

# MADISON DRUM & BUGLE CORPS ASSOCIATION, INC.

## BYLAWS

(Restated January 12, 2015)

### ARTICLE I: ORGANIZATION

Section 1: The name of the organization is the Madison Drum & Bugle Corps Association, Inc.

Section 2: The Association's principal office is located in Madison, Wisconsin.

Section 3: The Association is organized exclusively for the purpose stated in Article II as a non-profit corporation. Officers and Directors shall serve without compensation.

Section 4: When any word of the by-laws is used in the masculine gender, it shall be construed as though it were also used in the feminine gender where it should so apply.

### ARTICLE II: MISSION AND VISION

Section 1: The Mission of the Association is to provide a program for youth in music and performance training through a positive environment that emphasizes character and social development, leadership, self-discipline, and the pursuit of excellence.

Section 2: The Vision of the Association for achieving its Mission is expressed in the acronym "EXCEL".

**E**ducation -- to provide a quality educational experience for both marching members and junior staff.

**eX**cellence of Performance -- to achieve the highest possible competitive results year after year.

**C**haracter development -- to establish an environment that develops members' character and skills with a focus on integrity, humility, servitude, discipline, and social interaction.

**E**ntertainment -- to consistently deliver crowd-pleasing shows.

**L**eadership -- to consistently foster an enduring organizational culture that demonstrates and facilitates excellence in everything it does.

### ARTICLE III: MEMBERSHIP

Section 1: Voting members are those persons age twenty-two (22) or older who are alumni in good standing for the Association's current fiscal year or boosters in good standing for the current fiscal year. In order for an alumnus or booster to be in good standing, he/she must meet one of the following requirements:

- The individual must be a registered member of the *Madison Corps* program as such is defined on the corps website for the current fiscal year, OR
- The individual must volunteer a minimum of fifty (50) hours to the Association during the current fiscal year. Volunteer hours must be logged by the volunteer and submitted for approval by the Executive Director.

### ARTICLE IV: ASSOCIATION MEETINGS

Section 1: There shall be a minimum of one general business meeting per year of the members of the Association. This will be designated as the "Annual Meeting" and shall be held no later than thirty (30) days from the end of the fiscal year. The agenda shall include elections of the Board of Directors and an annual report on the fiscal and operational results and plans of the Association. Other Association meetings shall be held as requested by the Board of Directors or upon call to the Board President for such a meeting by at least twenty-five (25) voting members of the Association.

Section 2: A quorum consisting of at least twenty-five (25) voting members of the Association shall be required to conduct all official business at the Annual Meeting or other meetings of the Association.

Section 3: Notice of the Annual Meeting will be made no less than ten (10), nor more than fifty (50), days to the scheduled meeting via the Association's website or in the periodic newsletter (the Fleur-de-Lis) and shall include the date, time, place, and purpose of such meeting. Notice for special Association meetings will be provided in the same manner. Proxy voting is permitted at the Annual Meeting, and such proxies shall be in a form substantially similar to that provided on the attached Exhibit A. Proxy votes shall count toward the determination of a quorum under Section 2 of this Article IV.

## ARTICLE V: BOARD OF DIRECTORS

Section 1: The governance of the Association shall be vested in the Board of Directors.

Section 2: Members of the Board shall actively participate on at least one Board committee and are expected to attend all Board meetings, either in person, by telephone, or by videoconference.

Section 3: In each fiscal year, each member of the Board shall contribute or secure new contributions to the Association totaling at least \$2,500. For purposes of this Section, a new contribution shall be defined as funds obtained from a donor who did not make a donation in the previous fiscal year, or the marginal difference in the amount of the donation from that made in the previous fiscal year. Failure to satisfy the requirement noted in this Section will result in dismissal from the Board per the discretion of the Board President.

Section 4: The Board shall consist of at least nine (9) voting members and the Executive Director (ex-officio).

Section 5: Each year, at least three (3) Board members, and no fewer than the number of members necessary to comprise one-sixth (1/6) of the Board at the time of the Annual Meeting, will be elected for a three-year term by a simple majority vote of the voting members of the Association at the Annual Meeting. Thus, at least nine (9) members serve staggered three-year terms. A candidate for a three-year term must have previously served on the Board in an elected, ex-officio or appointed position. The Board may appoint additional Board members for one-year terms, but in no

instance shall the number of appointed members exceed the number of elected members.

Section 6: Each elected Board member's term shall expire after the annual election in which his Board position has been filled. Each appointed Board member's term shall expire after the Annual Meeting. Vacancies will be filled by the Board until the next Annual Meeting.

Section 7: There shall be a minimum of four (4) regular meetings of the Board each year. Special Board meetings may be held at the call of the Board President or any five (5) Board members upon call to the Board President. Board meetings will normally be held quarterly. All Board members will be notified by personal phone call or written notice by the President or his representative of the scheduled special meetings. Any Board member with two (2) consecutive unexcused absences or three (3) unexcused absences within a single business year will be subject to removal from the Board at the discretion of the Board President.

Section 8: A quorum consisting of at least two-thirds of the members of the Board shall be required for conducting all official business.

Section 9: Board action requires a simple majority vote of the members present at a duly called meeting of the Board at which a quorum is present except as noted elsewhere in these by-laws.

Section 10: Mail and/or proxy votes are not allowed at Board meetings.

Section 11: Members of the Association, Board advisors, and others who are not Board members may be present at Board meetings by invitation of the Board President.

Section 12: At the request of any Board member and with Board approval, any Board meeting may be placed into executive session so that only elected and appointed members of the Board are present.

## ARTICLE VI: OFFICERS

Section 1: The elected officers of the Association shall be a President, Vice-President, and Treasurer. The Executive Director shall be the Secretary of the Association.

Section 2: Immediately after the annual elections and appointments of Board members, the entire Board shall select from its membership a President, Vice-President, and Treasurer. A simple majority of the total Board members voting will elect an officer. A person may not serve in more than one office at the same time.

Section 3: The President shall be the principal officer and shall act as Board chairman during meetings, and shall be responsible for the execution of Board policy and for overseeing the management of the affairs of the Association through Board officers, appointed Executive Director, and the committee chairmen. The President conducts any meeting of the Association except during the election process, when the Nominating Committee chairman shall preside. The President shall arrange for and hold quarterly Board meetings on a regularly scheduled basis and inform members of the proposed agenda, in writing, prior to the meeting.

Section 4: The Vice-President shall act as Board vice-chairman and will assist the President in the performance of his duties, and he shall preside over Board or Association meetings in the absence of the President. He shall report to the Board on the activities and decisions of the Executive Committee.

Section 5: The Treasurer, as Chairman of the Finance Committee, shall be responsible for (i) overseeing the proper preparation and maintenance of the Association's books of account by the Executive Director or his designee; (ii) ensuring that appropriate internal financial controls are in place to facilitate the accurate and timely preparation of the Association's books of account; (iii) reviewing and obtaining Finance Committee and Board approval of an annual budget prepared by the Executive Director or his designee, in advance of the beginning of each fiscal year; and (iv) monitoring the revenues and expenditures of the Association for consistency with the budget approved by the Board. He shall further be responsible for ensuring that the Executive Director submits such financial reports to governmental and tax authorities as are required by law.

Section 6: The Secretary shall have such duties as described by law.

Section 7: The President of the Board shall appoint a recording secretary to record the Board and Association minutes. The recording secretary need not be a Board member.

## ARTICLE VII: MANDATORY STANDING COMMITTEES

Section 1: The Executive Committee shall consist of the President, Vice-President, Treasurer, and one additional Board member to be elected by the full Board. During the periods between Board meetings, the Executive Committee shall be empowered to take any action on behalf of the Association that is not specifically reserved to the Board by these bylaws; *provided however*, that the Executive Committee's actions shall be subject to approval or modification by the full Board at its next meeting. The Executive Committee shall conduct, and report to the Board on, an annual assessment of the performance of the Executive Director of the roles and responsibilities set out in his or her written job description. The Executive Committee shall work with the Executive Director or his designee to ensure that the Association (i) establishes and maintains a written organizational chart that details the full administrative and artistic staff of the Association, together with reporting lines; and (ii) establishes and maintains written job descriptions for each administrative and artistic staff position of the Association, which descriptions shall set out the roles and responsibilities of each staff member.

Section 2: The Nominating Committee shall consist of at least three (3) Board members serving in at least the second year of their three-year terms. They will select a chairman from among themselves. If there is a vacancy, the Executive Committee shall name another Board member to the Nominating Committee. The Chairman of the Nominating Committee shall preside at the meetings during the election/appointment process. Each year the Committee shall actively seek and present to the Association a slate of interested, willing, and qualified candidates for election or appointment to the Association's Board.

Section 3: The Finance Committee shall consist of the President, the Treasurer, and at least one other Board member, named by the President. The Treasurer will serve as the Chairman of the Finance Committee. The Finance Committee shall review and submit to the Board at the final meeting of each fiscal year a proposed budget for the coming fiscal year. Prior to each quarterly meeting of the Board during the fiscal year, the

Finance Committee shall be provided and review a reasonably current written report from the Executive Director or his designee concerning the Association's revenues and expenses in comparison to the budget approved by the Board. The Finance Committee also shall review and approve the acquisition of any asset, or the commitment to any liability, by the Association in an amount that exceeds thresholds established by the Board.

Section 4: The Risk Management committee shall consist of at least three (3) Board members, with its chairman appointed by the President. The Risk Management committee shall be responsible for working with the Executive Director or his designee to (i) assess the operational, legal, reputational and other risks associated with the activities of the Association; and (ii) develop and implement policies, procedures and strategies to mitigate against such risks as are identified, including but not limited to the procurement of such insurance as is necessary and prudent for the Association.

Section 5: The Development Committee shall consist of at least three (3) Board members, with its chairman appointed by the President. The Development Committee shall be responsible for working with the Executive Director or his designee to (i) develop strategies for maximizing charitable giving and other sources of revenue for the Association and (ii) carry out such solicitation and other activities are necessary to effectuate those strategies.

Section 6: The Historian Committee is appointed by the president subject to Board approval and is responsible for maintaining the historical archives of the Association.

Section 7: Special committees as required may be created by the President subject to Board approval.

Section 8: Appointments to all committees shall be made by the President subject to Board approval.

## ARTICLE VIII: PROFESSIONAL STAFF

Section 1: The Board of Directors of the Association may directly or through the Executive Committee research and obtain such professional

expertise as the Board may determine is necessary and appropriate to facilitating the activities and needs of the Association. Terms and conditions of each selection and agreement are subject to at least annual Board review and approval.

Section 2: The Executive Director shall be selected by the Board to serve a specific term of employment under a written contract. He is responsible to the Board for the successful management of the operating activities of the Association. He will have complete responsibility and authority to manage the Association within the constraints of the Association's by-laws, the policies adopted by the Board, and the current budget approved by the Board. He will be responsible for preparing a proposed annual budget for submission to the Finance Committee for its review at least a month prior to the final quarterly meeting of the Board in the preceding fiscal year, and for submitting such periodic financial reports to the Finance Committee as are described in Article VII Section 3. The Executive Director shall be responsible for the appointment of all administrative and artistic staff of the Association, consistent with such policies as are adopted by the Board.

#### ARTICLE IX: ADDITIONAL ADMINISTRATIVE MATTERS

Section 1: The fiscal year shall be November 1<sup>st</sup> through October 31<sup>st</sup>.

Section 2: The Association's business year will run from November to October, the dates to be determined by the dates of the Annual Meeting. Board terms are based on the Association's business years.

Section 3: The logo and symbol of the Association will be the outline of a fleur-de-lis (see attached Exhibit A which is incorporated by reference). The motto of the Association shall be "May You Never Walk Alone." The symbol, logo, motto of the Association and other insignia identifying the Madison Scouts and any other sponsored units or programs of the MDBCA either by color, motto, symbol, or word designation shall be deemed to be the exclusive property of the Association. The Board's representative or agent should review any and all designs to ensure proper use of any Association symbols. New symbols may not be used without the express written consent of the Board or the Board's representative or agent. The sale and/or distribution of articles using any such symbols, logos, or mottos by any unauthorized persons or organizations is not allowed absent the prior approval of the Executive Director of the Association.

Section 4: Amendments to or repeal of the by-laws may be adopted either by the voting membership of the Association or the Board of Directors. Any by-law adopted by the Board shall be subject to amendment or repeal by the voting membership of the Association as well as by the Board. A two-thirds vote by either body is required to amend or repeal any by-law adopted by the Board. Notice of a meeting to consider changes or amendments to the by-laws and the intended articles and sections to be changed (not including necessarily contingent articles and sections) shall be published on the Association's website or in the periodic Corps newsletter no fewer than ten (10), nor more than fifty (50), days prior to the Board or Association meeting, including which changes or amendments are proposed to be voted upon. Any changes in the by-laws shall become effective immediately upon the required vote of the membership of the Association or the Board in accordance with this Section.

Section 5: All members are expected to display and ensure responsible and appropriate behavior. Association members, Board members and Officers may be removed for cause by two-thirds vote of the Board.

Section 6: The Association shall use all of its efforts and funds to accomplish the Mission and Vision specified in the by-laws and no part of said funds shall be distributed to the members of the Association or Board. The causes for dissolution must be documented completely along with all alternative solution to dissolution. Dissolution requires a three-fourths vote of the Board and ratification by a two-thirds vote of a special Association meeting. On dissolution, the Board shall determine the distribution of the remaining assets (net of its obligations) to a qualified not-for-profit organization.