



**MARCHING ALUMNI
OF BETHUNE-COOKMAN**

Bylaws

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BYLAWS

MARCHING ALUMNI OF BETHUNE-COOKMAN, INC. A NON-PROFIT CORPORATION

ARTICLE I - NAME, PURPOSE, OFFICES

Name

1.01 The name of the organization shall be Marching Alumni of Bethune-Cookman, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Florida.

Purpose

1.02 The purpose of Marching Alumni of Bethune-Cookman, Inc. is to promote Bethune-Cookman University through the support of the students and staff of its band program. Marching Alumni of Bethune-Cookman, Inc. is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501 C (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Code law.

Offices

1.03 The principal office of the corporation in the State of Florida shall be in the City of Orlando, County of Orange. The corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may determine or as the affairs of the corporation may require as necessary.

Registered Office and Registered Agent

1.04 The corporation shall have and continuously maintain in the State of Florida, a registered office and registered agent whose office is identical with such registered office, as required by the State of Florida Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Florida, and the address of the registered office may be changed as necessary by the Board of Directors.

ARTICLE II - MEMBERS

Class of Membership

2.01 The corporation shall have four classes of members, and each member shall have one vote. The corporation may also have Associate Members and Business Associate Members as directed by the Board of Directors, and such associate members shall have no voting privileges on business matters before the corporation, however they shall be afforded all other rights and privileges of membership in the corporation.

Voting Rights

2.02 Each member, excluding Associate and Business Associate members, in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Termination of Membership

2.03 Membership of any member may be terminated by the Board of Directors if a member is found to be in violation of the Marching Alumni of Bethune-Cookman bylaws. Such termination will be communicated in writing to the terminated member.

Resignation

2.04 Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid.

Reinstatement

2.05 Upon a written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, approve reinstatement of such former member to membership on such terms as the Board of Directors may deem appropriate.

Dues

2.06 Membership dues will be for the academic fiscal year commencing on July 1 and ending on June 30 of the following year. A member is considered to be in good standing upon payment of annual membership dues. Membership dues for the corporation are to be set by the Board of Directors and submitted for approval by the membership at the May meeting.

Classification	MABC Annual	MABC Bi-Annual
General	\$50.00	\$80.00
Recent Graduate	\$25.00	\$40.00
Associate Member	\$25.00	\$40.00

General: Full active membership with all voting rights, eligibility to hold office, participate in committees, and all privileges of the Marching Alumni of Bethune-Cookman. Must have marched at least 1 complete year with the Bethune-Cookman College/University band program.

Recent Graduate: Full active membership with all voting rights, eligibility to hold office, participate in committees, and all privileges of the Marching Alumni of Bethune-Cookman. Must have marched at least 1 complete year with the Bethune-Cookman College/University band program and is within 2 years receipt of a conferred degree from Bethune-Cookman University.

Associate Member: Friends, family, and supporters of the Marching Alumni of Bethune-Cookman and the Bethune-Cookman University Band program may register and receive all communications and updated information. This is a non-voting membership and may not hold office.

ARTICLE III - MEETINGS OF MEMBERS

Quarterly Meeting

3.01 A general meeting of the members shall be held each quarter for the purpose of discussing the transaction of business as may come before the meeting.

Special Meetings

3.02 Special meetings may be called by the president, the Board of Directors or not less than one-tenth of voting members.

Place of Meeting

3.03 The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any general meeting or special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Florida; but if all of the members shall meet at any time and place, either within or without the State of Florida and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken. This includes meetings via digital platforms or conference call.

Notice of Meeting

3.04 Written, printed or verbal notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or electronically, to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at the direction of the President, or the Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice.

Informal Action by Members

3.05 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

Quorum

3.06 The members present shall constitute a quorum for the transaction of business in any quarterly meeting.

Proxies

3.07 Voting by proxy shall not be honored at any meeting of members, unless otherwise stated by the Board of Directors prior to, or with notice of any action to be determined by vote.

Voting by Mail

3.08 Where directors or officers are to be elected by voting members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Budget

3.09 An operating budget identifying fundraising projects and purposes for which the funds are being raised will be prepared by the Board of Directors and presented to the membership for approval in July of each year.

ARTICLE IV - BOARD OF DIRECTORS

General Powers

4.01 The affairs of the corporation shall be managed by its Board of Directors.

Number, Tenure and Qualifications

4.02 The number of Directors shall be not less than seven (7) and may be any number greater as deemed necessary to conduct the business of the corporation by the current Board of Directors. The Board will serve staggered terms. Three 3-year terms, two 2-year terms, and two 1 year terms, or until their successors are elected. In the event no one is elected or there is a problem finding a nominee, the current board member(s) remains on the board until someone else is elected.

4.03 Terms of office correspond with the fiscal year. Directors need not be residents of Florida, but all Directors must be members in good standing of the corporation at the time of their nomination and shall maintain said membership in good standing throughout his/her tenure. The Board of Directors must reflect a diverse set of talents, experience, and competencies aimed to fulfill the purpose of the Marching Alumni of Bethune-Cookman.

Officers

4.04 The Board of Directors shall elect from among its members a Chair and Vice Chair. Duties for these positions are as follows:

1. **Chair:** The Chair shall, when present, preside at all meetings of the Board of Directors. The Chair shall have general supervision of the affairs of the corporation and shall make reports to the Board of Directors at meetings, or as necessary to keep Directors informed of corporation activities. The Chair may sign, with the secretary or any other proper officer of the Marching Alumni of Bethune-Cookman thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Marching Alumni of Bethune-Cookman, or shall be required by law to be otherwise signed or executed. The Chair shall in general perform all duties as from time to time may be assigned to them by the Board of Directors.

2. **Vice Chair:** The Vice Chair shall perform the duties and have the powers of the Chair when the Chair is absent or unable to perform their duties. Other duties of the Vice Chair may be designated by the Board of Directors or the Chair.

Ex-Officio

4.05 The sitting Director of Bands at Bethune-Cookman University shall have one (1) Ex-officio seat on the Marching Alumni of Bethune-Cookman Board of Directors. This seat is considered in good standing but does not have the rights in any matters.

Quarterly Meetings

4.06 The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional quarterly meetings of the Board without other notice than such resolution. Quarterly meetings must be held at least 15 days prior to the quarterly General Meeting.

Special Meetings

4.07 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Florida, as the place for holding any special meetings of the Board called by them.

Notice

4.08 Notice of any special meeting of the Board of Directors shall be given at least one day previously thereto by written notice delivered personally or sent electronically. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where 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 concerned. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required.

Quorum

4.09 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority, the Directors present may adjourn the meeting without further notice.

Manner of Acting

4.10 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 of Directors, unless the act of a greater number is required by law or by these Bylaws.

Nominations

4.11 A nomination committee of three (3) board members, not including the chairman, and one (1) non board member shall be named by the 30th of January of each election year. This committee is charged with collecting nominations and producing a slate of nominated candidates to the membership. Nominations will open on April 1st and close on April 15th. Prior to the distribution of ballots each nominee will be provided an opportunity to present a brief description of their platform and answer questions from the membership.

Elections

4.12 Ballots will be distributed to all members who are in good standing on May 1st of each election year. The treasurer will provide the nomination committee with the names of all members who are in good standing no later than 10 days prior to the distribution of election ballots. Means of voting (physical mail, email, or electronic platform) shall be determined by the Board of Directors, with accommodations being made as necessary at the request of the membership. All voting must be concluded on or before May 31st. Ballots will be collected and counted by the nomination committee. Winners will be determined by a simple majority (over 50%) of the votes cast. The final committee report will include, but is not limited to the following:

1. Number of ballots distributed
2. Number of ballots cast
3. Number of invalid ballots
4. The winner of each seat and the number of votes cast for each winner
5. Recommendations for future elections

In the event of a tie, a run-off vote will be held immediately after the initial tabulation of the votes. If all seats are uncontested, the entire slate of nominees will be voted on for approval. Board members will assume their seats on July 1st. Results provided in the committee report are final.

Eligibility

4.13 A nominee must be in good financial standing for at least one fiscal year (July 1 to June 30) to be considered eligible for nomination.

Vacancies

4.14 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason for an increase in the number of Directors, shall be selected by the Board of Directors then presented to the membership for approval. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

4.15 Directors as such shall not receive any stated salaries for their services.

Informal Actions

4.16 Any action required by law to be taken at a meeting of Directors, or any action, which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors.

ARTICLE V - OFFICERS

Duties of Officers

5.01 The elected officers shall be President, Vice President, Secretary, Treasurer, Assistant Treasurer, Parliamentarian, and Corresponding Secretary.

1. **President:** The President shall be the principal officer and shall in general supervise and control all the business and affairs of the Marching Alumni of Bethune-Cookman. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary and any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.
2. **Vice President:** In the absence of the President or in the event of the President's inability, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall serve as Ex-Officio to all standing and special committees. The Vice President shall perform such other duties as may be assigned by the President or Board of Directors.
3. **Treasurer:** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article VII of these Bylaws and in general perform all the duties incident to the office of Treasurer, including the disbursement of funds, and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer will be present to present a detailed financial report at all Board of Directors quarterly meetings.
4. **Assistant Treasurer:** If required by the Board of Directors, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer in general shall perform such duties as shall be assigned by the Treasurer or by the President or Board of Directors.

5. **Recording Secretary:** The Secretary shall keep the minutes of the general meetings and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws: keep a register of contact information of each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
6. **Corresponding Secretary:** The Corresponding Secretary will be responsible for reporting all correspondence and responding or distributing information to the appropriate channels.
7. **Parliamentarian:** The parliamentarian will keep order and make sure the body uses proper procedures for the conduct of the meeting.

Tenure

5.02 Officers shall hold office for a term of two (2) years, or until their successors are elected. In the event no one is elected or there is a problem finding a nominee, the current officer(s) remains in office until someone else is elected.

Nominations

5.03 A nomination committee of five (5) members, not including the President or any sitting member of the Board of Directors shall be named by the 30th of January of each election year. This committee is charged with collecting nominations and producing a slate of nominated candidates to the membership. Nominations will open on April 1st and close on April 15th. Prior to the distribution of ballots each nominee will be provided an opportunity to present a brief description of their platform and answer questions from the membership.

Elections

5.04 Ballots will be distributed to all members who are in good standing on May 1st of each election year. The treasurer will provide the nomination committee with the names of all members who are in good standing no later than 10 days prior to the distribution of election ballots. Means of voting (physical mail, email, or electronic platform) shall be determined by the Board of Directors, with accommodations being made as necessary at the request of the membership. All voting must be concluded on or before May 31st. Ballots will be collected and counted by the nomination committee. Winners will be determined by a simple majority (over 50%) of the votes cast. The final committee report will include, but is not limited to the following:

6. Number of ballots distributed
7. Number of ballots cast
8. Number of invalid ballots
9. The winner of each seat and the number of votes cast for each winner
10. Recommendations for future elections

In the event of a tie, a run-off vote will be held immediately after the initial tabulation of the votes. If all seats are uncontested, the entire slate of nominees will be voted on for approval. Board members will assume their seats on July 1st. Results provided in the committee report are final.

Eligibility

5.05 A nominee must be in good financial standing for at least one fiscal year (July 1 to June 30) to be considered eligible for nomination.

Removal

5.06 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Vacancies

5.07 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI - COMMITTEES

Standing Committees

6.01 The primary purpose of standing committees shall be to consider and recommend actions and propose policies in the functional areas under their jurisdictions, subject to final approval by the Board of Directors. After consultation with identified members, the Board of Directors or President shall appoint one or more members to serve as chair to a standing committee.

Committees, under the leadership of their appointed chair, shall make suggestions to the Board of Directors for any necessary purchases or financial spending on behalf of said committee.

The standing committees are as follows:

1. **Nominations and Elections:** This committee is responsible for exercising the process of nominations and elections for the Marching Alumni of Bethune-Cookman.
2. **Bylaws:** This committee shall suggest needed changes to the standing Bylaws of the Marching Alumni of Bethune-Cookman. All suggestions are subject to the approval of the membership.
3. **Budget and Finance:** This committee is chaired by the sitting Treasurer, prepares the proposed budget for the fiscal year, assists the Treasurer in monitoring financials, and submits any policy recommendations for fiscal controls or investments.
4. **Fundraising:** This committee plans and executes events specifically designed to raise funds for the Marching Alumni of Bethune-Cookman. Committee works in collaboration with the Budget and Finance committee to ensure financial goals are met.
5. **Scholarship:** This committee manages scholarships and awards to students of the Bethune-Cookman University band program.
6. **Alumni Band:** This committee is responsible for planning and executing all performances of the Marching Alumni of Bethune-Cookman. This includes rehearsals, music, uniforms, and securing instruments as necessary.
7. **BCU Homecoming/Tailgate:** This committee will plan and manage all Marching Alumni of Bethune-Cookman events for the annual Bethune-Cookman University Homecoming celebration. This includes the homecoming tailgate.
8. **Retention and Reclamation:** This committee plans and executes activities specifically designed to identify and engage BCU band alumni and encourage support and involvement with the Marching Alumni of Bethune-Cookman. This includes all Meet and Greet events.
9. **Media and Public Relations:** This committee will manage and promote the brand of the Marching Alumni of Bethune-Cookman; manage social media engagement; provide recommendations to improve and enhance public relations.

10. **Tau Beta Sigma/Kappa Kappa Psi:** This committee is specific to those alumni members of the Tau Beta Sigma and Kappa Kappa Psi service organizations. The committee shall work in collaboration with the officers to be of service to the Marching Alumni of Bethune-Cookman and fulfilling its purpose.
11. **Marching Wildcat Information:** This committee will provide information on the appearances and the performance schedule of the Marching Wildcats. Duties may include securing information for hotels, tickets, travel, etc.
12. **Wildcat Keeper:** This committee is responsible for reporting the wellness of the membership. This report will include recognition of achievement, and those members who are not well or have passed away. Responsibilities also include, but are not limited to, planning, and securing gestures of celebration, sympathy, and/or grievance on the behalf of the Marching Alumni of Bethune-Cookman.
13. **History:** The history committee will research and organize historical data of the Marching Wildcats of Bethune-Cookman University and the Marching Alumni of Bethune-Cookman, Inc. Sources should include, but are not limited to, archives, records, news files photographs, video, periodicals, etc.
14. **Technology:** This committee will be the dedicated webmaster and will be responsible for any related technology (zoom, election platform, website, etc.).

Special Committees

6.02 Special or *Ad hoc* committees will be composed for special tasks as necessary. Such committees, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by most of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the corporation shall be served by such removal.

Terms of Office

6.03 Each member of a committee shall continue as such for 1 year, or until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease as a member thereof.

Chairman

6.04 The Board of Directors or President shall appoint one member of each committee as chairman.

Vacancies

6.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts

7.01 The Board of Directors may authorize any officer or officers, agent, or agents of the corporation; in addition to the officers so authorized by these bylaws, to enter any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks

7.02 All checks, purchase orders, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent, or agents of the corporation and in such manner as necessary be determined by resolution of the Board of Directors or these Bylaws. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer.

Deposits

7.03 All funds of the corporation shall be deposited as necessary to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Gifts

7.04 The corporation may accept financial donations or gifts for the general purposes or for any special purpose of the corporation. All donations or gifts must be documented.

ARTICLE IX - MISCELLANEOUS

Books and Records

9.01 The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees. The minutes of each regular or special meeting will be read and approved at the beginning of the next scheduled meeting, immediately after the call to order and any opening ceremonies.

Fiscal Year

9.02 The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Seal

9.03 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed whereon the name of the corporation and the words "Corporate Seal of Marching Alumni of Bethune-Cookman".

Waiver of Notice

9.04 Whenever any notice is required to be given under the provision of the Florida Non-Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Amendments

9.05 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any quarterly meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting. All Alteration and or amendments must be approved by majority vote of the members in good financial standing with the Corporation.

Governing Rules

9.06 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the basis of authority for this association and shall govern in cases not covered by the bylaws. However, if these Rules hinder proceedings, members may vote to set the Rules aside for greater expediency. If there are any objections to foregoing the Rules, a majority of present members must agree to lay them aside.

*The bylaws were amended and approved at the 2nd Annual MABC Leadership Retreat July 10, 2022. Respectfully submitted by the Bylaws Committee A. Walker and Terry F. Hawkins-King.