

CONSTITUTION OF THE HIGH SCHOOL BAND DIRECTORS NATIONAL ASSOCIATION

ARTICLE I - NAME

This organization shall be known as the High School Band Directors National Association, referred to hereafter as HSBDNA.

ARTICLE II - PURPOSE

The specific educational purposes of the High School Band Directors National Association are as follows:

The purposes for which the High School Band Directors National Association, Inc., is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the most current United States Internal Revenue law.

The general purposes of the HSBDNA are:

TO PROMOTE the excellence of high school band performance throughout the United States.

TO ENCOURAGE the composition and performance of quality band music at all levels.

TO ASSIST high school directors at all levels of experience to identify areas of mutual concern.

TO PROMOTE pride and continued enthusiasm among high school band directors.

TO ENCOURAGE quality students to pursue careers in music.

TO PROMOTE a spirit of cooperation and continued dialogue among directors, performers, the music industry, and all other band support organizations at all levels.

Further, the purpose of HSBDNA shall be to promote band music educational programs through the participation of the public in bands and band music; to promote band educational and training programs at schools and colleges throughout the United States by providing educational services and publications for participants in these programs; to arrange musical performances and educational clinics; when appropriate, to charge admission to activities for the purpose of defraying expenses of the corporation and to aid in the accomplishment of HSBDNA purposes; and to perform such other acts that may be necessary, appropriate, and lawful.

ARTICLE III MEMBERSHIP

Section 1. General Qualifications: The membership of the association shall be open to all individuals, institutions, and industries sincerely interested in high school bands.

Section 2. Individual Membership \$25 per year. Membership in the association is open to any person interested in bands regardless of profession or status.

Section 3. Spousal Membership \$40 per year for two.

Section 4. Retired Music Teacher Membership \$10 per year.

Section 5. Student Membership \$10 per year.

Section 6. Persons elected to the National High School Band Directors Hall of Fame shall be considered as life members with all the privileges of membership in HSBDNA.

Section 7. Honorary life membership shall be granted to all past presidents of HSBDNA with all the privileges of membership in HSBDNA.

ARTICLE IV - GOVERNMENT

Section 1. Executive Officers (Board of Directors) shall consist of the Chief Executive Officer, Chief Operations Officer, Chief Financial Officer and two Members at Large (One of whom must be a past C.E.O.)

General Officers: The officers of the association shall be president, first vice-president, second vice-president and secretary.

Secondary Officers: The secondary officers of the association shall be the north region governor, west region governor, south region governor, and east region governor.

Advisory Council Officers shall consist of one advisor representative each for brass, percussion, and woodwind as well as area representatives for school administration, community relations, corporate relations, and technology.

All officers of the board of directors are appointed for the first cycle of operations of three years. Following the first cycle of operation, Board Members serve a three -year term. General Officers shall serve a two-year term while all other officers serve a term of one year. There is no term limit on their service.

Section 2. Duties of the Officers: The duties of the officers are listed in the By-Laws.

Section 3. Election of Board of Directors (following first cycle of operation): The Board of Directors are appointed by the General and Secondary Officers. Their term of office is three years and their is no limit to their service.◆

Election of the General Officers:◆ The nominating committee shall be appointed by the C.E.O. with approval of the Board of Directors.◆ The nominating committee at the time of the annual election cycle meeting shall submit to the board of directors and subsequently to the membership, one to two candidates for each office.

Secondary Officers and Advisory Council members are appointed by the Board of Directors.◆

Election process: Upon the approval of the board of directors, the committee will then contact the nominees for their acceptance and proceed with the elections. Balloting will be by mail to the entire membership of the association, to be completed by April 30,

Section 4.◆ Secondary Officers Jurisdictions:

Geographical Defined Divisions of the Association:

North - Colorado, Illinois, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.

West - Alaska, Arizona, California, Hawaii, Idaho, Montana, Oregon, Nevada, New Mexico, Utah, Washington, Wyoming.

Eastern - Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont , Virginia, West Virginia.

South -, Alabama, Arkansas, Florida, Georgia, Kansas, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Oklahoma South Carolina, Tennessee Texas.

Section 5. Filling of Vacancies: The first vice-president shall assume and fulfill the office of president in case of a vacancy in that office. The second vice-president shall assume and fulfill the office of the first vice-president in case of a vacancy in that office.

The second vice-president shall assume and fulfill the office of first vice president in case of a vacancy in that office. A new second vice president will be appointed by the Board of Directors serving until the next election cycle process.

Section 6. Schedule of Elections: Election of the board of directors shall be scheduled in the spring of odd-numbered years.

ARTICLE V - INCORPORATION

The HSBDNA is incorporated as a non-profit educational corporation. Activities shall be consistent with the purposes of HSBDNA. The association shall not carry on any activities not permitted by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the most current United States Internal Revenue law.

ARTICLE VI - MEETINGS

Section 1. Board of Directors: Meetings of the board of directors shall be called by the Chief Executive Officer.

Section 2. General Officers: Meetings of the general officers are held quarterly no later than the 10th day of each third month beginning at their initial term of office.

Section 3. Secondary Officers: Meetings of the secondary officers shall be called by the first vice president or president.

Section 4. Advisory Council: Meetings of the advisory council shall be called by the second vice president or president.

Section 5. Entire Membership: Meetings of the entire membership shall be determined by the national officers.

ARTICLE VII - PUBLICATIONS

Section 1. Official Publication: The HSBDNA Newsletter shall be the official publication of the organization and a subscription shall be designated as part of the annual dues. The editor shall be appointed by the president with the approval of the board of directors.

Section 2. Other Publications. The board of directors may authorize the publication of additional literature.

ARTICLE VIII - SUB-DIVISIONS AND AFFILIATIONS

Section 1. Sub-Divisions: the board of directors may authorize the establishment of sub-divisions of the association.

Section 2. Affiliations: HSBDNA may affiliate or enter into a working arrangement with other organizations by act of the board of directors.

ARTICLE IX - AMENDMENTS

Section 1. Proposed amendments to the HSBDNA Constitution and By-Laws may be presented to the board of directors by the constitution committee (appointed by the Second Vice President) or any officer of the association. The board of directors will then determine which amendments, if any, are to be presented to the board of directors its approval in either a meeting or by mail.

A majority vote of those board members present or a majority of votes cast by mail will be sufficient for presentation to the membership for ratification.

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 X - QUORUM

Members present at a given meeting shall be 25 % of the total membership data roster to be considered a quorum providing notification of the meeting has been properly publicized in the official magazine or by mail at least thirty days prior to that meeting; except that the president may call together the board of directors on ten days notice.

ARTICLE XI - FISCAL AND ADMINISTRATIVE YEAR

Section 1. Fiscal Year: The fiscal year shall run from September 1 through ♦ August 31. Late dues may be paid until October.

Section 2. Administrative Year. The administrative year shall begin at a business meeting held during the national conference or on a date determined by the board of directors no later than the summer following the election of new officers in the event that a conference is not held. At the final business meeting of the convention, during an appropriate ceremony, the outgoing president shall introduce the incoming president, who shall then take office to conduct further HSB DNA business that may remain on the agenda.

ARTICLE XIII - DUTIES OF THE OFFICERS

Board of Directors: ♦ Governing Body for the Organization.

Chief Executive Officer: Principal Administrator for the Organization.

Chief Operations Officer: ♦ Editor of the Annual Newsletter.

Chief Financial Officer: Custodian of Funds. The financial records of the association shall be audited by a qualified and impartial auditor or C.P.A. within sixty days following the close of the fiscal year. The C.F.O. shall execute the various financial projects and procedures as assigned by the board of directors. ♦♦

Members at Large: ♦ Special Advisors to the Organization.

Section 1. President: The president shall serve as an ex officio member of all committees. The president shall preside at all meetings. ♦ The president shall have the power to appoint committees not otherwise provided for in the constitution and by-laws; shall plan the programs of the national meetings of the association; shall be responsible for the activities of the Secondary Officers; ♦ and shall perform all other duties pertaining to the office of president.

Section 2. The first vice-president shall perform the duties of the president in the event of the absence or incapacity of the president; shall assign personnel to committees and shall have such other duties as may be assigned by the president of the association.

Section 3. Second Vice-President: The second vice-president shall serve as the presiding officer in the absence or incapacity of the president and first vice-president; shall be responsible for directing the activities of the advisory council and shall have such other duties as may be assigned by the president of the association.

Section 4. Secretary: ♦ The secretary shall keep a record of all meetings of the association, its board of directors, and its board of directors; shall be responsible for the collection of funds; transcribe national meeting records for publication in the annual report; shall maintain amendments changes to the constitution. shall maintain the archives of the association, including historical items; and shall file copies of official publications, and records of out-dated business matters.

Section 5- Regional Governors are appointed by the Board of Directors and serve as educational consultants to the HSBDNA for their respective region.

Section 6- Advisory Council are appointed by the Board of Directors and serve as educational coordinators for their respective division with research as an additional focus.

Section 7 . Board of directors:

A. The board of directors is the executive branch of the HSBDNA charged with the responsibility of carrying out policies and procedures established by the board of directors and the membership.

B. The first meeting of the incoming HSBDNA board of directors shall take place at a place and time designated by the C.E.O.

C. A summary of the minutes of the board of directors meetings will be printed in the HSBDNA Newsletter .

D. The board of directors will establish the agendas for the board of directors meetings and for the annual meetings of the HSBDNA.

E. The board of directors shall hold meetings in conjunction with the annual HSBDNA meeting. Other business will be transacted as necessary.

Section 1 1. Board of Directors.

A. The general officers are the legislative branch of the HSBDNA charged with the responsibility of formulating policies and procedures as recommended by the board of directors.

B. A summary of the minutes of board of directors meetings will be printed in the HSBDNA Newsletter .

C. The board of directors will hold annual meetings in conjunction with the annual HSBDNA meeting.

ARTICLE XIV -ELIGIBILITY FOR OFFICE

No person shall be considered eligible for an executive office in HSBDNA who has not been a bona-fide member in good standing for the previous three consecutive years, given exception to the first three years of operation.

ARTICLE XV - DISPOSITION OF ASSETS IN CASE OF DISSOLUTION

In the event of dissolution, the residual assets of the organization will be distributed according to regulations described in Section (c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of the most current Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE XVI- LIMITATION OF RESPONSIBILITY OF THE OFFICERS

The authority and responsibility for the management and for the maintenance of the good will and credit of the association is vested in the board of directors, but it is expressly understood that neither the board of directors 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 that 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.

ARTICLE XVII - FILLING OF VACANCIES

In the event that a vacancy in an office should occur, and the procedure for filling the vacancy is not specifically provided elsewhere in the HSBDNA Constitution or By-Laws, then the President shall appoint a qualified HSBDNA

member to fill the position, subject to approval by a majority of the HSBDNA board of directors. Such an interim appointment will be only for the remainder of the current term of office.

ARTICLE XVIII ♦ NHSBD HOF

The Hall of Fame maintains independent administrative policies of administration. ♦ (See Hall of Fame By Laws:)

NATIONAL HIGH SCHOOL BAND DIRECTORS HALL OF FAME

The NHSBD Hall of Fame is under the administration of an Executive Director who is given a life time appointment. ♦ The election of distinguished band conductors to the HSBDNA Hall of Fame, housed in Columbus, Georgia, may take place annually if approved by the Hall of Fame Board of Directors. Nomination of qualified candidates shall be received by the Hall of Fame Board of Directors from any source, and copies of all nominations shall be circulated to members of the Hall of Fame Board of Directors for review at least 30 days prior to elections. Nominations by the Hall of Fame Board of Directors for membership into the Hall of Fame will be submitted to the NHSBD Hall of Fame Executive Director for final approval after which formal presentation arrangements will be made. ♦ Members of the Hall of Fame Board of Directors shall be appointed by the NHSBD Hall of Fame Executive Director with the concurrence of the HSBDNA Board of Directors for terms of four years. The Hall of Fame Board of Directors shall have eleven members, some of whom should have dual membership in other band organizations. Board Members shall be appointed by the HSBDNA Hall of Fame Executive Director with the concurrence of the HSBDNA Board of Directors for terms of three years.

ARTICLE XVIV COLUMBUS INVITATIONAL MUSIC FESTIVAL

The CIMF maintains independent administrative policies of administration.

ARTICLE XX NHSBD FOUNDATION

The NHSBD Foundation maintains independent administrative policies of administration.