

**By-Laws**  
**Band Alumni Chapter**  
**University of Memphis Alumni Association**

These by-laws define in general the duties of the officers, the standing committees, conduct of meetings, and the general governance of the Chapter but, are not intended to limit or prohibit minor changes in such duties as officers, standing committees, or the general operation of the Chapter to the end that the efficiency and effectiveness of the Chapter is paramount and necessary to obtain the goals of the University of Memphis Alumni Association.

**Article 1**

Officers

Section 1. President

The President is the Chief Executive Officer of the Chapter and presides over the Chapter and Executive Committee meetings, and is an ex-officio member of all standing committees. The President has the power to call Chapter and Executive Committee meetings, create committees, appoint committee chairmen and remove committee chairmen at the President's discretion, negotiate and execute contracts on behalf of the Chapter, and to do all things consistent and requisite with the general powers and duties of the office of President. The term of office is one year, but can be elected for two successive terms. The Past President serves in an advisory role and on the Executive Committee.

Section 2. Vice President

The Vice President coordinates with the President the appointment of the event chairman, and is responsible for the general oversight of each event. Each event chairman reports to the Vice President. The Vice President's responsibilities include overseeing other committees as may be assigned by the President, ensuring place and stead of the President in the absence, or inability, or incapacity to serve, of the President, and carrying out such duties as may be assigned by the President or Executive Committee. The Vice President is not automatically the President, but the Vice President is favorably positioned for the advancement into the President's position. The Vice President succeeds the President upon the President's resignation, death, or removal from office. The term of office is one year, but can be elected for two successive terms.

Section 3. Residency and Succession of President and Vice Presidents

The offices of President and Vice President are to be elected yearly. Any one person cannot hold office for more than two terms successively although a third term may be held with one year break in terms.

Section 4. Secretary

The Secretary's responsibilities include oversight of other committees as may be assigned by the President, assuring that assigned committee chairman make timely reports to the Executive Committee, serving in the place and stead of the President in the absence, or inability, or incapacity to serve, of the President or the Vice President, and carrying out

such other duties as may be assigned by the President or the Executive Committee. The Secretary shall take the minutes of each membership meeting and each Executive Committee meeting and forward the minutes to the Alumni Office within one week of such meeting. The Secretary is charged with the development and maintenance of computer programs that will provide on line web site communication with all Chapter members, non members and anyone logging onto the Chapter web site. The committee will provide data to the Chapter to keep the Chapter web site current.

The Secretary is not automatically the Vice President, but the Secretary is favorably positioned for advancement into the Vice President's position and succeeds to the office of Vice President upon the Vice President's resignation, death, removal from office or upon the Vice President succeeding to the office of the President for any reason other than end of term. The term of office is one year; however, the Secretary can be elected for successive terms.

#### Section 5. Treasurer

The office of Treasurer maintains the Chapter's financial account and financial records and provides a written report of the Chapter's financial conditions at each regular Membership and Executive Committee meeting and such other times as the President may request. The Treasurer also prepares an annual financial statement to be presented at the Alumni Vision Forum Annual Meeting with a copy to the Alumni Office. The term of office is one year; however, the Treasurer can be elected for successive terms.

#### Section 6. Vacancies

In the event the office of President, Vice President, Secretary or Treasurer becomes vacant for any reason before that officer's regular term expires, then, in that event, the vacancy or vacancies will be filled as follows:

##### *President*

By the Vice President or Secretary in that order if the office of Vice President is also vacant.

##### *Vice President*

By the Secretary or the office may be filled by majority vote of the Executive Committee if the office of Secretary is vacant.

##### *Secretary*

The office may be filled by majority vote of the Executive Committee from nominees selected by the Executive Committee.

##### *Treasurer*

The office may be filled by a majority vote of the Executive Committee from nominees selected by the Executive Committee.

All vacancies should be filled as soon as practicable; however, consideration may be given to the date of the next annual meeting in determining the necessity of filling the offices of Vice President, Secretary, and Treasurer prior to such meeting.

In the event of succession because of one or more vacancies as provided for in this section, the serving of an unexpired term of a vacant office shall not prohibit the person serving such unexpired term from serving in that office for the following regular annual term.

All elections are to be held during the month of June – with all newly elected Club and Chapter officer terms running July 1 through June 30. All financial budgets will run July 1 through June 30 parallel with officer terms.

## **Article II**

### Standing Committees

#### Section 1. Names and Duties

##### *Membership and Volunteer*

The Membership and Volunteer Committee develops and executes plans and programs for contacting and recruiting eligible prospects for Chapter membership, maintains a current list of active Chapter members for Chapter and Alumni Office use, works with Alumni Office to update active and inactive Alumni Association membership lists, and helps other committee chairmen locate Chapter members to serve on committees and participate in Chapter activities. The Co-Chairmen are appointed by and serve at the pleasure of the President.

##### *Homecoming Committee*

The Homecoming Committee develops and executes plans for organizing and promoting homecoming. The chairman will be appointed by and serve at the pleasure of the President.

##### *Bandmasters Championship*

The Bandmasters Championship Committee develops and executes plans for organizing and promoting the contest. The committee will be appointed by and serves at the pleasure of the President. The chairman of this committee will serve at the contest director. The committee will operate under the Policies and Procedures manual of the Bandmasters Championship.

##### *Mid-South Indoor Percussion and Color Guard Competition*

The Mid-South Indoor and Percussion and Color Guard Competition Committee develops and executes plans for organizing and promoting the contest. The chairman will be appointed by and serve at the pleasure of the President.

##### *Budget Committee*

The budget committee will consist of all existing committee chairmen. The Executive Committee treasurer will serve as the chairman of the committee.

## Section 2. Additional Standing Committees

The President may create additional standing committees, after advising the Executive Committee of this intention, and appoint chairmen to head such committees. The description, parameters, and duties related to any additional standing committee must be reduced to writing and offered as an addendum to the by-laws.

## **Article III**

### Executive Committee

#### Section 1. Duties and Powers

The Executive Committee is the governing body of the Chapter and has all the powers usually attributable to a Board of Directors. In addition to powers herein implied, the Executive Committee is specifically vested with the following powers: To adopt, amend change, vacate and/or rescind operating rules and procedures of the Chapter. To remove and/or replace officers, standing committee chairmen or other committee chairmen, and Executive Committee members as provided elsewhere in these By-Laws. To abolish, create or change the names and duties of standing committees. To amend these by-laws upon a two-thirds vote of the Executive Committee members. All such powers are inclusive and are not limited to those enumerated herein.

#### Section 2. Regular Executive Committee Members

Regular Executive Committee members shall consist of a minimum of twelve members and no more than twenty four at any one time. Regular Executive Committee members shall include, the President, Past President, Vice President, Secretary, Treasurer, Committee Chairmen, and Co-Chairmen. Each such member shall serve on the Executive Committee during their term of office or appointment. If, in the sole judgment of the then existing Executive Committee, it is deemed appropriate to add members to the Executive Committee in order to establish or maintain a geographic balance of Executive Committee membership or for other purposes, the existing Executive Committee can nominate from the active at large chapter members one or more such members to serve on the Executive Committee. A simple majority vote by the existing Executive Committee can then elect a nominee or nominees to serve as a regular member of the Executive Committee with all the power and privileges there unto appertaining. The term of office is one year in addition to any partial year if elected between annual meetings.

#### Section 3. At Large Members

At Large Members will consist of all dues paying band alumni members that are not currently an Executive Committee or Regular Member.

## **Article IV**

### Section 1. Quorum

- A. A quorum of Executive Committee shall be four (4) members present. Proxy voting is prohibited. A simple majority, except as herein otherwise provided, shall be sufficient to pass any mater before the Executive Committee.
- B. A quorum of the general Chapter's membership shall be those actually present at any general membership meeting.

## Section 2. Executive Committee

### Regular Meetings

The Executive Committee shall meet at least once each fiscal quarter as prescribed by The University of Memphis Alumni Association. The date, time, and place is to be determined by the President.

### Special Meetings

The President, a Vice President in the event the President is absent or incapacitated, any three (3) members of the Executive Committee, or the Executive Director of the University of Memphis Alumni Association (or his/her delegate) may call a special meeting of the Executive Committee members after giving at least two (2) days notice of such meeting by any means that notifies at least a quorum of Executive Committee members.

### Action Without Meeting

Any action may be approved and/or taken without meeting presence if a number of members equal to a quorum consent to such action via written, telephone, fax, or e-mail contact, EXCEPT removal from office or from the Executive Committee

### Attendance

Any member of the Executive Committee, including an officer, who misses two (2) consecutive meetings of the Executive Committee, including regular and special meetings, without a reasonable cause as determined by a two-thirds vote of a quorum of the members of the Executive Committee may be removed and the position declared vacant by a vote of two-thirds of a quorum of the members of the Executive Committee. In so far as this sub-section applies to committee chairmen or co-chairmen, nothing herein shall operate to impair or diminish the President's power to appoint or dismiss standing committee or other committee chairmen or co-chairmen in his/her sole discretion.

Roberts Rules of Order shall govern all meetings.

## Section 3. Annual Membership Meeting

The annual membership meeting will be held during the month of August of each year at a time and place set by the National Executive Board of Directors. Notice of the meeting must be provided to the active Clubs and Chapters membership at least fourteen (14) days prior to the meeting. Each recognized club and chapter in good standing receives one vote during the business portion of the general meeting.

The agenda for the annual meeting will include an annual financial report, a state of the clubs and chapters report by the Presidents of each club or chapter, and such other business as may be brought before the meeting. Each club or chapter must have a representative present in order to be eligible for the award stipend. Out-of-town clubs and chapters are subject to be absent if given approval from the National Executive Board of Directors.

#### Section 4. Executive Committee Membership

Any prospective new members of the Executive Committee will be invited to attend an Executive Committee meeting in May. The Executive Committee will meet in June to vote on accepting new members. A two-thirds majority is needed for new members to be accepted. Once accepted, new members will start attending Executive Committee meetings in June. All Executive Committee members terms last from July 1 through June 30.

### **Article V**

#### Election of Officers

##### Section 1. Nominating Process

The Nominating Committee will meet at such times and places as they choose. Nominations may be made to the committee by any active Chapter member. The Nominating Committee will choose from all nominations offered a slate of officers to be elected at a regular Chapter meeting and this slate will be made available to the active Chapter members at least fourteen (14) days prior to the meeting. The format of the ballot will include the nominees presented by the Nominating Committee and provide for write-in nominations. Nominations from the floor will be accepted. Nominations shall take place at the Executive Committee meeting in May and elections will be held at the meeting in June. The election is to be done by a ballot and a two-thirds majority is needed for final results. All nominees are to be made aware of the obligations attendant in accepting nomination to office. Included in these obligations are the awareness of the duties of the President, Vice President, Secretary and Treasurer, the possible succession of the Secretary and Vice President, and the solemn promise that each officer will give to serve the regular term and possible secession.

### **Article VI**

#### Removal From Office

Officers and Executive Committee members may be removed or dismissed for absences from meetings as herein elsewhere provided, AND officers may be removed for cause on charges brought before the Executive Committee. A two-thirds majority of the Executive Committee is required to remove an officer from office.

### **Article VII**

#### Compensation

##### Section 1. Officers, Executive Committee, Others

No compensation will be paid to officers, Executive Committee members, committee chairmen, or other members. However, properly documented expenses incurred in furtherance of Chapter programs and activities including, but not limited to, supplies and materials may be reimbursed. The Executive Committee must approve all reimbursements as well as their proper reporting to the Alumni Office.

### **Article VIII**

#### Logo

The Chapter may adopt a logo or logos for display on whatever the Executive Committee deems appropriate. Any logo adopted is for the exclusive use of the Chapter and shall

include in the design name “University of Memphis Alumni Association.” Appropriate abbreviations are permissible. All designs must be approved by the Alumni Office and The University of Memphis Marketing and Communication Department.

### **Article IX**

#### Amendments

These by-laws may be amended by a majority vote of the Executive Committee at any meeting that includes in its notice that a purpose of the meeting is to amend the by-laws. All by-law revision must be reported to the Alumni Office and approved by the National Executive Board of Directors. No Chapter by-law can supersede or be in conflict with the parent alumni association.

### **Article X**

#### Dissolution

The Chapters may be dissolved by a two-thirds vote of the Executive Committee, by declaration of the Board of Directors of the University of Memphis Alumni Association, or by operation of law. In the event that a Chapter is dissolved, after the payment of all amounts lawfully due creditors, all remaining funds and assets will be transferred to the University of Memphis Alumni Association without restriction and its Executive Director, in the absence of or failure to act by an remaining Chapter officer, is empowered to take charge of and transfer any such funds and assets.

### **Article XI**

#### Effective Date

These by-laws take affect from and after July 1, 2005.