees will make recommendations to the Board.

7.2: Board Action

In all matters of decision-making not otherwise covered by these Bylaws, “Roberts Rules of Order, Newly Revised” most recent edition will dictate decision-making procedures.

ARTICLE 8: GENERAL

8.1 Process

The elected officers identified in Article 4 will be bonded and are authorized to sign checks. Two signatures will be required on all checks over \$500.

ARTICLE 9: AMENDEMENTS

9.1 Process

The Bylaws of the organization may be amended, or new Bylaws may be adopted, by the Board of Directors at a meeting held for that purpose, by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, provided that notice of the general nature or subject matter of the alteration or amendment shall have been given in the notice of the meeting, or, without a meeting, by the written consent of at least two-thirds of the Directors.

CERTIFICATION

The undersigned Secretary of the organization hereby certifies that the foregoing Bylaws were adopted by the Board of Directors and Membership of SCAC at a meeting held on _____

Adopted: May 1994

Revised: 11-25-97

Revised: 11-02-98

Revised: 05-29-01

Revised: 01-12-03

Revised: 12-9-08