

# BYLAWS

## NEW MEXICO PAGEANT OF BANDS, INC.

### ARTICLE ONE OBJECTIVE

New Mexico Pageant of Bands, Inc., is organized exclusively for charitable and educational purposes to promote performance excellence and sportsmanship in high school marching band competition within the State of New Mexico through the sponsorship of an annual pageant of bands competition.

### ARTICLE TWO MEMBERS

- A) **Classes of Members.** The members of the corporation shall be divided into three (3) classes, as follows: voting, non-voting, and emeritus. Qualification for such membership class is as follows:
1. Voting class – Two persons representing each high school band within the Albuquerque Public School (hereinafter, “APS”) system who are recognized by a booster group from the high school, or, in absence a band booster group, two persons appointed by the band director from an APS high school.
  2. Non-voting class – Parents of a child(ren) actively participating in an APS high school band booster or marching band program who wish to actively support the mission of New Mexico Pageant of Bands, Inc.
  3. Emeritus – Past members of New Mexico Pageant of Bands, Inc., whose child(ren) no longer participates in an APS high school band booster or marching band program, but who wish to actively support the mission of New Mexico Pageant of Bands, Inc. Emeritus members shall be non-voting members.
- B) **Application for Members.** Any person elected or appointed as a voting class member of the corporation shall submit an application including their name, phone number, and email address, at which notices may be sent, to the Secretary of the corporation identifying the high school, the name of the band booster group electing the voting member and the band director, or absent such band booster group, the high school and name of the band director appointing the voting member. If a person is applying for non-voting membership, or emeritus membership, such should indicate the name of their child(ren) and the high school at which their child (present or past) attended. Each application shall be considered by the Board of Directors at its next meeting and shall be approved or disapproved.
- C) **Voting Members.** Each voting member shall be entitled to vote on each issue subject to a vote by the membership.

- D) **Non-voting Members.** Non-voting members are encouraged to attend the business meetings and are urged to offer their services in carrying out the many tasks necessary for a successful pageant.
- E) **Emeritus Members.** Emeritus members are encouraged to attend the business meetings and are urged to offer their services in carrying out the many tasks necessary for a successful pageant. Emeritus members shall be non-voting.
- F) **Eligibility for Office.** Voting, non-voting, and emeritus members shall be eligible to hold an office in the corporation.
- G) **Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds (2/3) of the Board, may suspend or expel a member for cause after an appropriate hearing and may terminate the membership of any member who becomes ineligible for membership.
- H) **Resignation.** Any member may resign by filing a written resignation. Members missing six (6) consecutive meetings will be assumed to have provided a de facto resignation.
- I) **Member Bands.** APS school bands having actively participating members attending meetings and providing volunteers on the day of the Pageant are eligible to receive disbursements of surplus funds (if any).

### **ARTICLE THREE MEETING OF MEMBERS**

- A) **Annual Meeting.** An annual meeting of the members shall be held on or about the third (3<sup>rd</sup>) week of each January for the purposes of setting the number of directors and electing the directors for the ensuing year and for the transaction of such other business as may come before the meeting.
- B) **Special Meeting.** A special meeting of the members may be called by the President, any two members of the Board of Directors, or the voting members having not less than one-tenth (1/10) of the voting rights.
- C) **Notices of Meetings.** Notice stating the place, day and hour of any annual meeting or any special meeting shall be delivered by the most efficient method, i.e., in person, mail, or by email to each member entitled to vote at such meeting. Notice shall be sent not less than three (3) days nor more than fifty (50) days before the date of such meeting, by, or, at the direction of the President or the Secretary or the officers or persons calling the meeting. In the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. The notice shall be deemed delivered when delivered in person, deposited in the U.S. Mail or emailed, and addressed to the members as appears on the record of the corporation.
- D) **Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the members entitled to vote with respect to the subject matter.

- E) **Quorum.** A quorum is required for any issues subject to a vote. Attendance by two thirds (2/3) of the member bands at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.
- F) **Proxies.** Voting by proxy is not allowed.

#### **ARTICLE FOUR BOARD OF DIRECTORS**

- A) **General Powers.** The affairs of the corporation shall be managed by its Board of Directors. The directors need not be voting members.
- B) **Number, Tenure, and Qualifications.** The number of directors shall be no fewer than three (3). Directors shall be elected at the annual meeting of members by the voting members, and the term of each office of each director shall be until the next annual meeting of members and the election and qualification of his or her successor.
- C) **Regular Meetings.** A regular meeting of the Board of Directors shall be held without any other notice than this Bylaw after the annual meeting of the members. The Board of Directors may provide by resolution the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings may be held in the absence of any designation in the resolution.
- D) **Special Meetings.** The special meetings of the Board of Directors may be called by or at the request of the President or any two directors.
- E) **Notice.** The notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the meeting by notice delivered personally or sent by mail, email, or telephone to each director at his or her address as shown by the records of the corporation. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director appears to challenge the transaction of business because the meeting is not lawfully called or convened.
- F) **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business of any meeting of the Board. If less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- G) **Board Decisions.** The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws.
- H) **Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of the Board of Directors may be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in interest.

## **ARTICLE FIVE OFFICERS**

- A) Officers.** The officers of the corporation may be equal in number to the number of Board of Directors. The officers of the corporation shall be a President, one or more Vice-Presidents, the number to be determined by the Board of Directors, a Secretary and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it may deem desirable, as assistant secretaries or treasurers, as it shall deem desirable to perform the duties authorized by the Board of Directors from time to time.
- B) Election and Term of Office.** The officers of the corporation shall be elected annually by the Membership at the regular annual meeting. In the event that such election is not held, such election may be held as soon as it is convenient.
- C) Removal.** Any officer elected or appointed by the Board of Directors may be removed by a two-thirds (2/3rds) vote of the Board of Directors whenever, in its judgment, the best interest of the corporation would be served by such removal.
- D) Vacancies.** A vacancy in any office because of the death, resignation, or removal or disqualification, or otherwise, may be filled by the Board of Directors for the corporation.
- E) Powers and Duties.** The officers shall have the powers and duties as may, from time to time, be specified in these Bylaws or in specific resolutions or directives of the Board of Directors.

## **ARTICLE SIX COMMITTEES**

- A) Nomination Committee.** The Board of Directors shall appoint a committee, usually in November, for the purposes of identifying candidates and formulating a slate of candidates for the offices of a directorship in the corporation. The committee should nominate one of the current vice presidents as president but may also nominate other qualified persons for that position, one or more vice presidents, a treasurer and a secretary. The candidates shall be members of the corporation at the time of their election. Nothing contained in this section shall preclude other candidates being nominated from the floor at the annual membership meeting. Qualified candidates must meet the membership requirements.
- B) Judge Coordinator Committee.** A committee, nominated by the Board of Directors, will be responsible for arranging the judging of the annual Pageant of Bands. The committee shall solicit and hire the judging officials for the annual Pageant of Bands Competition and provide the list of judges at the first September meeting. The committee shall perform such other duties as delegated by the Board of Directors. The nomination of the Judge Coordinator and members of the committee should be selected from the Emeritus member class, so as to avoid apparent conflicts of interest. Qualified candidates must meet the membership requirements.

- C) **Audit Committee** – The Board of Directors shall appoint an Audit committee to review the annual Treasurer's Report.
- D) **Ad Hoc Committees.** The President may form other committees as needed, appointing committee chairs and members as should be necessary with the approval of the Board of Directors.

## **ARTICLE SEVEN DUTIES OF OFFICERS**

### **A) President.**

1. Preside at all meetings.
2. Appoint a committee to audit the Treasurer's annual financial report.
3. Maintain a file copy of the pageant performance schedule, performance class, judges' scores and awards.
4. Be the primary contact with the band directors, including issuing invitations to participate and competition instructions .
5. Form Ad Hoc committees as necessary.

### **B) Vice-President.**

1. Assist the President and assume full powers and responsibilities of President in his or her absence.
2. **Function as** ex-officio member of all committees, except the nomination committee.
3. Perform additional duties as deemed necessary by the President.
4. Secure insurance policies for the directors and for liability on the day of the New Mexico Pageant of Bands Competition.
5. Coordinate with APS Athletic Department to determine the date for New Mexico Pageant of Bands.

### **C) Secretary.**

1. Produce and distribute minutes of all pageant meetings and maintain a complete file of said minutes.
2. Maintain records of all correspondence.
3. Maintain a current list of voting and non-voting members, including names, phone, and email addresses.
4. Provide each voting member a copy of proposed policy or Bylaw changes at least two (2) weeks in advance of the meeting at which the proposed change(s) will be brought to a vote.
5. Provide the duly-elected successor a complete file of the corporation's records.

### **D) Treasurer.**

1. Maintain the financial records of the organization, including sources of income, and disbursement of funds to satisfy any subsequent audit of corporation records.
2. Present a Financial Report at each regularly-scheduled meeting of the members.
3. Present an Annual Financial Report to the Board of Directors once all expenses have been paid and revenue posted The Annual Financial Report shall be presented at a subsequent meeting of the members, but no later than the May meeting.

4. Prepare and present an Annual Budget to the general membership for approval at the May meeting.
5. Provide the duly-elected successor a complete file of the financial records.
6. In the event of the resignation of the Treasurer, all financial records shall be audited, by a committee appointed by the President, before the new Treasurer assumes his or her duties.
7. Prepare and submit the Non-Profit Corporate Report annually to the Secretary of State.
8. Submit money to the designated insurance agency for liability coverage for the New Mexico Pageant of Bands event day.
9. Serve as a non-voting ex-officio member of the Audit Committee.

## **ARTICLE EIGHT FINANCES**

- A) New Mexico Pageant of Bands, Inc.'s fiscal year shall be from July 1 to June 30.
- B) The Annual Budget shall include a set-aside (carryover seed funds) to cover any expenses incurred prior to offsetting revenue for the following year's Pageant. The amount of the set-aside shall be based on the actual expense in the Annual Financial Report.
- C) The Corporation shall maintain an Operating Reserve in an interest-bearing account with sufficient funds to pay expenses in the event the annual Pageant of Bands competition must be canceled or expenses exceed revenue for whatever reason. The intent of the Operating Reserve is to maintain solvency of the corporation in such a situation. Towards that end:
  1. The desired target level of this fund shall be included in each Annual Financial Report as well as the actual funding level of the operating reserve. If the actual funding level of the operating reserve is less than the target funding level, after all expenses have been paid and set-aside encumbered then at least 25% of funds remaining will be applied to the operating reserve.
  2. The Board of Directors may elicit and accept donations specifically earmarked for the operating reserve.
  3. When negotiating contracts with vendors/suppliers, a shared risk clause shall be included whenever possible.
  4. In the event of a canceled Pageant competition, attempts shall be made to negotiate with vendors/suppliers a reduced payment and/or extended payment terms. If necessary, the Board of Directors may secure long-term financing to maintain solvency of the Corporation with approval of the membership.
- D) The President shall appoint a committee to audit the Treasurer's Annual Financial Report. All revenue shall be in and all accounts outstanding shall be paid before the audit.
- E) Upon acceptance of the Annual Financial Report by the Audit Committee, the set-aside encumbered and any necessary transfer to the operating reserve has taken place, the

remaining surplus will be disbursed to the Member Bands based on a participation formula approved by the membership.

- F) Entry fee, price of program ads, programs, merchandise, and ticket prices shall be reviewed annually and set by the Board of Directors..

### **ARTICLE NINE PARLIAMENTARY AUTHORITY**

- A) Parliamentary law should be the official guide for the corporation in all matters where these Bylaws are silent. The President shall, however, retain the authority to alter the order and procedure of the meeting.
- B) The aforementioned Bylaws shall govern this corporation.
- C) **Definitions.** "Shall" designates an activity that must be carried out. "Should" implies an activity that may be carried out.

### **ARTICLE TEN INDEMNIFICATION**

- A) In accordance with the provisions of Section 53-8-26, NMSA 1978 (1995 Cum. Supp.), each officer and director of New Mexico Pageant of Bands shall be indemnified against reasonable expenses, costs and attorney's fees actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or of having been a director or officer. Such indemnification shall include amounts reasonably paid to satisfy a judgment or compromise or to settle a claim. The officer or director shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

### **ARTICLE ELEVEN AMENDMENT OF BYLAWS**

- A) Notice of any intent to amend the Bylaws of this corporation must be communicated to each voting member at least two (2) weeks in advance of the meeting at which the proposed change will be voted upon.
- B) Changes to the Bylaws require a two-thirds (2/3) majority vote of the voting members present and voting. Abstentions will not be counted in determining whether a proposal is accepted or rejected. Absent members shall not be allowed to vote by proxy. A quorum must be present.

## **ARTICLE TWELVE CONFLICT OF INTEREST**

Whenever an Officer or Member has a financial or personal interest in any matter coming before the Board of Directors or Membership, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Officers and Members determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE THIRTEEN LIMITATION ON EARNINGS AND DISSOLUTION**

- A) **Limitation.** No part of the net earnings of New Mexico Pageant of Bands shall inure to the benefit of any director of the corporation, officer of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for New Mexico Pageant of Bands in furtherance of the purposes set forth in Article **One** hereof. No substantial part of the activities of New Mexico Pageant of Bands shall be the carrying on of propaganda or otherwise attempting to influence legislation, and New Mexico Pageant of Bands shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, New Mexico Pageant of Bands shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B) **Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.



THESE BYLAWS are adopted by the Board of Directors, this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

BOARD OF DIRECTORS

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_