

2018 PROPOSED BYLAW AMENDMENTS

Bylaws of the Marching Mizzou Alumni Band

An affiliate of the
Mizzou Alumni Association

(Approved: October 26, 2002)

(Amended: October 10, 2015)

(Amended: October 20, 2018)

ARTICLE I: NAME

The name of the organization shall be the "Marching Mizzou Alumni Band of the University of Missouri," hereinafter referred to as the same, M²AB or "Alumni Band."

ARTICLE II: PURPOSE

The Marching Mizzou Alumni Band is an affiliate of the Mizzou Alumni Association (MAA), an independent, not-for-profit educational corporation. The purpose of this M2AB is to organize the interests, abilities, and efforts of Marching Mizzou alumni for fellowship among members and prospective members, and to provide services to its alumni constituency and to the University. Services and activities may be educational, developmental, or social, and may encourage both fellowship and constructive contributions to the excellence of Marching Mizzou and the University. This M2AB is organized in order to encourage alumni to support the University's School of Music and Marching Mizzou and to participate in building a greater University.

ARTICLE III: MEMBERS

Section 1. Membership

Membership in this M2AB shall be limited to those persons who are:

- A. Graduates, students, former students, or others who evince an interest in the University's School of Music, Marching Mizzou, and the University, and who are regular, honorary, or Associate members of the MAA, or
- B. Those appointed to Honorary Membership as defined in Section 2.

Section 2. Honorary Members

Honorary Members shall include all persons who have rendered distinguished service to the University of Missouri, the University's School of Music, or the M2AB, and who have been elected to Honorary Membership by the Board of Directors. The Board shall pay the established dues to the MAA for any Honorary Members who are not also Honorary Members of the national Association.

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Section 3. Rights, Benefits, Privileges

All members, including Honorary Members, shall receive identical rights, benefits, and privileges of membership as may be determined from time to time by the Board.

ARTICLE IV: OFFICERS

Section 1. Officers

Officers of this M2AB shall consist of a president, vice president, secretary, and treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted in Article VIII of these bylaws.

Section 2. Term and Eligibility

Officers shall serve for a period of one year or until their successors are elected, and their terms of office shall begin the following January 1 after their election on Reunion Weekend. Any current Director is eligible to serve as an officer, however, no member shall hold more than one office at a time and no member shall be eligible to serve more than three consecutive terms in the same office. Any officer may be elected to a previously held office after he/she is absent from the office for one year.

Section 3. Elections

The M2AB Board of Directors will elect the officers of M2AB at the first meeting following Reunion Weekend. All officers shall be elected by a plurality of the votes cast.

Section 4. Resignation or Removal

Any officer may resign by notice in writing to the Board of Directors in care of the Secretary. Any officer may be removed from office for good cause upon the vote of at least two-thirds of the Board of Directors present at a meeting where a quorum of the Board exists. Such removal shall be considered upon the request of not less than five Board Members; any such request shall be submitted in writing to the Board in care of the Secretary. The officer in question shall receive written notice not less than 30 days prior to the meeting at which the issue of removal is to be addressed. Upon request of the officer subject to removal, a hearing shall be held at said meeting prior to the vote of the Board.

In the event of vacancy in the office of President, the Vice President shall fill the office for the unexpired term. Other vacancies shall be filled by the appointment of the President, with approval of the M2AB Board of Directors, for the unexpired term. In the event of the absence or inability to act of the President, the Vice President shall temporarily carry out the duties of the office.

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ARTICLE V: MEETINGS

Section 1. Regular Meetings

The M2AB shall hold at least one meeting annually in conjunction with Reunion Weekend. In addition, other meetings or functions may be held to carry out the purposes of the M2AB. Notice of the annual meeting shall be conveyed to the membership at least 6 weeks prior to Reunion Weekend via electronic or postal mail and posted on the M2AB website. The membership shall also be notified of other regular meetings.

Section 2. Special Meetings

A special meeting or activity of the M2AB may be called by the President or shall be called upon written request of 10 members of M2AB or 5 members of the M2AB Board of Directors. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least 14 days' notice shall be given.

Section 3. Quorum

The members present at any meeting (regular or special) shall constitute a quorum as long as the membership of M2AB has been given the proper notice of the call of the meeting.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Composition

The M2AB Board of Directors shall be made up of ~~the current director of Marching Mizzou~~ and eleven (11) Directors elected by the membership. *The current director of Marching Mizzou and the director of the alumni band shall serve as ex-officio members.*

Section 2. Powers and Duties

All of the authority of the M2AB and its government and management shall be exercised by the Board of Directors of the M2AB, except as otherwise provide by law or the bylaws of the M2AB. The Board of Directors shall have general supervision of the affairs of the M2AB between its business meetings, fix the hour and place of meetings, make recommendations to the M2AB members, and shall perform such other duties as are specified in these bylaws. The Board may solicit funds for specific M2AB purposes. The Board shall be subject to the orders of the M2AB, and none of its acts shall conflict with action taken by the M2AB.

Section 3. Meetings

The Board shall meet at least three times per year. Special meetings of the Board may be called by the President or shall be called upon the written request of three members of the Board. Procedures for notice shall be similar to those established in Article V, Sections 1 and 2. The Board may vote to

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authorize the transaction of business by the Board by postal or electronic communication. All members of the M2AB are entitled to attend Board meetings. A quorum shall be defined as seven members of the Board.

Section 4. Term and Eligibility

- A. Directors shall serve staggered three-year terms with the terms of at least three Directors expiring each year. Terms for Directors shall begin the following January 1st after their election at the annual meeting.
- B. No person shall be elected for more than 7 consecutive years as a Director of M2AB.
- C. After absence from the Board of Directors for a minimum of two years, any former Director may be elected for additional terms as a Director; however, such additional service is again subject to the limits imposed herein.
- D. All Directors shall have been a Marching Mizzou member for at least one semester and shall be M2AB members, as defined in Article III, Section 1.

Section 5. Nomination

Nominations for each position on the Board of Directors shall be ~~taken from the floor at the annual business meeting or presented in writing to the membership~~ **submitted electronically or presented in writing to the Secretary. Members may self-nominate, with eligibility being determined by the Secretary. The deadline to submit nominations shall be July 1.**

Section 6. Elections

Directors ~~will be elected following the election of officers at the annual business meeting.~~ **Votes will be cast by members online as part of the registration process. The person(s) receiving the highest number of votes shall be elected Directors for the following term according to the number of positions to be filled.**

Section 7. Resignation or Removal

Any Director may resign by notice in writing to the President in care of the Secretary. Any Director may be removed from office for good cause upon the vote of at least two-thirds of the Board of Directors present at a meeting where a quorum of the Board exists. Such removal shall be considered upon the request of not fewer than five Board Members; any such request shall be submitted in writing to the President in care of the Secretary. The Director in question shall receive written notice not less than 30 days in advance of the meeting at which the issue of removal is to be addressed. Upon request of the Director subject to the removal action, a hearing shall be held at said meeting prior to the vote of the Board.

Section 8. Vacancies

Vacancies shall be filled by appointment of the President, with approval of the M2AB Board of Directors, for the unexpired term.

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Section 9. Executive Committee

- A. An Executive Committee shall be established, whose members shall serve one-year terms commencing the following January 1 after the annual meeting when new officers and Directors are elected. The Executive Committee shall consist of the elected officers of M2AB. Alumni Association staff members shall be ex-officio, non-voting members of the Executive Committee.
- B. Unless otherwise provided by the law or the bylaws of the M2AB, the Executive Committee shall have full authority to conduct the business of the M2AB, subject to the approval of the Board of Directors at its next regular or special meeting. An act or authorization of an act by the Executive Committee shall be as effective for all purposes as the act or authorization of the Board of Directors, including authorization of activities, expenditures, and all other matters normally within the jurisdiction of the Board, so long as the action is approved by a vote of a majority of the total membership of the Executive Committee. The Executive Committee may vote to authorize the transaction of business by postal or electronic communication. All members of the M2AB are entitled to attend meetings of the Executive Committee.

Section 10. Expenditures

No individual expenditures in excess of \$499 of unallocated funds of this M2AB shall be made unless authorized by the Board of Directors.

ARTICLE VII: COMMITTEES AND TASK FORCES

Section 1. Standing Committees

The following standing committees shall be established: Membership, Scholarship, Finance, Operations, and Public Relations/Communications. The President, with approval of the Board, shall appoint or re-appoint the committee Chairperson(s) each year. The Chairperson shall appoint committee members. While serving as a Chairperson of a standing committee, the member shall be considered an ex-officio member of the Board of Directors, unless he/she is already a member of the Board. A substantial number of members of each such committee should be persons who are not Board members. All committees shall report to the Board of Directors at least twice per year.

Section 2. Membership Committee

The Membership Committee shall evaluate the status of the M2AB membership, recommend ways to enhance service to the members, develop plans and programs for attracting new members and retaining existing members, and determine ways to encourage participation of active and inactive alumni in the activities of the M2AB.

Section 3. Scholarship Committee

The Scholarship Committee shall solicit nominees, interview said nominees, and select the annual recipient(s) of the M2AB Scholarship and any other sponsoring organization's Scholarships. The

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committee shall award any and all scholarships to members of the Marching Mizzou Band. The total amount for said scholarship(s) shall be determined annually by the Board.

Section 4. Finance Committee

The Finance Committee shall evaluate and make recommendations regarding internal auditing, fundraising, budgeting, and investment research. The internal auditing function will be performed independent of the Treasurer. The Treasurer will be a standing member of the committee.

Section 5. Operations Committee

The Operations Committee shall be responsible for the planning and implementation of the activities of the M2AB. The activities are to include, but are not limited to, activities related to Marching Mizzou band; annual social activities; and Reunion Weekend and the events surrounding it, such as any Reunion Weekend social events, pre-rehearsal registration, etc.

Section 6. Public Relations/Communications Committee

M2AB shall maintain regular communications with the membership. The Public Relations/Communications Committee shall also be responsible for coordinating external communications among all entities that exhibit an interest in the activities of M2AB. This committee shall be responsible for the gathering of this information, and for the assembly and distribution of that information.

Section 7. Electoral Committee

An Electoral Committee of at least three (3) members shall be appointed. A member is not eligible to serve on the Electoral Committee if that member is concurrently a candidate for any office. This committee will manage all aspects of the election processes for officers and Directors in accordance with the election procedures established by the Board. As nominations are received and validated, those names shall be forwarded to the Electoral Committee to be placed on the ballot. Once nominations are closed, the committee will oversee preparations of the electronic ballot and subsequent voting. After voting has closed, the committee will vote to certify the results of the election if a majority of members affirm that the election was conducted in accordance with proper procedure. The Board may vote to authorize the Electoral Committee to transact any business by postal or electronic communication.

Section 7 8. Other Committees and Task Forces

- A. The Board or the President may establish and appoint other committees and task forces deemed necessary or appropriate, to serve in an advisory capacity. The Chairman of any such advisory committee or task force must be a member of the M2AB and is considered an advisor to the Board of Directors.

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- B. The President or the appointee of this M2AB automatically shall be an ex-officio member of all committees and task forces.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The usual parliamentary rules governing deliberative bodies contained in the current edition of Robert's Rules of Order shall govern the M2AB 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 M2AB may adopt.

ARTICLE IX: AMENDMENT OF BYLAWS

These bylaws may be amended by the affirmative vote of two-thirds of the membership present and voting at any regular or special meeting.

ARTICLE X: MISCELLANEOUS PROVISIONS

Section 1. Development Fund

The M2AB endorses and pledges its support of the University Development Fund, which is the official fundraising agency of the University.

Section 2. Fiscal Year

The fiscal year of the M2AB shall be from the first day of July each year through the 30th day of June in the succeeding calendar year.

Section 3. Definitions

As used in these bylaws, the meaning of the following terms include:

- A. Association: The Mizzou Alumni Association
- B. M2AB or Alumni Band: University of Missouri Marching Mizzou Alumni Band
- C. Board or Board of Directors: Board of Directors of Marching Mizzou Alumni Band
- D. Director: a member of the Board of Directors
- E. University: University of Missouri
- F. Officer: President, Vice President, Secretary, or Treasurer as elected by the membership.
- G. Reunion Weekend: that weekend designated to be the annual time for alumni to return to campus (which may or may not coincide with Homecoming) for events connected with the Marching Mizzou Alumni Band

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APPENDIX DUTIES OF OFFICERS

1. **President**

The President shall call and preside at all meetings of M2AB, its Board of Directors and Executive Committee and shall have general charge of, and control over, its operations. The President shall appoint the members of all committees and shall be an ex-officio member of all committees. The President shall perform such additional duties as may from time to time be prescribed by the Board of Directors or the Bylaws.

2. **Vice President**

The Vice President shall assist the President in the operations of the Organization and shall perform such additional duties as may be prescribed from time to time by the Board of Directors or the Bylaws. The Vice President shall succeed to the office of President in the event of a vacancy in the office of President as provided in Article IV, Section 6. In the absence of the President, the Vice President shall serve in his or her stead.

3. **Secretary**

The Secretary shall keep a record of all the proceedings of the Organization; shall keep on file all committee reports; shall maintain the official membership roll; shall maintain record books of bylaws, standing rules and minutes; shall send out to the membership notices of each meeting; shall prepare the meeting agenda; and shall conduct the general correspondence of the Organization. The Secretary shall make the minutes and records of the Organization reasonably available to any member upon request. In the absence of the President and Vice President, the Secretary shall call the meeting to order and preside until the immediate election of a President Pro Tem.

4. **Treasurer**

The Treasurer shall be entrusted with the custody of the funds of the Organization and shall disburse funds upon the authority of the Board of Directors or the Bylaws. The Treasurer shall make a full financial report annually and make such interim reports as the Board of Directors or Executive Committee may direct.