



BYLAWS

of the
North American Brass Band Association

(As Amended September 14, 2007)

Article I -Name

The name of this nonprofit corporation shall be the North American Brass Band Association, Inc. (aka: NABBA).

Article II -Purpose

The purpose for which this corporation is organized is:

- (a) To sponsor and hold local, state, regional, national and international contests and festivals for the purpose of improving the performing standards and abilities of British-type brass bands.
- (b) To foster, promote and otherwise encourage the establishment, growth and development of British-type brass bands throughout the United States and Canada.
- (c) To support and help further the music education of its members and to advance the public's appreciation of British-type brass bands.
- (d) To serve as a resource for musical and organizational assistance to British-type brass bands throughout North America.

Article III -Offices

Section 1. Registered Office: The Corporation shall have and continuously maintain a registered office and registered agent with the state of North Carolina. The location of the Registered Office will be determined and fixed from time to time by the Corporation's Board of Directors.

Section 2. Additional Offices: The Corporation may have additional offices in other appropriate locations as the Board of Directors may determine.

Article IV -Members

Section 1. Membership in the corporation shall be unlimited and classified as follows:

- (a) Individual – A member 18 years old or older who has an interest in British-type brass bands.

- (b) Senior – A member 62 years old or older who has an interest in British-type brass bands.
- (c) Youth – A member 17 years old or younger currently enrolled in primary or secondary school who has an interest in British-type brass bands.
- (d) Family -All members of a family group who have an interest in British-type brass bands may become Family members. A family is defined as a couple, or an adult individual or couple and their dependent children less than eighteen (18) years of age or currently enrolled in primary or secondary school.
- (e) Lifetime – A person who has an interest in British-type brass bands may become a Lifetime member.
- (f) Band -Any British-type brass band may become a member band. A British-type brass band is one that utilizes the instrumentation of historic British brass bands of the late 20th century (by example, Black Dyke Band and the International Staff Band of The Salvation Army), utilizing cornets (or trumpets), tenor horns (or French horns), flugelhorn, baritones, euphoniums, trombones, tubas and percussion. Such brass bands play repertoire composed for British-type brass band.

Section 2: Members of the Corporation shall not have voting rights.

Section 3. Membership in the Corporation shall be for a Calendar year (i.e. January 1st through December 31st) and may be renewed annually except for Lifetime members whose membership shall be perpetual.

Section 4. Dues shall be established for the various categories of membership. Such dues shall be nonrefundable and nontransferable.

Article V -Board of Directors

Section 1. The property, affairs and business of the corporation shall be managed / governed by the Board of Directors.

Section 2. The number of voting members of the Board of Directors shall be no fewer than thirteen (13) and no more than twenty-one (21). [Amended 4/2/09]

Section 3. Members of the Board of Directors must be members of the corporation age 18 or over.

Section 4. Any NABBA member age 18 or over may run for election to the Board.

Section 5. Directors so elected shall serve for a term of two (2) years, from July 1 to June 30.

Section 6. No member of the Board of Directors shall receive salary, stipend, honorarium, travel, lodging, per diem or other form of compensation for his/her services before, at or during the anual championships

Section 7. Members of the Board of Directors are financially responsible for their travel, room, and food expenses associated with the board meetings notwithstanding that the Board may from time to time adopt a policy reimbursing part or all associated expenses.

Section 8. Elections.

- a. Directors whose terms are ending and wish to return for another term are required to notify the President of their intentions in writing via mail or email by May 15 of each year.
- b. Nomination forms for new Directors are due to the President by May 15 of each year.
- c. Those persons electing to return as Directors or succeed Directors whose terms are expiring shall be elected by the then members of the Board of Directors and must receive an affirmative simple majority vote of the current Board of Directors, voting online on the board's website, nabbaboard.org, such voting to begin after June 1 and be concluded by June 10.
- d. New Directors voted in, returning Directors voted in for another term, and Directors and new candidates for Director not voted in will be notified by the President, by mail or email by June 15, of the results of the vote.
- e. A Director's term on the board is dependent on his/her involvement in initiatives of the board, and the President may remove these individuals from the board at any time after obtaining a two-thirds (2/3) majority vote of concurrence from the Board of Directors.
- f. A Director's term on the board may not be renewed if his/her attendance at board meetings is 50 percent or less during their term.

Section 9. Members of the Board Of Directors shall act in a manner becoming a Director. The President may remove Directors who act in a manner unbecoming a Director after obtaining a two-thirds (2/3) majority vote of concurrence from the Board.

Section 10. Past Presidents shall become Lifetime members of NABBA and may be called upon by the Board of Directors to offer advice to the Board. After a member's turn as President is concluded, he/she may serve as a voting member of the Board if so elected.

Section 11. The President may appoint any NABBA member to serve at the will and pleasure of the President as Contest Controller, Bridge Editor, Membership Administrator, Web Master, Historian, Registered Agent, or others as necessary.

Section 12. The presence of two-thirds of the members of the Board shall constitute a quorum provided, that if less than a quorum of the Directors shall be present at the time and place of the meeting, the Directors present may adjourn the meeting from time to time until a quorum is present, and notice of any adjourned meeting need not be given. [Amended 4/2/09]

Section 13. The action of a simple majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 14. Any Director may resign by giving written notice to President.

Section 15. Whenever a Board Member associated with a NABBA member organization has a conflict of interest between the Board and the NABBA member organization, he or she must recuse himself or herself from any vote, discussion, or other activity associated with the Board or its members that creates the conflict of interest.

Section 16.

- a. In the event any vacancy on the Board of Directors reduces the number of Directors to fewer than thirteen (13), such vacancy will be filled by a majority vote of the remaining Directors to bring the total membership of the Board up to thirteen (13) members. [Amended 4/2/09]
- b. Any Director so chosen shall hold office for the unexpired portion of the term of the person whom the newly elected Director succeeds and until his/her successor shall have been duly elected.

Article VI -Officers

Section 1. The officers of this nonprofit corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall be known as the Executive Committee.

Section 2. At the Interim meeting of the Board of Directors each September, the Board shall elect a Nominating Committee of three (3) Board members, which purpose shall be to identify candidates for election as officers. Officers shall be elected at the Annual Meeting of the Corporation.

Section 3. The Officers shall be elected by majority vote of those members of the Board of Directors present at the Annual Meeting by ballot to serve for two years or until their successors are elected, and their term shall begin on July 1st in the year of their election.

Section 4. No member shall hold more than one office at a time, and no member shall receive compensation for his/her services as an officer. [Amended 4/2/09]

Section 5. The officers specifically designated in Section 1 of this Article may be removed by a vote of the majority of the Board of Directors.

Section 6. Any officer may resign by giving written notice to the President.

Section 7. A vacancy in any office because of death, removal or resignation shall be filled by a current member of the Board of Directors by majority vote of the Board of Directors for the unexpired term of the office.

Section 8. The Executive Committee shall have all the powers of the Board of Directors to act between meetings of the Board, with the exception that the Executive Committee shall not be permitted to modify any actions taken by the Board at its meetings.

Section 9. The Executive Committee may have meetings as deemed necessary by the membership of the Committee. Business may be conducted in person, via E-Mail, via Internet or phone. The proceedings of Executive Committee meetings shall be recorded and the minutes / summaries of actions shall be communicated to the other members of the Board by E-Mail and posted on the NABBA website.

Article VII -Meetings

Section 1. The Annual Meeting of the Board of Directors of the Association shall be held prior to the Corporation's annual Brass Band Championships of each year unless otherwise

ordered by the corporation. No member of the Board of Directors shall receive salary, stipend, honorarium, travel, lodging, per diem or other form of compensation for his/her services before, at or during the Annual Meeting.

- Section 2. The Annual Meeting of the Board of Directors shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.
- Section 3. The Interim Meeting of the Board of Directors of the Association shall be held in September of each year and shall be for the purpose of receiving reports of officers and committees, and for any other business that may arise. No member of the Board of Directors shall receive salary, stipend, honorarium, travel, lodging, per diem or other form of compensation for his/her services before, at or during the Interim Meeting unless a motion made by the Treasurer is passed by a majority of the members of the Board of Directors to provide specific compensation for attendance at the Interim meeting.
- Section 4. Additional Special Meetings may be called by the President or upon request of a majority of the Board of Directors. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least thirty (30) days notice shall be given. Special meetings of the Board must be conducted in person.
- Section 5. Notice of each meeting of the Board shall be given at least thirty (30) days prior thereto. All notices shall be delivered to each member of the Board of Directors by regular mail, E-Mail or FAX.
- Section 6. The Board of Directors may conduct business, including voting, via Internet on the Board's website, nabbaboard.org

Article VIII -Standing Committees

- Section 1. A Music Chair and Committee shall be appointed by the President to develop plans to commission new brass band compositions, seek ways to help starting bands develop a representative music library, and to select test pieces for the championships.
- Section 2. A Contest Controller, an Associate Contest Controller(s) and Contest Chair and Committee shall be appointed by the President to be responsible for all activities connected with the championships including, but not limited to, establishing instrumentation requirements, grades of difficulty, lists of acceptable judges, procedures, championships site-planning and logistics.
- Section 3. A Publications Chair and Committee shall be appointed by the President to be responsible for developing and issuing all official publications of the Association to include the Brass Band Bridge and the championships Program.
- Section 4. A Development Chair and Committee shall be appointed by the President to be responsible for fundraising, marketing, publicity, and membership. The Development Committee may include a member of the Publications Committee.
- Section 5. Additional Ad Hoc Committee(s) and Chair(s) except the Nominating Committee which shall be elected pursuant to Article 6, Section 2 may be appointed at the discretion of the President.

Article IX -General Provisions

- Section 1. Contracts: All contracts for any goods and/or services will be reviewed by the Executive Committee prior to execution by the President on behalf of the corporation.
- Section 2. Deposits: All funds of the corporation shall be promptly deposited to the credit of the corporation in such banks, trusts or other appropriate depositories as the Treasurer may select in consultation with the Executive Committee.
- Section 3. Books & Records: NABBA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings to include meetings of the Executive Committee. All books and records of NABBA may be inspected by any member or member's agent or attorney for any purpose at an agreed upon time at a location convenient to the corporation. Any duplication shall be at the expense of those making the request.
- Section 4. Gifts / Donations: The Board of Directors may accept or reject on behalf of the corporation any contribution, gift, bequest, or device in support of the purposes of the corporation.
- Section 5. Record Review: At least annually, the Executive Committee will review the fiscal records of the corporation. Complete fiscal audits may be ordered by the Executive Committee whenever appropriate.

Article X -Parliamentary Authority

- Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.
- Section 2. The Vice President shall serve as Parliamentarian of the Annual, Interim and/or Special Meetings and in this role, shall retain all rights as member of the Board.

Article XI -Indemnification

Each Officer and Director of the North American Brass Band Association, including each former Director who was such before the date of the adoption of these bylaws, shall, to the extent permitted by law, and without prejudice to any other rights he or she might have, be entitled to be reimbursed by NABBA for, and indemnified by NABBA against, damages paid by him or her and all costs and expenses reasonably incurred by him or her in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against him or her or in which he or she is a party by reason of any discretionary action alleged to have been taken or omitted by him or her as an Officer or Director, whether or not he or she continues to be an Officer or Director at the time of incurring such costs and expenses, including amounts paid or incurred by him or her in connection with reasonable settlements (other than amounts paid to NABBA) shall be so indemnified in relation to any matter which has been made the subject of a settlement except as approved by a vote of a disinterested majority of the Directors then in office. Any rights to reimbursement and indemnification granted under this section to any Officer or Director shall extend to his or her heirs, executors and administrators. No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he or she

shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of NABBA. NABBA may, upon a vote of a disinterested majority of the Directors, pay expenses incurred by an Officer or Director in defending an action in advance of the final disposition of such action or proceeding upon receipt of an undertaking by such Officer or Director to repay such payments if he or she shall be adjudicated not to be entitled to indemnification under this article. Nothing herein contained is intended to, or shall, prevent a settlement by NABBA prior to final adjudication of any claim, including claims for reimbursement or indemnification under this By-Law, against NABBA when such settlement appears to be in the best interests of NABBA.

Article XII -Amendment of Bylaws

These bylaws may be amended by two-thirds (2/3) vote of the Board of Directors provided that the amendment has been submitted to each Board member at least thirty (30) days prior to the next meeting of the Board of Directors.