
Madison Drum & Bugle Corps Association

By-laws

Updated: October 26, 2008

Article I: Organization

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

Section 2: The Association is located in the County of Dane, State of 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: Objectives

Section 1: The primary objective 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: Associated objectives are to preserve and build on the great tradition of the Madison Scouts Drum and Bugle Corps that has grown since 1938; to appropriately represent Madison, Dane County, Wisconsin, America and the drum and bugle corps activity worldwide; and to stimulate interest in the study and teaching of music and the arts.

Article III: Membership

Section 1: Voting members are those persons age 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 for the current fiscal year, OR
- The individual must volunteer a minimum of 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 in October of each 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 voting members of the association.

Section 2: A quorum consisting of at least 25 voting members of the Association shall be required and conducting all official business.

Section 3: Notice of the annual business/election meeting will be made no less than 10, nor more than 50, days to the scheduled meeting via the Association's website or in the periodic newsletter (the Fleur-de-Lis) and shall include date, time, place, and purpose. Special Association meetings will be announced in the same manner. A member must be present at the meeting to vote.

Article V: Board of Directors

Section 1: The government of the association shall be vested in the Board of Directors.

Section 2: Members of the Board are expected to actively participate in committee assignments, attend all meeting, and act as a communication link with those interested in the affairs of the Association.

Section 3: The Board shall have the responsibility of leadership development for the Association.

Section 4: The Board shall consist of 9 – 15 voting members and the Executive Director (ex-officio).

Section 5: Each year three Board members will be elected for a three-year term by a simple majority vote of the voting members of the Association at the annual business meeting. Thus, nine 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 remaining board positions may be filled by appointees to a one-year term by the elected nine Board members if interested and qualified candidates are available.

Section 6: Each elected Board member's term expires after the annual election in which his Board position has been filled. Appointed Board members' terms expire after the annual election. Vacancies will be filled by the Board until the next annual election.

Section 7: There shall be a minimum of nine regular meetings of the board each year. Special Board meetings may be held at the call of the Board president or any five Board members upon call to the Board president. Board meetings will normally be held monthly. 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 consecutive unexcused absences or three unexcused absences within a single business year will forfeit his board position.

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: Any Board meeting can be closed temporarily at the request of any Board member and with Board approval.

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, the entire Board selects from its membership a president, vice-president, and treasurer. A simple majority of the total Board members voting will elect an officer. A candidate for a Board office may vote in that same election. 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 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 monthly Board meetings on the 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 on the activities and decision of the Executive Committee.

Section 5: The Treasurer shall be responsible to see that books of account are properly maintained and that expenditures of the Association are in agreement with the budget approved by the Board. He shall be responsible for submission of reports to governmental and tax authorities.

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. The Committee's actions are subject to approval or modification by the full Board at its next meeting.

Section 2: The Nominating Committee is made up of three persons serving the second year of their three year term. 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 and for Board officer positions.

Section 3: The Finance Committee is made up of the President, the Treasurer, and one other Board member, named by the President. The Treasurer will serve as the Chairman of the Finance Committee. Independent audits are to be scheduled by this committee at least bi-annually.

Section 4: The Historian Committee is appointed by the president subject to Board approval and is responsible for maintaining the historical achieves of the Association.

Section 5: Special committees as required may be created by the president subject to Board approval.

Section 6: 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 need for. Terms and conditions of each selection and agreement are subject to at least annual Board review and approval.

Section 2: The Executive Director has an annual performance review by the Executive Committee in September and is responsible to the Board for the successful management of the Association. He will have complete responsibility and authority to manage within the constraints of Association by-laws, Board policy, and the current budget. He will be responsible for the budget which will be presented to the Board for approval in November and reviewed by the Finance Committee in February, May, and August after DCI Finals. The Finance Committee will present its findings to the full board in September. A year-end report will be made to the full board after the close of the fiscal year. He will act as an ex-officio member of all committee. All managerial, teaching and support staff are appointed by and responsible to the Executive Director.

Article IX: Additional Administrative Matters

Section 1: The fiscal year shall be November 1st through October 31st.

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 Board of Directors shall ensure that adequate insurance is procured and maintained for all necessary facts of the Association's operation.

Section 4: The logo and symbol of the Association will be the outline of a fleur-de-lis. 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 shall be prohibited.

Section 5: 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. 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 changes in the periodic Corps newsletter no fewer than 10 days, nor more than 50, days prior to the meeting. Any changes in the by-laws shall become effective 60 days after publication on the Association's website or in the periodic Association newsletter.

Section 6: 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 7: The Association shall use all of its efforts and funds to accomplish the objectives and purpose 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.