

BYLAWS OF THE SOUTH DAKOTA BANDMASTERS ASSOCIATION

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be South Dakota Bandmasters Association (also referred to herein as -SDBA"). It shall be a nonprofit organization incorporated under the laws of the State of South Dakota.

Section 2 — Purpose: The South Dakota Bandmasters Association is organized exclusively for charitable, cultural, literary and education purposes, including:

1. To promote mutual cooperation, friendship, and fellowship among the band directors of the State of South Dakota and members of the SDBA.
2. To cooperate with and aid other music associations.
3. To make suggestions and implement measures for the welfare of its members, students and schools.
4. To promote a free exchange of ideas.
5. To improve the professional efficiency of its members.
6. To encourage a genuine spirit of professional ethics.
7. To work in close cooperation with school administrators in order that the programs of the SDBA will be in harmony with school programs as a whole.
8. To raise the standard of music in all forms in South Dakota.
9. To further the development of music in the schools and school systems of South Dakota.

ARTICLE II— MEMBERSHIP

Section 1 — Eligibility for Active (voting) membership: Application for Active membership shall be open to any bandmaster, persons actively engaged in or retired from directing or teaching music in South Dakota, and/or persons interested in helping fulfill the purposes described in Section 2 above. Active membership is contingent upon completion and receipt of a membership application and payment of annual dues.

Section 2 Annual dues: The amount required for annual dues shall be established by the Executive Board ("Board").

Section 3 Rights of Active members: Only Active members are eligible to vote in SDBA meetings and elections.

Section 4 — Resignation and termination: Any member may resign by filing a written resignation with the Secretary-Treasurer. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member may have their membership terminated by a majority vote of the Board.

Section 5 — Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership, including without limitation Associate memberships and Honorary memberships.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 Annual meetings: An annual meeting of the members shall take place in the first quarter of each year, the specific date, time and location of which will be designated by the President.

Section 2 — Special meetings: Special meetings may be called by the President, a majority of the Board, or a petition signed by five percent (5%) of Active members.

Section 3 Notice of meetings: Notice of each meeting shall be given to all members. Notice shall be given by reasonable means approved by the Board, which may include without limitation mail, electronic communications or posting notice on the SDBA website, not less than two weeks prior to the meeting.

Section 4 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 — Voting and procedure: All issues to be voted on shall be decided by a simple majority of Active members present at the meeting in which the vote takes place. There shall be no cumulative voting for elections of Directors. Voting by proxy or by absentee ballot shall not be permitted. Meetings shall be governed by Robert's Rules of Order.

ARTICLE IV — EXECUTIVE BOARD AND OFFICERS

Section 1 Board role, size, and compensation: The Board is responsible for overall policy and direction of SDBA, and performs or delegates responsibility of day-to-day operations. The Board shall consist of nine (9) members: President, President-Elect, Secretary-Treasurer (one position), Immediate Past-President, and five (5) Directors. Board members shall receive no compensation other than reimbursement of reasonable expenses.

Section 2 Meetings and notice: The Board shall meet at least twice per year, at agreed upon times and places. An official Board meeting requires Board Members be provided written notice at least two weeks in advance. Written notice may be made by reasonable electronic communication. Board members may appear in person or by telephone, video conference, or other reasonable electronic communication.

Section 3 — Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third (1/3) of the Board.

Section 4 — Written consent to actions: If seventy-five percent (75%) of the Board members shall consent in writing (including without limitation by facsimile, electronic mail or other reasonable electronic communication) to any action to be taken by SDBA, such action shall be a valid Corporation action as though it had been authorized by a meeting of the Board.

Section 5 — Quorum: Fifty percent (50%) of Board members present shall constitute a quorum of the Board.

Section 6 — Directors: The five Directors shall be elected by the Active members. Directors must be Active members and shall be nominated and elected to facilitate representation from all parts of the state according to regions established by the South Dakota High School Activities Association. Directors shall be chosen from and shall represent regions as follows:

Director 1 Regions I & II

Director 2 — Regions III & IV

Director 3 — Regions V & VI

Director 4 — Regions VII & VIII

Director 5 – Young Bands

If a Director ceases to be an Active Member, or shall move residence out of state, resigns, or is unwilling or unable to serve, then that position shall be deemed vacant. If a Director shall change residence to another region, or if there is a change in region boundaries, this does not result in a vacancy and the Director shall serve out the term.

Section 7 Director Terms: Directors shall serve four-year terms. The terms of Directors shall be staggered, with two Directors being elected at the annual meeting in odd-numbered years. Directors shall assume office immediately upon being elected. No Director shall serve as a Director more than two terms consecutively.

Section 8— Officers and Duties: Officers must be Active members. In addition to the Immediate Past-President, there shall be three (3) officers of the Board consisting of a President, President-Elect, and Secretary-Treasurer. Officers shall serve two year terms and their duties are as follows:

The *President* shall have the general powers to perform all acts and duties usually performed by an executive and presiding officer, and shall perform such other duties as may be prescribed by the Board.

The *President-Elect* shall perform duties as requested by the Board or President. In the absence or disability of the President, the President-Elect shall perform all duties of the President. If for any reason the President is unable to fulfill the President's term, the President-Elect shall assume the position of President.

The *Secretary-Treasurer* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting notices in accordance with these Bylaws or law, and shall keep complete records as to the finances of SDBA and in general perform all duties incident to the office of Secretary-Treasurer, and such other duties as from time to time may be prescribed by the President or the Board.

The President-Elect shall be elected by the Active members at the annual meeting in odd-numbered years. The person serving as President-Elect as of the beginning of an annual meeting in odd-numbered years shall automatically assume the position of President immediately upon the election of the incoming President-Elect.

The Board shall appoint a Secretary-Treasurer at their first Board meeting in even-numbered years (the serving Secretary-Treasurer may not vote on this election).

No person may serve as a Director and Officer at the same time. If a Director is elected as an Officer, that Director position shall be deemed vacant.

No officer, except Secretary-Treasurer, shall serve in that office more than one term consecutively. There shall be no limit on the number of consecutive terms the Secretary-Treasurer may serve.

Section 9 — Nominating procedures: A Nominating Committee shall consist of the Immediate Past-President (who shall serve as chairperson of the Nominating Committee) and four Active members who shall be elected at the annual meeting in even-numbered years. The Nominating Committee is

responsible for presenting a minimum of two candidates for open Director positions, and a minimum of two candidates for the office of President- Elect. Additional nominations may be made from the floor.

Section 10 — Board Elections: All elections for Board positions (Directors and President-Elect) shall be by written ballot.

Section 11 — Vacancies: When a vacancy on the Board exists mid-term, the Secretary- Treasurer shall receive nominations from present Board members for persons to fill said vacancy, to be voted upon at the next Board meeting. Director vacancies must be filled by persons from the represented region. Vacancies are filled for the remainder of said term and shall not be considered an elected term.

Section 12— Resignation and removal: Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed from the Board by a three-fourths (3/4) vote of Active members at an annual or special meeting.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The Board may create committees as needed. ARTICLE VT—INDEMNIFICATION AND INSURANCE

Section 1 — Indemnification: SDBA may indemnify a director, officer, employee or agent of SDBA pursuant to SDCL §§ 47-22-65.1 to 47-22-65.8.

Section 2 — Insurance: SDBA may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of SDBA, or is or was serving at the request of SDBA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not SDBA would have the power to indemnify the person against such liability under the provisions of this Article or of South Dakota's Nonprofit Corporation Act.

ARTICLE VII — CONTRACTS, CHECKS, DEPOSITS AND FUND

Section 1 — Contracts: The Board may authorize any officer or officers, agent or agents by SDBA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SDBA and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind SDBA by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

Section 2 — 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 SDBA shall be signed by such officer or officers, agent or agents, of SDBA, and in such manner as shall from time to time be determined by resolution of the Board.

Section 3 — Deposits: All funds of SDBA shall be deposited from time to time to the credit of SDBA in such banks, trust companies, or other depositories as the Board may select.

Section 4— Loans: No loans shall be contracted on behalf of SDBA and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE VIII—BOOKS AND RECORDS

Section 1 Books and Records: SDBA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board. All books and records of SDBA may be inspected by any director, officer, or member or the agent or attorney of the same for any proper purpose at any reasonable time.

ARTICLE IX – FISCAL YEAR

Section 1 – Fiscal Year: The fiscal year of SDBA shall begin on the first day of February and end on the last day of January each year.

ARTICLE X – EXEMPT ACTIVITIES

Section 1 Exempt Activities: Notwithstanding any other provision of the Bylaws, no Director, officer, employee or representative of SDBA shall take any action or carry on any activities by or on behalf of SDBA not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or by a corporation, contributions to which are deductible under Section 170(c)(1) of the Internal Revenue Code of 1954.

ARTICLE XI- AMENDMENTS

Section I – Amendments: These Bylaws may be amended when necessary by two-thirds (2/3) majority of the Active members at an annual or special meeting.

CERTIFICATION

These Bylaws were unanimously approved pursuant to the “Writing in Lieu of Initial Meeting of Initial Executive Board and Incorporators” dated December 15, 2010. These Bylaws were amended by the SDBA on March 28th, 2015 and February 11th, 2023.