

GREATER SAN ANTONIO COMMUNITY BANDS ASSOCIATION

CONSTITUTION

&

BY-LAWS

AS APPROVED BY THE BOARD OF DIRECTORS

Current as of DATE 10/30/2021

ARTICLE I: INCORPORATION

The name of the association shall be:

GREATER SAN ANTONIO COMMUNITY BANDS ASSOCIATION

(aka GSACBA)

Incorporated in the State of Texas, it is a Not-for-Profit corporation organized exclusively for musical, charitable, religious, educational and scientific purposes, which shall always remain non-partisan and non-political.

ARTICLE II: OBJECTIVES

It is the overall purpose of the Greater San Antonio Community Bands Association to serve community bands with the following specific purposes:

- 1. Synergize the efforts of community bands in the greater San Antonio area**
- 2. Establish and manage the community bands music festival**
- 3. Harmonize efforts for musician recruitment among bands**
- 4. Offer performance planning coordination among bands**

- 5. Organize collaborative ventures with composers and arrangers**
- 6. Spearhead innovative fundraising initiatives**
- 7. Coordinate joint musical performance opportunities**

ARTICLE III: MEMBERSHIP

Membership to the GSACBA shall be open to Community Bands, individuals, corporations and organizations who support the objectives of the GSACBA. There shall be annual and life memberships made available. Specific membership requirements, categories and their benefits shall be periodically established by the Board of Directors and are delineated in the bylaws.

Dues may be established by the Board of Directors. Dues period shall coincide with the calendar year, which shall be January through December.

ARTICLE IV: GOVERNANCE

Section 1. Responsibility

- a. The governance of the Greater San Antonio Community Bands Association shall be entrusted to the Board of Directors (BOD).**
- b. Membership to the Board of Directors shall be reserved to a duly elected board member of a community band and/or appointed music director of a community band.**
- c. Each Community band will have only one (1) vote on all issues under consideration by the Board of Directors.**
- d. Membership to the Board of Directors will be reported by December 31st, or when changed, by the individual community bands to the secretary for verification and credentialing for attendance to meetings and voting on motions.**

Section 2. Executive Committee

- a. The Board of Directors shall elect the members of the Executive Committee.**
- b. Only members of the Board of Directors shall be elected to the EXCOM**
- c. The Executive Committee (EXCOM) shall be composed of the President, Vice-President, Treasurer, Secretary and one member at large from the BOD as decided by the BOD on a rotating annual basis.**
- d. The BOD shall elect the President, Vice-President, Treasurer and Secretary.**
- e. Terms for all Executive Committee members shall be for two years and shall coincide with the start of the fiscal year of the association (January 1).**
- f. The President and Secretary shall be elected on odd numbered years and the Vice-President and Treasurer shall be elected on even numbered years.**
- g. The Executive Committee is charged with the day-to-day operations of the association and is authorized to make decisions on behalf of the association, represent the association in the negotiation of contracts, execute the expenditure of funds, address emergency issues or any other responsibility authorized by the Board of Directors.**
- h. All decisions of the Executive Committee take effect immediately and remain in effect until approved, amended or rescinded by the Board of Directors.**

Section 3. Elections

- a. Each community band must report the election of BOD representatives to the GSACBA secretary no later than December 31 of each year.**

- b. The Secretary of the GSACBA shall conduct the election of the Vice-President and Treasurer during the November board meeting meeting in even numbered years and the Vice-President shall conduct the election during the board meeting in November for the President and Secretary in odd numbered years.**

Section 4. Voting

- a. Voting must be done in person, via video teleconference or via email as directed by the President, during a regularly scheduled meeting that has been advertised at least 72 hours in advance.**
- b. If a member of the Board of Directors or EXCOM cannot attend a meeting he/she may designate a proxy to cast votes on his/her behalf. Proxies must be reported to the Secretary prior to any meeting or vote.**

Section 5. Quorum

- a. A minimum of $\frac{2}{3}$ from the voting representatives must be present for the Board of Directors to conduct business at any regularly scheduled meeting.**
- b. At least three members of the Executive committee members must be present for the EXCOM to conduct business in order to establish a quorum.**
- c. Members of the Board of Directors or the Executive Committee may be present in electronic format, telephonically or virtually to vote on pending motions.**

Section 6. Fiscal Year

- a. The Fiscal year of the Association shall be from January 1 to December 31.**
- b. Taxes shall be submitted to the IRS no later than May 15 in accordance with current applicable tax law.**

Section 7. Conflict of Interest

- a. Definition: a situation in which a Board of Directors or Executive Committee member is in a position to derive personal benefit from actions or decisions made in their official capacity.**
- b. Whenever a Board of Directors or Executive Committee member has a financial or personal interest in any matter coming before the Board of Directors or Executive Committee, the Board of Directors or Executive Committee shall:**
 - 1. Ensure that the interest of such officer, chair, staff member or member is fully disclosed to the Executive Committee or the Board of Directors.**
 - 2. No interested officer, chair, staff member or member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Executive Committee or BOD meeting at which such matter is voted upon.**
 - 3. If an Executive Committee Member, Board of Director, chair, staff member or member fails to recuse him/herself from a matter or motion and/or vote of which they have an obvious or established conflict of interest, the EXCOM will have full right and obligation to recuse the member without their voluntary consent.**
 - 4. Any transaction in which an officer, chair, staff member or member has a financial or personal interest shall be duly approved by members of the Executive Committee not interested or connected as being in the best interests of the association.**
 - 5. Payments to the interested officer, chair, staff member or member shall be reasonable and**

shall not exceed fair market value, if justified and approved by the executive committee.

6. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, recusal and/or rationale for approval.

Section 8. Appointed Staff

- a. The Board of Directors shall determine all appointed staff positions.
- b. The President shall fill all appointed positions with approval by the EXCOM.
- c. The term of office for all appointed positions shall coincide with the term of office of the President who makes the respective appointments. All persons so appointed shall serve at the discretion of the President.
- d. Appointed staff members will be supervised and evaluated by the Executive Committee.
- e. The Board of Directors will have the right to excuse or terminate any appointed staff member who fails to fulfill their duties, defrauds the association, commits any crime, creates a perception of any impropriety or otherwise represents the association in a manner contrary to its objectives.

ARTICLE V: PARLIAMENTARY PRACTICE

The rules contained in Robert's Rules of Order, current edition, revised, shall govern the GSACBA in all cases which are applicable and in which they are not inconsistent or conflicting with the Constitution or Bylaws of the GSACBA.

ARTICLE VI: NONDISCRIMINATION

It is the policy and commitment of the Greater San Antonio Community Bands Association that it does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

ARTICLE VII: AMENDMENTS

This Constitution may be amended, altered, or repealed, by two-thirds (2/3) affirmative vote of the Board of Directors of the GSACBA, with a quorum present (or via video teleconference). Changes to the constitution must be read and voted on in two subsequent regular meetings.

GREATER SAN ANTONIO COMMUNITY BANDS ASSOCIATION

BY-LAWS

Section I: Membership

- a. Membership in the association will be authorized into five categories.**
 - i. Band, individual, corporate, honorary and life.**
 - 1. Bands will be authorized membership as reviewed by the EXCOM and approved by the BOD.**
 - 2. Individual membership will be approved by the Executive Committee.**
 - 3. Corporate membership will be approved by the EXCOM.**
 - 4. Honorary memberships will be approved by the EXCOM.**
 - 5. Life memberships will be approved by the BOD.**
 - ii. All applications for membership will be reviewed by the EXCOM.**
 - iii. Application forms and stipulations will be determined by the EXCOM.**

Section II: Membership dues

- 1. Members who have paid their dues, in full, for the year, as determined by the secretary, and are not in arrears are considered “Members in good standing.”**
 - a. Band**
 - b. Individual (Apprentice and Individual) (Definition)**
 - c. Corporate**
 - d. Honorary**
 - e. Life membership**

f. Student

Section III: Elections

a. Nominations

- i. Only members in good standing may nominate a person of the association to serve in any office of the association as determined by the Secretary except for the EXCOM.**
- ii. Individuals who are NOT members of the association may NOT serve in any capacity in the association.**

b. Voting

- i. Voting for all offices will be done by the board of directors.**
- ii. Voting for all offices will be done by mail in ballot or email or other mean as determined by the secretary.**

Section IV: Duties of Officers

- a. Board of Directors**
- b. Executive Committee**
- c. President**
- d. Vice-President**
- e. Treasurer**
- f. Secretary**
- g. At-Large member**

Section V: Committees

- a. Executive Committee**
- b. Community Band Festival Committee**
 - i. Food**
 - ii. Beverage**
 - iii. Parking**

iv. Band Coordination

- 1. GSACBA member bands must perform at the Music festival in order to receive a distribution of funds raised during the festival.**

- c. Sheet music/Publishers Committee**
- d. Fundraising/Grant Committee**
- e. Instrument Lending Committee**
- f. TMEA/TBA Committee**
- g. Fiesta Committee**
- h. Recruiting Committee**
- i. Public Affairs/Marketing Committee**
- j. Finance committee**
- k. Fundraising Committee**
- l. Library Committee**
- m. Recruiting Committee**
- n. Public affairs committee**

Section VI: Vacancies

- a. Vacancies on the Board of Directors will be filled by the individual member bands' board of directors or the membership of that band.**
- b. Staff vacancies will be filled by the President with approval of the Executive Committee.**
- c. If a member band fails to appoint a representative to the BOD, the Executive Committee will appoint a representative from that band with approval of the board of directors.**

Section VII: Meetings

- 1. An annual general membership meeting will take place each January and will have plenipotentiary powers to direct the activities of the association.**
- 2. General membership meetings must have a quorum of $\frac{2}{3}$ of members in good standing present, as verified by the secretary, in order to conduct business.**
- 3. Meetings of the BOD will be held at the discretion of the BOD or the President of the EXCOM or on a quarterly basis beginning in January.**
- 4. Meetings and agenda will be announced at least 72 hours in advance via email, text, USPS mail or other means as deemed appropriate by the EXCOM.**

Section VII: Use of electronic means for voting and business discussions