

CONSTITUTION of the NATIONAL BAND ASSOCIATION

ARTICLE I – NAME

This organization shall be known as the National Band Association, referred to hereafter as NBA.

ARTICLE II - PURPOSE

The specific educational purposes of the National Band Association are as follows:

The purposes for which the National Band Association, Inc., is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the most current United States Internal Revenue law.

The general purposes of the National Band Association are:

- TO PROMOTE the excellence of band performance throughout the world.
- TO ENCOURAGE the composition and performance of quality band music at all levels. TO ASSIST directors at all levels of experience to identify areas of mutual concern.
- TO PROMOTE pride and continued enthusiasm among band directors.
- TO ENCOURAGE quality students to pursue careers in music.
- TO PROMOTE a spirit of cooperation and continued dialogue among directors, performers, the music industry, and all other band support organizations at all levels. Further, the purpose of NBA shall be to promote band music educational programs through the participation of the public in bands and band music; to promote band educational and training programs at schools and colleges throughout the United States and internationally by providing educational services and publications for participants in these programs; to arrange musical performances and educational clinics; when appropriate, to charge admission to activities for the purpose of defraying expenses of the corporation and to aid in the accomplishment of NBA purposes; and to perform such other acts that may be necessary, appropriate, and lawful.

ARTICLE III – MEMBERSHIP AND RULES

Section 1. General Qualifications: The membership of the association shall be open to all individuals, institutions, and industries sincerely interested in bands.

Section 2. Individual Membership—\$55 per year. Membership in the association is open to any person interested in bands regardless of profession or status.

Section 3. Spousal Membership—\$100 per year for two. This includes two of all publications except the Official Magazine.

Section 4. Institutional Membership—\$75 per year. This includes any school, institution, or industry, with the band director or other designated person serving as the individual member.

Section 5. International Membership—\$75 per year. (An additional \$20 is necessary for international membership due to expenses incurred for postage to foreign countries.) Individuals in countries other than the United States of America are welcome to join NBA. Dues must be paid in US currency.

Section 6. Canadian Membership—see International Membership.

Section 7. Corporate Membership—\$500 per year. A representative should be designated as an individual member.

Section 8. Retired Membership—\$25 per year. This includes all publications except the Official Magazine.

Section 9. Student Membership—\$5 per year. This includes the Official Magazine.

Section 10. Life Membership. No new life memberships will be granted. Institutions and industries currently holding life membership will continue to do so in that membership category, although it is valid only for the life of one designated individual. A life membership includes all publications except the Official Magazine.

Section 11. Organizations set up for the purpose of promoting the musical and educational significance of bands may affiliate with the NBA as institutional members. The affiliated organization will designate someone to serve as an individual member.

Section 12. Each member, including those designated from the institutional, corporate, and affiliate memberships shall be entitled to one vote.

Section 13. Persons elected to the Academy of Wind and Percussion Arts shall be considered as life members with all the privileges of membership in NBA.

Section 14. Honorary life membership shall be granted to all Past-Presidents of NBA with all the privileges of membership in NBA.

ARTICLE IV - GOVERNMENT

Section 1. Officers: The officers of the association shall be President, First Vice-President (President-Elect), Second Vice-President, Executive Secretary-Treasurer, and Immediate Past-President. The presidency shall be automatically assumed by the First Vice-President; the past presidency shall be automatically assumed by the out-going President; the First and Second Vice-Presidents shall be elected by the membership as prescribed; and the Executive Secretary-Treasurer shall be appointed by the President upon the recommendation of the Executive Committee. All officers shall serve a two-year term, which shall run from June 1 to May 31.

Section 2. Executive Committee: The five officers of the association shall make up the Executive Committee. The Executive Secretary-Treasurer shall be a non-voting member of the Executive Committee.

Section 3. Duties of the Officers: The duties of the officers are listed in the By-Laws.

Section 4. Election of National Officers: The nominating committee shall be the Advisory Council of Past-Presidents consisting of five (or more) members, with the Immediate Past-President serving as chair. The committee shall assemble during the first two days of the NBA national meeting. In case there are not five in attendance at the annual meeting, the NBA President shall appoint the balance up to five, giving much consideration to selection of persons from the various fields and diverse locations represented within NBA. Only those in attendance will have the right to vote. Those Past-Presidents not in attendance have the right to make suggestions by mail. The current NBA President shall be an ex-officio member of the committee, and in case of the absence of the committee chair shall appoint another member to serve as chair. The Executive Secretary-Treasurer shall serve as a coordinator (non-voting), handling note-taking, correspondence, and detailed instructions of the committee. The nominating committee at the time of the annual meeting shall submit to the Board of Directors and subsequently to the membership, two candidates for each office. Upon the approval of the Board of Directors, the committee will then contact the nominees for their acceptance and proceed with the elections. Balloting will be by mail (electronic and/or postal) to the entire membership of the association, to be completed by May 15 unless otherwise required.

Section 5. Board of Directors: The Board of Directors shall consist of the five national officers, four high school representatives, four elementary/middle school/junior high school representatives, one college/university representative, one community band representative, one military-professional representative, one music industry representative, five elected representatives-at-large, one college/university student representative, six Division Chairs, one international chair, and up to two appointed representatives-at-large. The *NBA Journal* editor shall be an ex-officio member.

Section 6. Election of the Board of Directors: The nominating committee as detailed in Section 4 shall place into consideration two candidates for each representative position to serve on the Board of Directors: one College/University representative, four High School representatives, four Elementary/Middle School/junior high school representatives, and five representatives-at-large. The six Division Chairs, the international chair, the music industry representative, the community band representative, the military/professional band representative, the college/university student representative, and up to two additional representatives-at-large shall be appointed by the President with the approval of a majority of the incoming Executive Committee.

Section 7. Divisions of the Association:

- (1) Eastern—Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont
- (2) Southern—Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia.
- (3) North Central—Illinois, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, South Dakota, Ohio, Wisconsin
- (4) Northwestern—Alaska, Idaho, Montana, Oregon, Washington, Wyoming
- (5) Southwestern—Arkansas, Colorado, Kansas, Missouri, New Mexico, Oklahoma, Texas
- (6) Western—Arizona, California, Hawaii, Nevada, Utah
- (7) International—all countries outside of the United States

Section 8. Board of Directors Term of Office: Members of the board serve for a term of two years and take office at the start of the administrative year following their election. There is no limit on the number of terms that may be served.

Section 9. Filling of Vacancies: In the case of a vacancy in any office of the Executive Committee, the Immediate Past-President shall serve in an office determined to be most effective by the Executive Committee. If the Second Vice-President assumes and fulfills the office of the First Vice-President in case of a vacancy in that office, the Second Vice-President shall NOT assume the office of President-Elect as that office is gained only by national ballot. In the event that the Immediate Past-President assumes an office, the Immediate Past-President will assign the position of Chair of the Advisory Council of Past-Presidents to another Past President. All other vacancies occurring on the Board of Directors shall be filled by appointment of the President, with the approval of a majority of the Executive Committee.

Section 10. Schedule of Elections: Election of national officers and elected board members shall be scheduled in the spring of even-numbered years.

ARTICLE V – INCORPORATION

The NBA is incorporated as a non-profit educational corporation. Activities shall be consistent with the purposes of NBA. The association shall not carry on any activities not permitted by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the most current United States Internal Revenue law.

ARTICLE VI – MEETINGS

Section 1. Executive Committee: Meetings of the Executive Committee shall be called by the President.

Section 2. Board of Directors: Meetings of the Board of Directors shall be called by a majority vote of the Executive Committee.

Section 3. Entire Membership: Meetings of the entire membership shall be determined by the Executive Committee.

Section 4. Advisory Council of Past Presidents: All Past-Presidents shall hold membership on the Advisory Council of Past-Presidents. This council shall be chaired by the Immediate Past-President. Meetings shall be held in conjunction with the annual NBA meeting and as called by any member of the advisory council and/or as requested by the incumbent national President. The Advisory Council of Past-Presidents shall serve as the Nominating Committee for the election of national officers.

ARTICLE VII – PUBLICATIONS

Section 1. Official Publication: The *NBA Journal* shall be the official publication of the organization and a subscription shall be designated as part of the annual dues. The *NBA Journal* Editor shall be appointed by the President with the approval of the Executive Committee.

Section 2. Official Magazine: *The Instrumentalist* magazine has been designated by the Board of Directors as the official magazine of the organization and a yearly subscription shall be included as part of the annual dues.

Section 3. Other Publications. The Executive Committee may authorize the publication of additional literature.

ARTICLE VIII - SUB-DIVISIONS AND AFFILIATIONS

Section 1. Sub-Divisions: The Board of Directors may authorize the establishment of sub-divisions of the association.

Section 2. Affiliations: NBA may affiliate or enter into a working arrangement with other organizations by act of the Board of Directors.

Section 3. By approval of the Executive Committee, individual states may organize into NBA state chapters, in which case they shall be governed by their own constitution providing it is not in conflict with the NBA Constitution. A state election shall be held in the spring of even numbered years to coincide with the dates of the NBA Biennium. The elected state president shall assume the position of NBA state chair if that state so desires. The president of the state chapter shall notify the incoming NBA Second Vice-President of that state's wishes, who in turn shall notify its Division Chair. All members of NBA state chapters must be members of NBA.

ARTICLE IX – AMENDMENTS

Section 1. Proposed amendments to the NBA Constitution and By-Laws may be presented to the Executive Committee by the constitution committee or any officer of the association. The Executive Committee will then determine which amendments, if any, are to be presented to the Board of Directors for its approval in either a meeting or by mail (electronic or postal). A majority vote of those board members present or a majority of votes cast by mail will be sufficient for presentation to the membership for ratification. The proposed amendment or amendments must be presented to the membership either (1) by mail not less than two months prior to a national meeting where voting will occur, or (2) by mail ballot to the membership, with a minimum of thirty days required for a return vote.

Section 2. An amendment must receive two-thirds of the votes cast to pass. An approved amendment becomes effective immediately, unless otherwise stated in the amendment.

Section 3. Several amendments may be voted upon at any one time, but each shall require a separate vote. Some amendments closely related to and affecting each other may of necessity be grouped together for consideration.

ARTICLE X – QUORUM

Members present at a given meeting shall be considered a quorum providing notification of the meeting has been properly publicized in the official magazine or by mail at least thirty days prior to that meeting; except that the President may call together the Executive Committee on ten days notice.

ARTICLE XI - FISCAL AND ADMINISTRATIVE YEAR

Section 1. Fiscal Year: The fiscal year shall run from December 1 through November 31.

Section 2. Administrative Year. The administrative year shall begin at a business meeting on a date determined by the Executive Committee in the summer following the election of new officers. At this business meeting, during an appropriate ceremony, the outgoing President shall introduce the incoming President, who shall then take office to conduct further NBA business that may remain on the agenda.

ARTICLE XII - THE ACADEMY OF WIND AND PERCUSSION ARTS

Elections to the Academy of Wind and Percussion Arts (AWAPA) are made from time to time by the Board of Directors acting upon nominations from the AWAPA Commission. The AWAPA commission shall be composed of three NBA members appointed by the President, one of whom shall serve as chair, and the five members of the Executive Committee. A majority vote of this commission shall be sufficient for election. The AWAPA award shall generally be made at an event of national significance.

ARTICLE XIII - NATIONAL BAND ASSOCIATION HALL OF FAME OF DISTINGUISHED BAND CONDUCTORS

The election of distinguished band conductors to the NBA Hall of Fame of Distinguished Band Conductors, housed at Troy University may take place annually if approved by the Hall of Fame Board of Electors. Nomination of qualified candidates shall be received by the Hall of Fame Board of Electors from any source, and copies of all nominations shall be circulated to members of the Hall of Fame Board of Electors for review at least 60 days prior to the annual meeting.

Nominations by the Hall of Fame Board of Electors for membership into the Hall of Fame will be submitted to the NBA Executive Committee for final approval after which formal presentation arrangements will be made. Members of the Hall of Fame Board of Electors shall be appointed by the NBA President with the concurrence of the NBA Board of Directors for terms of three years (except that shorter appointments may be made so that two terms will expire each year.) The Hall of Fame Board of Electors shall have six members, some of whom should have dual membership in other band organizations. A Hall of Fame Board of Directors will administer the Hall of Fame. Board Members shall be appointed by the NBA President with the concurrence of the NBA Executive Committee for terms of two years. The Hall of Fame Board of Directors shall include the current NBA President, the Executive Secretary-Treasurer, the Director of the Foundation of Troy University, an appointee by the President of Troy University, and one other person who is a member of NBA.

BY-LAWS
of the
NATIONAL BAND ASSOCIATION

ARTICLE I - DUTIES OF THE OFFICERS

Section 1. President: The President shall serve as an ex-officio member of all committees. The President shall preside at all national meetings, at Executive Committee meetings, and at meetings of the Board of Directors. As chief executive of the association, the President shall have the power to appoint committees not otherwise provided for in the constitution and by-laws; shall plan the programs of the national meetings of the association; and shall perform all other duties pertaining to the office of President.

Section 2. President-Elect: The First Vice-President shall serve as determined by the Executive Committee in the event of the absence or incapacity of the President; shall appoint the six Division Chairs for the next biennium (who may, or may not, be persons then occupying that office) with the approval of the majority of the incoming Executive Committee; and shall have such other duties as may be assigned by the President of the association.

Section 3. Second Vice-President: The Second Vice-President shall serve as determined by the Executive Committee in the absence or incapacity of the President and/or First Vice-President; shall be responsible for directing the activities of the Division Chairs; and shall have such other duties as may be assigned by the President of the association.

Section 4. Executive Secretary-Treasurer: The Executive Secretary-Treasurer shall keep a record of all meetings of the association, its Board of Directors, and its Executive Committee; shall be responsible for all funds; shall disburse such funds as approved by the President (except that amounts in excess of one hundred dollars must be approved by the Executive Committee); and shall be bonded. The financial records of the association shall be audited by a qualified and impartial auditor or C.P.A. within sixty days following the close of the fiscal year. The Executive Secretary-Treasurer shall execute the various projects and procedures as assigned by the Executive Committee; shall maintain the archives of the association, including historical items; and shall file copies of official publications, and records of outdated business matters.

Section 5. Immediate Past-President: The duties of the Immediate Past-President will be determined largely by the needs of the association and the incumbent President. The Immediate Past-President shall serve as determined by the Executive Committee in the absence or incapacity of any member of the Executive Committee, may call and will preside over meetings of the advisory council of Past-Presidents, and shall serve as the chair of the Nominating Committee for national officers and shall arrange for the assembly of that committee during the first two days of the annual meeting.

Section 6. Chairs of the Divisions: It shall be the first duty of incoming Division Chairs to select State Chairs (who may, or may not be persons then occupying that office) for states within their various divisions to serve during their term of office. These appointments should be made and approved by the First Vice-President (President-Elect) before the opening date of the summer business meeting. It shall also be the duty of the Division Chairs to organize, promote, and supervise their respective divisions, especially in working with officials to establish NBA

sponsored programs at important meetings and conventions within each division, and to supervise and aid the state chairs within each division in any way that may benefit the association.

Section 7. Chairs of the States: It shall be the duty of the state chairs to promote NBA within their respective states, to encourage membership in NBA in every possible way, and to carry out the directives of the Second Vice-President and of the divisional chairs.

Section 8. International Chair: On appointment by the President-Elect, it shall be the first duty of the incoming international chair to select chairs for foreign countries to serve during the chair's term of office, who may, or may not be persons then occupying those offices. These appointments must be made and then approved by the First Vice-President (President-Elect) before the opening date of the summer business meeting. It shall also be the duty of the international chair to organize, promote, and supervise foreign country chairs, especially in working with officials to establish NBA sponsored programs at important meetings and conventions, and to supervise and aid the foreign country chairs in any way that may benefit the association.

Section 9. Foreign Country Chairs: It shall be the duty of the foreign country chairs to promote NBA within their countries, to encourage membership in NBA in every possible way, and to carry out the directives of the international chair.

Section 10. Executive Committee:

- A.** The Executive Committee is the executive branch of the NBA charged with the responsibility of carrying out policies and procedures established by the board of directors and the membership.
- B.** The first meeting of the incoming NBA Executive Committee shall take place at a place and time designated by the incoming President.
- C.** A summary of the minutes of the Executive Committee meetings will be printed in the *NBA Journal*.
- D.** The Executive Committee, under the leadership of the President, will establish the agendas for the Board of Directors meetings and for the annual meetings of the NBA.
- E.** The Executive Committee shall hold meetings in conjunction with the annual NBA meeting. Other business will be transacted as necessary.

Section 11. Board of Directors.

- A.** The Board of Directors is the legislative branch of the NBA charged with the responsibility of formulating policies and procedures as recommended by the executive committee.
- B.** A summary of the minutes of Board of Directors' meetings will be printed in the *NBA Journal*.
- C.** The Board of Directors will hold annual meetings in conjunction with the annual NBA meeting.

ARTICLE II - ELIGIBILITY FOR OFFICE

No person shall be considered eligible for an executive office in NBA who has not been a bonafide member in good standing for the previous three consecutive years.

ARTICLE III - DISPOSITION OF ASSETS IN CASE OF DISSOLUTION

In the event of dissolution, the residual assets of the organization will be distributed according to regulations described in Section(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of the most current Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE IV - LIMITATION OF RESPONSIBILITY OF THE OFFICERS

The authority and responsibility for the management and for the maintenance of the good will and credit of the association is vested in the Executive Committee, but it is expressly understood that neither the Executive Committee nor any member thereof, nor any member of the association shall be required to accept personal financial responsibility for the duly authorized bills or obligations, or for suits or litigation that may develop from authorized activities of the organization carried on in good faith and in pursuit of the objectives, purposes, and activities prescribed or authorized by the constitution and by-laws.

ARTICLE V - FILLING OF VACANCIES

In the event that a vacancy in an office should occur, and the procedure for filling the vacancy is not specifically provided elsewhere in the NBA Constitution or By-Laws, then the President shall appoint a qualified NBA member to fill the position, subject to approval by a majority of the NBA Executive Committee. Such an interim appointment will be only for the remainder of the current term of office.

GUIDELINES AND PROCEDURES FOR THE NBA HALL OF FAME BOARD OF ELECTORS

1. Nomination applications may be obtained from the NBA Executive Secretary- Treasurer.
2. Nominees should have distinguished themselves as conductors of bands and band music.
3. Nominees will be considered only after the age of 65 or if deceased.
4. In the event of a living person, the nominee's permission will be obtained by the nominator prior to being presented for election.
5. Each nomination will be accompanied by a certified check in the amount of \$2400 made payable to the "NBA Hall of Fame, Troy University Foundation." The donation of \$2400 is tax exempt. In the event the nomination is not approved by the Board of Electors, the nomination materials and check will be returned.
6. Nominations may be received by the Board of Electors.
7. Nominations are open to all persons regardless of sex, color, religion, or ethnic background.
8. Copies of all nominations and related information will be circulated to the members of the Board of Electors at least 60 days prior to the annual meeting.
9. Any member of the Board of Electors who finds it necessary to be absent from the annual meeting must send a proxy or an absentee ballot to the Chair of the Board of Electors. (Note: The chair votes a proxy, whereas the absentee ballot represents what the board member desires.)
10. It takes the approval of four of the five voting members including proxies or absentee ballots for election to the Hall of Fame. The chair will not vote except to cast a proxy or if the chair's vote is necessary to raise the total of votes to five.
11. Procedures at the meeting of the Board of Electors:
 - Step 1.** The meeting is a closed meeting. Should the chair be absent, the chair must have appointed another Board member to serve as chair.
 - Step 2.** The candidate is thoroughly discussed in view of the submitted credentials and, by secret ballot, the Board of Electors will:
 - A. Accept the candidate.
 - B. Defer the candidate for further consideration until the next meeting.
 - C. Return the nomination, unaccepted, to the sponsor.
 - D. In the event that the nomination is deferred or returned as unacceptable for three consecutive meetings of the Board of Electors, the candidate will be ineligible for further consideration.

11. Procedures at the meeting of the Board of Electors: (continued)

Step 3. The Board of Electors submits the name of the successful candidate to the NBA Executive Committee for approval.

Step 4. The Executive Committee informs the Board of Electors of its decision.

Step 5. The Chair of the Board of Electors informs the Chair of the Board of Directors, who informs the successful candidate and/or sponsor of his/her election to the Hall of Fame.

Step 6. The Chair of the Board of Electors routes all publicity information on the successful candidate to the office of the Executive Secretary-Treasurer. This information is released from that office to:

- A. National music and other publications
- B. The Laureate's hometown newspaper(s)
- C. TV and radio stations
- D. State publications
- E. *NBA Journal*
- F. Social media (Facebook, Twitter, etc.)

Step 7. Induction of the successful candidate will take place at Troy University in Troy, Alabama. Inductions will occur on a biennial basis, unless problematic, on a date to be determined by the NBA Executive Committee and the Hall of Fame Board of Directors.

**ARTICLES OF INCORPORATION AND BYLAWS
FOR THE
NBA FOUNDATION
ON THE FOLLOWING PAGES (13-18)**

**ARTICLES OF INCORPORATION OF
NATIONAL BAND ASSOCIATION FOUNDATION, INC.**

KNOW ALL MEN BY THESE PRESENT that the undersigned propose to form a nonprofit corporation, having no capital stock, for public civic purposes as hereinafter set forth, from which no private pecuniary profit is derived, under the provision of Kentucky Revised Statutes Sections 273.161 to and, seeking a certificate of authority therefore, submit the following Articles:

ARTICLE I - NAME

The name of the corporation shall be National Band Association Foundation, Inc.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSES

The purposes for which this corporation is organized are charitable, educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation include, but are not limited to:

1. Soliciting funds from donors to support the purposes of the Corporation.
2. Distributing grants to provide support for National Band Association Foundation, Inc. to include: mentoring, supporting projects, research projects, band directors, and students.

ARTICLE IV - DISSOLUTION

If it becomes necessary at any time for the distribution of assets or dissolution or final liquidation, said assets shall be turned over to another similar exempt organization of similar purpose and function, preferably an organization organized under Kentucky law but not necessarily so.

ARTICLE V - REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be, 123 Oakwood Dr., Morehead, KY 40351-9759, and the registered agent at that address shall be Susan D. Creasap.

ARTICLE VI - PRINCIPAL OFFICE ADDRESS

The mailing address of the corporation's principal office shall be 123 Oakwood Dr., Morehead, KY 40351-9759.

ARTICLE VII - DIRECTORS

The corporation shall have not less than three (3) and not more than twenty-five (25) directors. The names and addresses of the persons to serve as initial directors are as follows:

Susan D. Creasap
123 Oakwood Dr.
Morehead, KY 40351-9759

Cody Birdwell
3430 Chestnut Hill Lane
Lexington, KY 40509

Joe Allison
129 Redwood Dr.
Richmond, KY 40475

Gary Schallert
623 Newberry St.
Bowling Green, KY 42103

Stephen Gage
97 Alverne Dr.
Poland, OH 44514

Richard Crosby
212 Delmar Drive
Richmond, KY 40475

ARTICLE VIII - INCORPORATOR

The incorporator of this corporation is Susan D. Creasap, whose address is 123 Oakwood Dr., Morehead, KY 40351-9759.

Susan D. Creasap, Incorporator

**BYLAWS OF THE
NATIONAL BAND ASSOCIATION FOUNDATION, INC.
(a Kentucky Not-for-Profit Corporation)**

ARTICLE ONE - PURPOSE AND AFFILIATION

The purpose of this entity is as set out in the Articles of Incorporation, to wit: The purposes for which this corporation is organized are charitable, educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation include, but are not limited to:

1. Soliciting funds from donors to support the purposes of the Corporation.
2. Distributing grants to provide support for National Band Association, Inc. to include: mentoring, supporting projects, research projects, band directors, and students.

ARTICLE TWO - OFFICES

1. Business Offices: The principal office of the Foundation shall be as set out in the Articles of Incorporation or at such other place as may be decided upon by the Board of Directors. The Foundation may have such other offices either within or without the County of Rowan, Kentucky as the Board of Directors may determine or as the affairs of the Foundation may require.
2. Registered Office: The Foundation shall have and continuously maintain in the Commonwealth of Kentucky a registered office and a registered agent for service of process. The registered office may be, but need not be identical with the principal office and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE - THREE MEMBERSHIP

This Foundation shall have no members.

ARTICLE FOUR - BOARD OF DIRECTORS

1. General Powers: The affairs of the Foundation shall be managed by its Board of Directors.
2. Number and Tenure: The number of Directors shall be not less than three (3) nor more than twenty-five (25). Each Director shall hold office until his successor shall have been elected or appointed unless sooner removed for cause.
 - a. In view of the necessity of having available the talents of all Directors in the conduct of the Foundation's business, the Board of Directors may set a minimum number or percentage of meetings that a Director must attend annually to retain his seat on the Board of Directors.

- b.** Any Director may resign at any time by giving written notice to the President or Secretary of the Foundation. Such resignation shall take effect at the time specified therein. Any Director may be removed at any time by the Board of Directors of the National Band Association Foundation, Inc. at its sole discretion.
- 3.** Appointment of Directors: Initially, and for increases or decreases in board size, one-third of the members of the Board of Directors shall be appointed for a term of one year; one third of the members shall be appointed for two-year terms; and the remainder shall be appointed for three-year terms. This will be determined by draw initially and by rotation otherwise. Thereafter, each term shall be three years. The Board of Directors shall appoint Directors who are able to participate effectively in the discharge of the Board's responsibilities and are mature and of sound mind and good moral character.
- 4.** Regular Meetings: An annual meeting of the Board of Directors shall be held without other notice than this bylaw. If the Board of Directors so choose, they may schedule regular meetings to occur monthly, quarterly or at such frequency as they may deem necessary.
- 5.** Special Meetings: Special meetings of the Board of Directors may be called at the request of the President or of a majority of Directors then in office. The person(s) calling the special meeting may fix a place within the Commonwealth of Kentucky (within or without the County of Rowan) or any other location and time for the meeting and shall give written notice at least twenty days prior thereto. Attendance at such a meeting shall constitute a waiver of notice of such meeting unless objection is made at the time the meeting is convened.
- 6.** Electronic Meetings: Since there may be occasions when action is required by the Board of Directors before the next scheduled meeting and more quickly than a Special Meeting can be called, an electronic recording of votes shall be valid in the following circumstance:
 - a.** The President (or Vice-President if the President is incapacitated or action is required in regard to the President) determines there is sufficient urgency to require an electronic meeting.
 - b.** A vote by electronic means (e-mail, telephone or facsimile transmission) is secured by the secretary, or another officer if the secretary is the subject of the vote, from two thirds of the Directors.
 - c.** At the next scheduled meeting of the Board of Directors, the action taken shall be ratified or repudiated as an item of Unfinished Business.
- 7.** Quorum: Three fifths of the total number of the current Board of Directors present at any meeting held after proper notice is given shall constitute a quorum for the transaction of business at any meeting of the Board, except that the minimum number to transact business shall be three (3).
- 8.** Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors present and voting at any

meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

9. Committees: There may be such Ad Hoc Committees as the President shall determine are necessary for the efficient conduct of the affairs of the Foundation. The terms of such Ad Hoc Committees shall expire after one year unless appointed for a longer period. The President shall appoint the Chairmen and Vice Chairmen of such Ad Hoc committees, who shall be Directors. The Chairmen of the committees shall submit the names of their committee members, who need not be Directors, to the President for approval.
10. Compensation: Directors as such shall not receive any salaries for their services but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefore.

ARTICLE FIVE - OFFICERS

1. Officers: The officers of the Foundation shall be a President, Vice-President, Secretary and Treasurer. Any two or more offices may be held by the same person except the offices of President and Secretary.
2. Election and Term of Office: The officers of the Foundation shall be Directors who are elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected, unless a vacancy occurs by resignation, act of God or removal from the board in accordance with Article Four, Section 2. In the event of a vacancy in the office of President, the Vice-President shall succeed to the Presidency. If the office of Vice-President becomes vacant, a new Vice-President shall be elected at the next meeting of the Board of Directors. If the office of Secretary or Treasurer becomes vacant, successor(s) shall be elected at the next meeting of the Board of Directors.
3. Compensation: Officers of the Foundation shall be entitled to such reasonable reimbursement of expenses as shall be fixed or allowed by the Board of Directors.

ARTICLE SIX - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the accepted reference for conduct of meetings of Directors or officers and shall govern its proceedings when not in conflict with these bylaws.

ARTICLE SEVEN - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

The Board of Directors may authorize any officers or agents of the Foundation to enter into any

contract or execute and deliver any instrument, and sign checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Treasurer, subject to the approval of the Board of Directors, may select. Disbursement of the funds of the Foundation shall not be made without the signatures of any two of the officers of the Foundation.

ARTICLE EIGHT - BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account, and all books and records of the Foundation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE NINE - INDEMNIFICATION

1. The Foundation shall indemnify each member of the Board of Directors and each officer and every former member of the Board of Directors and former officer, his or her heirs, executors and administrators against all costs, expenses, and liability, including settlements approved by the Board of Directors, reasonably incurred or imposed upon him or her in connection with or resulting from any action, criminal or otherwise, suit or proceeding, or the settlement or compromise thereof prior to final adjudication to which he or she is or may be a party by reason of his or her being or having been a member of the Board of Directors or an officer of the Foundation, except in relation to matters in which he or she is finally adjudged in such action, suit or proceeding to have been negligent or derelict in the performance of his or her duty as a member of the Board of Directors or as an officer. Provided, however, that in criminal actions the Director or officer, or former Director or officer had no reasonable grounds to believe that his or her conduct was unlawful.
2. Insurance: The Board of Directors may purchase such insurance as is necessary to effectuate this policy of indemnification.
3. Standards of Conduct Determined: In the event that a question arises as to whether or not a Director or officer or former Director or former officer has met the standards of conduct herein above set forth in the Article, such questions shall be conclusively determined by the Board of Directors acting by a quorum consisting of Directors who are not involved in such claim, action, suit, or proceeding or by written opinion of reputable, disinterested legal counsel selected by the Board of Directors.

ARTICLE TEN - AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two thirds majority of the Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors, if written notice is given of the intention to alter, amend or repeal or adopt new bylaws at such meeting and a copy of the proposed amendment(s) or new bylaws shall have been supplied to Directors at least two (2) weeks prior to the meeting.