



MINNESOTA BRASS

Proposed Bylaws Changes Background and Explanation

The bylaws of Minnesota Brass Incorporated are one of the key guiding documents of the organization. The bylaws are the rules that guide the organization and, in particular, the board of directors in making key decisions. The bylaws do not outline every process for the organization but speak to the foundational tasks involved in governance.

In 2010, the organization pursued a significant revision of the bylaws. Additional changes were made in 2015 to make some clarifications. As the organization has evolved, the board has tried to keep the bylaws up to date with our reality while maintaining a consistent philosophy and approach.

Below are some brief explanations for the proposed changes to the bylaws. All of the changes are also annotated in the draft revision. These changes are recommended for approval by the Board of Directors. Current members will vote to accept or reject these proposed changes at the Annual Meeting scheduled for October 7, 2019.

Article 1:

This changes the purpose of the organization to align to the mission. Minnesota Brass is no longer solely focused on a drum and bugle corps and now exists as a multi-ensemble organization which may or may not include a competitive drum and bugle corps.

Article 2:

This change reduces the amount of time required to announce the annual meeting from 30 days to 14 days to assure consistency throughout the organization. All required notifications of members are now aligned at 14 days if this change is approved.

Article 3:

This change allows the board and treasurer to be elected from beyond the board membership. This allows for greater flexibility and the opportunity to seek specific skills that may not be readily available among the board members.

Article 4

(4.1) This change removes the requirement to have a performing member sitting on the board. This change was debated significantly by the board as the desire to have membership perspective and experience represented during board deliberations is highly valued. However, in practice, it has been difficult to assure a consistent performing member among the board's membership. A current performing member is still eligible to sit on the board and the board is still able to establish new pathways of communication to the membership, but this change would eliminate the *requirement* that a performing member always be on the board.

(4.10) New language is proposed to assure transparency of the board's meetings and decisions. In recent years the board has dealt with controversial decisions that has led to questions of open meetings, closed meetings and transparency. The new language clarifies that all meetings of the board are always open to the corporate members; that the board may allow public comment; that the board may close meetings when necessary and that the records of the board are open to the membership. Although a bit technical, the language in these sections makes a distinction between 'corporate members' which generally includes all performing members/staff/volunteers and the public at large which would include anyone.

Closing meetings may be required to address sensitive issues such as personnel matters. For example, the board has occasionally received reports of misconduct and heard from the Conduct Review Committee about investigations and/or recommendations for action. The board may also choose to interview staff in a closed setting while making hiring decisions. The threshold for closing a meeting is specifically set at a high level (2/3 vote).

Article 5

These changes are clarifications.



MINNESOTA BRASS

Revised as approved/endorsed 9/2010
Revisions Approved 11/11/2015
Proposed Revisions for October, 2019

Article 1 Offices and Purpose

Section 1.1. Registered Office. The registered office of the corporation in Minnesota shall be that set forth in the article of incorporation or in the most recent amendment of the articles of incorporation or resolution of the directors filed with the secretary of state of Minnesota changing the registered office.

Section 1.2. Other Offices. The corporation may have such other offices, within or without the state of Minnesota, as the directors shall, from time to time, determine.

Section 1.3. Purpose. The corporation's primary purpose shall be to ~~create and maintain a competitive, all-age drum and bugle corps.~~ create ensembles and events rooted in the drum and bugle corps tradition

Commented [EM1]: Recommend change to reflect current mission

Article 2 Membership

Section 2.1. Non-Discrimination.

Minnesota Brass strives to create an inclusive, welcoming environment for participants and staff. No person shall be discriminated against in the terms and conditions of membership, employment, personnel practices, or access to and participation in, programs, services, and activities with regard to race, sex, color, creed, religion, age, national origin, disability, marital status, status with regard to public assistance, sexual orientation, gender identity, or gender expression.

Section 2.2. Corporate Members. The Board of Directors is responsible for establishing, monitoring and adhering to a Corporate Membership Policy that defines membership requirements in the organization. The policy must assure that all performing members in any Minnesota Brass ensemble, active staff, active volunteers and non-performing members meeting defined financial and participation obligations are eligible for membership.

The Board of Directors is the final authority on determining the membership status of any individual.

Section 2.3. Suspensions. The Executive Director may, at any time, suspend membership due to non-compliance with established policies and procedures and/or failure to remain current with the approved dues structure.

Section 2.4. Terminations. Membership may be terminated at any time due to conduct injurious to other members or to the interest of this organization. Membership termination shall be effected by a two-thirds vote of the Board.

Section 2.5. Meetings. An annual meeting will be held at a time and place determined by the Board for the purpose of reporting to the membership on the financial health of the organization and any other pertinent matters. Members must receive at least 30 days notice prior to the annual meeting.

Other meetings may be called by the Board of Directors at any time. Corporate Members must receive at least ~~30~~¹⁴ days notice prior to the meeting.

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Notice, in any requirement of these bylaws, may include electronic, online or mail notifications that are accessible to all Corporate Members.

2.5.1 Voting. At each meeting of the Corporate Membership, each member of the Corporate Membership having the right to vote shall be entitled to vote in person. Each member of the Corporate Membership, unless the articles of incorporation or statutes provides otherwise, shall have one vote. Upon the demand of any member of the Corporate Membership, the vote upon any question before the meeting shall be by ballot. All questions shall be decided by a majority vote of the Corporate Membership entitled to vote and present at the meeting at the time of the vote except if otherwise required by statute, the articles of incorporation, or these bylaws.

2.5.2 Waiver of Notice. Any member of the Corporate Membership may waive notice of any regular or special meeting before, at or after such meeting orally or in writing signed by such member of the Corporate Membership or a representative entitled to vote for a member or members of the Corporate Membership. A member of the Corporate Membership, by attending any meeting of the Corporate Membership, shall be deemed to have waived notice of such meeting, except where the member of the Corporate Membership objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on the item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 2.6. Quorum. A quorum of voting membership shall consist of five (5) members of the corporation.

Article 3 Corporate Officers and Staff

Section 3.1. Officers. There shall be two officers of the Board, consisting of a Chair and Treasurer. The Corporation may also establish other officers as determined by the Board.

Section 3.2. Officer Elections. Officers shall be elected annually at the regular October Board meeting, or at any time a vacancy exists. Each officer shall hold office for a one year term or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. When a vacancy in an office exists mid-term, such office will be filled only to the end of the particular office's term.

Section 3.3. Duties of the Chair. The Chair shall serve as Chair of the Board; see that orders and resolutions of the Board are carried into effect; maintain records of and, when necessary, certify proceedings of the Board; and perform other duties as prescribed by the Board. The Chair may delegate responsibilities of the office as deemed to be necessary. **The chair shall be elected by the board and is not required to be a member of the Board.**

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Section 3.4. Duties of the Treasurer. The Treasurer shall have custody of the corporate funds and securities. The Treasurer shall keep account of all receipts and disbursements in books belonging to the corporation. The Treasurer shall not manage the charitable gambling funds, which shall be separate from the corporate funds. The Treasurer may delegate responsibilities of the office as deemed necessary. **The Treasurer shall be elected by the board and is not required to be a member of the Board.**

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Section 3.5. Duties of Recording Secretary. The Board may appoint a non-voting Recording Secretary to attend meetings of the Board where all proceedings and votes shall be recorded. The Recording Secretary shall be responsible for keeping the minutes of the meetings of the members and of the Board. The Secretary shall give notice of all meetings to the Board members and shall perform such duties as the Board may prescribe. If no Recording Secretary is selected, the Chair shall be responsible for insuring accurate minutes for all board meetings are created.

Section 3.6: President and Chief Executive Officer: The board is responsible for hiring a President and Chief Executive Officer (CEO). The President and CEO shall have general active management of the business of the corporation, oversee the gambling operation and staff, sign and deliver in the name of the corporation contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is otherwise expressly delegated by the articles,

bylaws or by the board to another officer or agent of the corporation. The President and CEO may also serve as Executive Director. The President and CEO reports to the Board of Directors. The Board of Directors may hire one or two individuals to fulfill the roles of President and Chief Executive Officer.

Section 3.7 Executive Director. The board is responsible for hiring an Executive Director to manage the day-to-day operations of all performing ensembles and staff. The Executive Director shall have the authority to appoint and terminate Corps management staff and instructional staff, with the advisement of the Officers and (if applicable) the President. The Executive Director reports to the Board of Directors.

Section 3.8 Gambling Manager. The CEO is responsible for nominating a Charitable Gambling Manager and/or Gambling Site Manager(s) to manage any gambling operation and ensure compliance with the rules adopted by the Charitable Gambling Control Board. The Board is responsible for approving the CEO's Gambling Manager nomination.

Article 4 Board

Section 4.1. Board Generally and Composition. The Corporation shall be managed under the direction of the board of directors (the "Board"). For purposes of these bylaws, the term "Director" is sometimes referred to herein as "Board Member."

The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees, if any. The Board shall consist of a minimum of five (5) Directors and a maximum of fifteen (15) Directors, which minimum and maximum number of Directors shall include the Chair and Treasurer. ~~As part of its composition, the Board shall always have at least one Current Performing Participant, as defined by this Section 4.1, as a Director.~~

~~For purposes of this Section 4.1, a Director shall be considered a Current Performing Participant if he or she is a performing participant in any ensemble for any part of the current calendar year, the current calendar year's full competitive summer drum corps program; or, in the event the current calendar year's full competitive summer drum corps program has completed its season, a Director shall be considered a Current Performing Participant if he or she intends to become a performing participant in the subsequent calendar year's full competitive summer drum corps program.~~

~~If at any time a Director elected to fulfill the requirement that the Board have at least one Current Performing Participant fails to meet the requirements of being a Current Performing Participant as set forth in this Section 4.1, the remaining Directors shall elect a new Current Performing Participant to finish such Board Member's term. If the election of a new Current Performing Participant causes the membership of the Board to exceed 12 members, then the previous Current Performing Participant shall forfeit their seat.~~

Section 4.2. Addition of New Directors. Additional Directors may be added at any time, subject to the maximum number of Directors allowed pursuant to these bylaws. The term for any such new Director position shall be determined as set forth in Section 4.3 provided, however, that if such new Director's initial term commences on a date other than October 1st, the Director's initial term shall be modified pursuant to Section 4.4.

Section 4.3. Terms. Unless otherwise provided herein, Directors shall serve two-year terms starting on October 1st (the "Term Commencement Date") and ending September 30th of the second consecutive calendar year that occurs after the Term Commencement Date. A Director may be elected for two additional consecutive two-year terms following the end of his or her initial term. Following three full consecutive terms, a Director may not again serve as a Director until at least one year after the expiration of such Director's last term. Each Director shall hold office until his or her successor is elected and qualifies. One-half of the Directors shall be appointed by the Board each year, provided that the total number of Directors appointed in any year may be one Director greater or less than one-half of the total number of Directors in the event the Board consists of an odd number of Directors.

Section 4.4. Certain Director's Terms Lasting Greater or Less Than Two Years. Notwithstanding anything to the contrary herein, if a Director's initial term commences between October 2nd and March 31st of two consecutive

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calendar years and the Director is not filling a vacancy that exists mid-term due to another Director's inability to act, resignation, or termination, the Director's term shall end on the second consecutive 30th day of September that occurs after the commencement of such Director's term.

If the Director's initial term commences between April 1st and September 30th of a calendar year and the Director is not filling a vacancy that exists mid-term due to another Director's inability to act, resignation, or termination, the Director's term shall end on the third consecutive 30th day of September that occurs after the commencement of such Director's term.

Section 4.5. Board Elections. The following procedures shall govern election to the Board of Directors:

4.5.1 Endorsement from the Board The Board of Directors must endorse a Director candidate by a simple majority vote in order to submit said candidate to the membership for ratification.

4.5.2 Notice to Members After endorsement from the board, the corporate membership must receive at least 14 days notice that a candidate has been endorsed to become a Director. Said notice must include the date, time and method of member voting.

4.5.2 Member Vote Members shall vote to ratify or veto the candidate. A simple majority of the Corporate Membership entitled to vote and present or participating in the meeting at the time of the vote shall be required to ratify the board's endorsement.

4.5.3 Electronic Member Voting Electronic voting may be used for a Board member election provided that members have consented to participate in electronic communication as outlined in Chapter 317A.450 of the Minnesota State Statutes known as the Minnesota Nonprofit Corporation Act. To be valid, a motion submitted to the membership shall contain, at a minimum, the name of the parties proposing and seconding the motion and the starting and ending date of the vote.

Section 4.6. Compensation. Board members shall not receive compensation for their services on the Board.

Section 4.7. Removal. Any Director, including the Chair, may be removed from office for any reason. A two-thirds vote of the Board shall be required to remove any Director, including the Chair, from his or her position.

Section 4.8. Vacancies. When a vacancy on the Board exists mid-term, the Chair must receive nominations to fill the vacancy from the remaining Board Members two weeks in advance of the Board meeting in which the Board will act to fill the vacancy. These nominations shall then be sent out to Board Members to review before being voted upon. The term of a Director elected to fill a vacancy to replace a previous Director shall be only for the balance of the term of the replaced Director.

Section 4.9. Voting. All members of the Board shall hold an equal vote, excluding the Chair. The Board Chair may only vote in the case of a tied vote. A quorum shall consist of at least sixty percent of the Boards' voting members. Unless otherwise provided by these bylaws, a simple majority is sufficient to approve a motion put forth before the Board. For purposes of meeting the quorum requirements of this Section 4.9, the Chair shall not be considered a voting member of the Board.

4.9.1 Absent Directors A Director may give the Chair advance written consent or opposition to a proposal to be acted on at a meeting of the Board. If such Director is not present at the meeting, consent or opposition to a proposal does not constitute presence for the purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Director has consented or objected.

4.9.2 Electronic Voting Electronic votes may be held between physical meetings for the purpose of resolving issues that need to be addressed between meetings. Electronic votes are called at the discretion of

the Chair. The motion shall contain, at a minimum, the name of the parties proposing and seconding the motion and the starting and ending date of the vote.

Section 4.10. Meetings. A monthly meeting shall be held for the purpose of transacting Corporation business. Meetings may be held electronically. A special meeting of the Board may be called at any time by the Board Chair or any three members of the Board. Notice of at least twenty-four hours shall be made to all Board members in the case of special meetings. All meetings of the Board of Directors shall be chaired by an officer.

4.10.1 Waiver of Notice. Notice of any meeting of the Board may be waived by any Director either before, at, or after such meeting orally or in writing signed by such Director. A Director, by attending any meeting of the Board, shall be deemed to have waived notice of such meeting, except where the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

4.10.2 Open Meetings. All Minnesota Brass board of directors meetings shall be open to the Corporate Membership for observation unless closed as outlined in section 4.10.4. A majority vote of the board present is required to open a meeting to other guests or the public at large.

4.10.3 Public Comment. The Minnesota Brass board of directors may vote to open a meeting to public comment and/or corporate member comment. The board retains the right to limit the time (individually or collectively) of public and/or corporate member comments.

4.10.4 Closed Meetings. The Minnesota Brass board of directors may meet in closed session. The chair has sole discretion to recommend the closure of a meeting. A 2/3 vote of the board present is required to close a meeting. The board may allow relevant, invited guests to participate in a closed meeting.

4.10.5 Agendas, Minutes and Board Materials. The Minnesota Brass board of directors agendas, and minutes are available to any corporate member at any time. Board materials distributed as part of board meetings or agendas are available to any corporate member at any time unless the material shall be discussed in closed session. The board may publish materials electronically at their own discretion.

Section 4.11. Committee Formation. In addition to any committees that are required under the provisions of these bylaws, the Board may create such other committees as may be needed from time to time, each of which shall have the least one Director as a member. The Chair shall appoint all committee chairs and other committee members shall be appointed by the Board. Any such committees created pursuant to this Section 5.1 may consist of persons who are not also members of the Board.

Article 5 Financial

Section 5.1. Signature Requirement. All charitable gaming checks, drafts, notes, etc., shall require the signature of two Board appointment persons. Purchases and expenditures over \$1,000 and outside the approved annual budget shall require the approval of the Board or Board designee.

Section 5.2. Board Audits. The Board shall be in charge of auditing the financial books and records of the Corporation (both Corporate and Charitable Gambling if needed) on a timely basis for each fiscal year. The Board may hire an independent accounting firm to perform this audit, review, or compilation. The type of accounting services will be determined by the Board based on the needs of the Corps corporation for that year. A copy of the report shall be available for inspection by any Corporation Member.

Section 5.3 Fiscal Year. The fiscal year of this Corporation begins November 1 and ends October 31.

Section 5.4. Budget Approval. A fiscal year operating budget shall be presented to the Board by the Executive Director or designee for review and approval. Variances from the actual to original budget shall be reviewed by the Board.

Commented [EM6]: These four next subsections are intended to clarify our approach to transparency and open meetings.

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Section 5.5. Dues Collection Authority. The Executive Director may appoint a person(s) for the purpose of collecting membership dues.

Article 6
Loans, Guarantees, Suretyship

Section 6.1. Loans, Guarantees, Suretyship. The Corporation may lend money to, guarantee an obligation of, become a surety for, or otherwise financially assist a person or organization in any amount over \$500 if the transaction, or a class of transactions to which the transaction belongs, is approved by the affirmative vote of a majority of the Board present, after exclusion of any interested members, and: is in the usual and regular course of business of the Corporation; is with, or for the benefit of, a related corporation, an organization in which the Corporation has a financial interest, an organization with which the Corporation has a business relationship, or an organization to which the Corporation has the power to make donations; is with, or for the benefit of, an officer or other employee of the Corporation or a subsidiary, including an officer or employee who is a director of the Corporation or a subsidiary, and may reasonably be expected, in the judgment of the board, to benefit the Corporation. Such loan, guarantee, surety contract or other financial assistance may be with or without interest, and may be unsecured, or may be secured in the manner as a majority of the Board present approves. Nothing in this section shall be deemed to deny, limit or restrict the powers of guaranty, surety or warranty of the Corporation at common law or under a statute of the state of Minnesota.

Article 7
Equipment, Music, Drill, Property.

Section 7.1. Corporate Property. All equipment, music, drill arrangements, etc. ordered and paid for by the Corporation shall become the sole property of the Corporation. All equipment, music, drill arrangements, etc., may not be used by any other person or organization without the approval of the Executive Director. Any sale of equipment or any intellectual property (including music and drill) valued at more than \$1,000 (as determined by the Treasurer or other designated officer) must be approved by the Board of Directors.

Article 8
Dissolution

Section 8.1. Dissolution. The Corporation may be dissolved either voluntarily or involuntarily. Voluntary dissolution proceedings may be instituted whenever a resolution therefore is adopted by two-thirds vote of the Board.

Section 8.2. Corporate Assets. Upon dissolution, all assets of the Corporation shall be dispersed according to Article X of the Articles of Incorporation.

Article 9
Amendments to the By-Laws

Section 9.1. Amendments. These bylaws may be altered, amended, or repealed and new amendments and bylaws may be adopted by ratification of the majority of members. A majority vote of the Voting Members with voting rights in attendance is necessary to ratify any proposed bylaws changes.

Section 9.2 Amendment Procedures. In order to be presented to the membership for ratification, any proposed changes to the bylaws must receive the endorsement of either the Board of Directors or members via petition according to the following procedures.

9.2.1 Board Endorsed Amendments. The Board of Directors may endorse amendments to the bylaws by a simple majority vote in order to submit said amendments to the membership for ratification.

9.2.2. Member Endorsed Amendments. Members may endorse amendments to the bylaws using a petition

process. A petition containing the signatures of a minimum of ten percent of the voting members must be submitted to the Chair in order to submit said amendments to the membership for ratification.

Section 9.3. Notice. After endorsement by the Board or members via petition, The Board Chair shall be responsible for scheduling a vote of the membership. A minimum thirty day notice period must be made to the Corporate Membership in order to ratify any proposal by the voting members to adopt, amend, or repeal the bylaws.

Section 9.4. Membership Ratification. A majority vote of the Voting Members with voting rights in attendance is necessary to ratify any proposed bylaws changes.

Article 10 Parliamentary Authority

Section 10.1. Effect. All provisions made within these bylaws shall be controlling except where it may not comply with Chapter 317A of the Minnesota State Statutes known as the Minnesota Nonprofit Corporation Act, any other relevant statutes, city ordinances, federal codes, or other law.

Section 10.2. Parliamentary Rules. The rules contained in the current edition of Robert's Rules Of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws, Chapter 317A of the Minnesota State Statutes known as the Minnesota Nonprofit Corporation Act, any other relevant statutes, city ordinances, federal codes, other law, or any special rules of order the Board may adopt.

Article 11 Trademarks

Section 11.1. Trademarks. The name of the Corporation – Minnesota Brass, Inc. – in part or in its entirety, or the corporate logo, which is protected by trademark laws, shall not be used by anyone, outside the specific administration of the Corporation, unless authorized by a majority vote of the Board. Administration of the Corporation is deemed to mean the use of approved stationery, and other materials by designated committees, staff, and officers of the Corporation. The Board may authorize individuals and committees the power to approve specific uses of the name or logo of the Corporation.