

**CONSTITUTION AND BY-LAWS OF THE NEBRASKA STATE BANDMASTERS  
ASSOCIATION (Approved March 12, 2024)**

**ARTICLE I - Name**

The name of the Corporation is Nebraska State Bandmasters Association.

**ARTICLE II - Purpose**

The Nebraska State Bandmasters Association was founded as an unincorporated educational organization in 1962. The organization was founded for anyone interested in the improvement of school bands. The association's origin is attributable to the enthusiasm expressed by many bandmasters in the State of Nebraska for such a state group.

The Corporation is organized to promote the education of youth and the improvement of bands by providing experiences and information to aid the teachers of wind and percussion instruments. Further, it is concerned with matters which make for a professional climate in the State of Nebraska, in order to attract and retain quality teachers and wind conductors. The corporation believes that its efforts can best be evaluated by the ultimate contribution which bands make to schools, communities, and the education of youth.

The Corporation's members affirm their full support for the existing professional groups in our state.

**ARTICLE III - Members Section**

Section 1. Membership

The Corporation shall have the following membership: (a) Active membership, with full voting privileges, shall be open to all those involved in any aspect of instrumental music education. (b) Student membership, without voting privileges, shall be open to students currently enrolled full time studying music in colleges and universities. (c) Honorary Life Membership, with full voting privileges, shall be granted to all band educators who have been active members in NSBA and who have retired from a teaching career in the State of Nebraska.

Section 2. Voting Rights

Each Active and Honorary Life Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Annual Business Meeting

The Annual Business Meeting of the members shall be held in conjunction with the Annual Spring Convention each year as scheduled by the Board of Directors for the purpose of transacting business. Notice of the Annual Business Meeting shall be communicated to the full membership not less than ten (10) days prior to the meeting.

Section 4. Special Meetings

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by

statute, may be called by the President or by the Board of Directors. Members shall be given notification, including an agenda, not less than ten (10) days prior to any special meeting.

#### Section 5. Place of Meeting

The President or Board of Directors may designate any place within the State of Nebraska as the place of meeting for any Annual Business Meeting or for any special meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the Registered Office of the Corporation (see Articles of Incorporation on file with the Nebraska Secretary of State).

#### Section 6. Quorum

A majority of the voting members present at the Annual Business Meeting shall have the authority to approve the minutes of the Annual Business Meeting, the annual Treasurer's report, and recommendations regarding membership dues.

#### Section 7. Parliamentary Authority

The rules contained in the most current Roberts Rules of Order shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of the Corporation.

### **ARTICLE IV - Membership Dues**

The membership dues of this Corporation shall be recommended by the Board of Directors and voted upon at the Annual Business Meeting.

### **ARTICLE V - Board of Directors**

#### Section 1. General Powers

In accordance with the Nebraska Nonprofit Corporation Act, the Corporation must have a Board of Directors. Policy formulation, management, and general administration of the Corporation are vested in its Board. Except as provided by law, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of its Board of Directors. The Board shall be comprised of the members of the organization in good standing who are duly elected Officers in accordance with the remaining provisions of these Bylaws (see Article VI).

#### Section 2. Election and Number

The number of Directors may be increased or decreased (but to no fewer than three) from time to time by amendment to the Bylaws. Any vacancy occurring in the Board in the middle of a term of office may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the board. A Director elected to fill a mid-term vacancy shall hold office for the un-expired term of their predecessor in office. The term of office for all Board members shall begin at the conclusion of the Annual Business Meeting. Any Director may be reelected after the expiration of such Director's term. See also Article VI.

### Section 3. Resignation or Removal of Directors.

Since all Directors are Officers of the Corporation, their resignation or removal is governed by Article VI (see below).

### Section 4. Quorum

A majority of the Directors currently serving on the Board shall constitute a quorum for the transaction of business. In no event may the Articles or Bylaws authorize a quorum of fewer than the greater of one-third of the number of Directors in office or two Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the act, the Articles, or Bylaws require the vote of a greater number of Directors. No Director shall vote by proxy.

### Section 5. Committees

The Directors, by resolution adopted by a majority of the Directors on the Board, may appoint one or more committees from among the members. The creation of a committee and the appointment of its chairperson appointment of members to it must be approved by the greater of a majority of all the Directors on the Board when the action is taken or the number of Directors required by the Bylaws to take action under Section 4. The chairperson is tasked with selecting the committee members.

Section 6 (below) which governs meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, shall apply to committees of the Board of Directors and their members. Unless the Articles or Bylaws provide otherwise, members of a committee may participate in a meeting of the committee or conduct the meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present at the meeting.

Committees as so established shall have those duties provided in such resolution or in these Bylaws, provided, however, no such committee shall have the power to amend, alter, or repeal these Bylaws; to elect, appoint, or remove any member of any such committee or Director on the Board; to amend or restate the Articles of Incorporation; to adopt a plan of merger or consolidation with another corporation; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation; to authorize the voluntary dissolution of the Corporation or to revoke such proceedings; to adopt a plan for distribution of the assets of the Corporation; or to amend, alter or repeal any resolution of the Board, which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or such Director by law.

### Section 6. Meetings

The Board of Directors shall have the power to hold meetings, regular or special, within the State of Nebraska, at such time and place as they may deem proper. Notices of special meetings shall be communicated to each Director on the Board according to the contact information published on the NSBA website at least ten (10) days in advance. Regular meetings of the Board of

Directors may be held without notice at such time and place as the Board may by resolution determine. The President shall, at the request in writing of a majority of the Directors on the Board, issue a call for any special meeting of the Board. Additionally, the President is empowered to call a meeting of the Board at any time. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting. All meetings of the Board shall be open to the membership of the Corporation.

#### Section 7. Meetings by Remote Communication

Directors may participate in a regular or special meeting of the Board of Directors or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

#### Section 8. Action without a meeting

Whenever the vote of the Board of Directors at a meeting thereof is required to be taken in connection with any corporate action, the meeting of Directors may be dispensed with, and the corporate action may be carried forward if each Director consents in writing to such action and if all such consents are filed with the Secretary.

#### Section 9. No Private Inurement

No Director, officer, or employee of or member of a committee of or person connected with the corporation or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

#### Section 10. Indemnification

The Corporation shall indemnify and hold harmless each Director on the Board against and from all loss, cost, and reasonable expenses hereafter incurred by such Director in the payment, settlement, or defense of any claim, suit, or proceeding brought against such person because of any action alleged to have been taken or omitted by such person as a member of the Board of Directors. Such indemnification shall not apply with respect to any matter as to which such Director shall be determined by decree of a court of competent jurisdiction to be liable for willful misconduct.

### **ARTICLE VI – Officers and Appointed Position Representatives**

#### Section 1. Number

The Officers of the Corporation, as required in the Nebraska Nonprofit Corporation Act, shall be

the President, the Secretary, and the Treasurer. Additional Officers shall include the President Elect, Immediate Past President, Membership Chair, Public Relations Chair, Awards Chair, Concert Band Chair, Marching Band Chair, Junior High/Middle Level Chair, Jazz Chair. These Officers comprise the Board of Directors for the Corporation (see Article V). All officers shall be elected, except for the President and Immediate Past-President, who shall be officers by virtue of the office previously held. Any two or more offices may be held by the same person, except the offices of President and Secretary or President and President-Elect.

Appointed Position Representatives shall be Corporate Chair, Convention Chair, Intercollegiate Chair, and Historian. The Officers, by resolution adopted by the majority of the Officers on the Board, may select appointed position representatives.

## Section 2. Election of Officers

The Officers of the Corporation shall be elected annually by the general membership. Officers shall be elected for staggered three-year terms, with the exception of the President-Elect, who shall serve consecutive one-year terms as President and Immediate Past-President. Nominations shall be submitted by a nominating committee appointed by the President-Elect. Voting shall be by secret ballot. Each elected Officer shall hold office until their successor is elected and qualified, or until death, resignation, or removal, in the manner hereinafter provided.

## Section 3. Voting

The President acts as a neutral chair of the board. At all meetings, each elected Officer (as defined in Article VI), with the exception of the President shall have one vote. Appointed Position Representatives shall not vote. In the event that there is a tie in any vote, the President shall cast the tiebreaking vote.

## Section 4. Removal

- (a) An Officer or Appointed Position Representatives may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.
- (b) The members of the Corporation may remove one or more Officers elected by them without cause. An Officer may be removed only if the number of votes cast to remove them would be sufficient to have elected them. An Officer duly elected by the members of the Corporation may be removed by the members only at a meeting called for the purpose of removing the Officer. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Officer.
- (c) An entire Board of Directors may be removed under subsection (b) of this section.
- (c) An Officer/Director elected by the Board of Directors may be removed without cause by the vote of two-thirds of the Directors then in office or such greater number as is set forth in the Articles or Bylaws. An Officer/Director elected by the Board of Directors to fill the

vacancy of an Officer elected by the members may be removed without cause by the members, but not the Board of Directors.

- (d) The Board of Directors may remove any Appointed Position Representative at any time with or without cause by a two-thirds vote of the Board.

#### Section 5. Duties

The Board shall maintain a document separate from the Bylaws, describing the duties of all members of the Board of Directors and Appointed Position Representatives. This document is the *NSBA Handbook*, to be updated annually by the President-Elect, distributed to all newly elected Board members, Appointed Position Representatives, and posted in electronic format in a centrally accessible location.

### **ARTICLE VII - Loans, Checks and Deposits**

#### Section 1. Contracts

The Board may authorize any Director on the Board or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### Section 2. Loans

No loans shall be contracted on behalf of the Corporation, unless authorized by resolution of the Board and such authority may be general or confined to specific instances.

#### Section 3. Checks

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by one or more Directors or agents of the Corporation and in such manner as shall be determined by resolution of the Board.

#### Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

### **ARTICLE VIII - Fiscal Year**

The fiscal year of the corporation shall begin on the first day of June and end on the last day of May.

### **ARTICLE IX – Amendment**

#### Section 1. Authority to Amend

The Corporation may amend its Articles of Incorporation at any time to add or change a provision that is required or permitted in the Articles or to delete a provision not required in the Articles. Whether a provision is required or permitted in the Articles is determined as of the

effective date of the amendment.

## Section 2. Amendment of Articles of Incorporation by the Board of Directors and Members

The amendment to the Corporation's Articles to be adopted must be approved by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less; and the members may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis. If the Board of Directors initiates an amendment to the Articles, the Board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or any other basis.

If the Board of Directors or the members of the Corporation seek to have the amendment approved by the members at the Annual Business Meeting, the Corporation shall give notice to its members at least ten (10) days in advance of the proposed meeting. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the Board of Directors or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

Unless the Articles provide otherwise, the Board of Directors may adopt one or more amendments to the Corporation's Articles without member approval:

- (1) To extend the duration of the Corporation if it was incorporated at a time when limited duration was required by law;
- (2) To delete the names and addresses of the initial Board of Directors;
- (3) To delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Secretary of State;
- (4) To change the corporate name by substituting the word "corporation," "incorporated," "company," "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd." for a similar word or abbreviation in the name, or by adding, deleting, or changing a geographical attribution to the name; or
- (5) To make any other change expressly permitted by the Nebraska Nonprofit Corporation Act to be made by Board of Directors' action.

Such an amendment must be approved by a majority of the Directors serving on the Board at the time the amendment is adopted.

## Section 3. Articles of Amendment

A Corporation amending its Articles shall deliver to the Secretary of State Articles of Amendment setting forth:

- (1) The name of the Corporation;

- (2) The text of each amendment adopted;
- (3) The date of each amendment's adoption;
- (4) If approval of members was not required, a statement to that effect and a statement that the amendment was approved by a sufficient vote of the Board of Directors or incorporators;
- (5) If approval by members was required: the designation, number of memberships outstanding, number of votes entitled to be cast on the amendment, and number of votes indisputably voting on the amendment; and the total number of votes cast for and against the amendment.

#### Section 4. Amendment to Bylaws by the Board of Directors and Members

An amendment to the Corporation's Bylaws to be adopted must be approved by all voting members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

The Corporation shall give notice to its members at least ten (10) days in advance of the meeting at which the proposed amendment is to be discussed. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. Friendly amendments must be submitted to the Board Secretary in writing prior to the meeting.

Voting on amendments to the Bylaws shall be undertaken by secret ballot following the meeting at which the amendment was discussed and concluded within ten (10) days.

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#### **2024 Constitution/Bylaws Revision Committee:**

Brian Alber, Byron Braasch, Karen Fannin, Chaz Fonda, Brandi Kawala, Michael Koch, Ashley Leader, Matthew Rom, Sarah Stratton-Babb