

**Auburn University Alumni Band Bylaws**  
**Adopted October 24, 1992, Revised September 25, 2021**

**Article I. Name and Location**

- A. The name of this organization shall be “The Auburn University Alumni Band, Inc.”
- B. The headquarters of this organization shall be located in Auburn, Lee County, Alabama, at the Band Office in the Goodwin Music Building at Auburn University.

**Article II. Purpose and Objectives**

- A. To promote fellowship among alumni and former members of the Auburn University Band by bringing them together by either communication or meetings (reunions).
- B. To foster a close relationship between the Auburn University Band and its alumni in order to better organize and muster support for said Band.
- C. To lend support and assistance, financial and otherwise, to the Auburn University Band, through the selection of worthwhile projects and by personal efforts.

**Article III. Membership**

- A. Active membership. Any alumnus, former member, or director of the Auburn University Band may become an active member of this organization upon payment of annual dues.
- B. Honorary membership. Any person who has rendered distinguished service to the Auburn University Band, or to the Auburn University Alumni Band, may be elected to honorary membership by the Board of Directors.

**Article IV. Dues**

The annual dues shall be determined by the Executive Committee of the organization.

**Article V. Officers**

- A. The officers of the organization shall be: President; Vice President/President-elect; Secretary; Treasurer; and Immediate Past President.
- B. Each officer shall be a member in good standing at the time of the election. Each officer must be willing and able to devote the necessary time and effort for the performance of the duties of the office.
- C. The President shall serve for a term of two years and may not succeed him/herself in office. The Vice President/President-elect shall serve for a term of two years, then shall accede to the office of President. The Secretary and Treasurer shall serve for a term of two years and may serve successive terms if re-elected.

**Article VI. Duties of Officers**

- A. The President shall be designated as the Executive Officer of this organization, shall be an ex-officio member of all committees, shall be designated as the official representative of the organization whenever such presentation shall be required, and shall preside at all

meetings of the organization. The President shall set the date for the Annual Meeting, and shall call regular meeting(s) of the Executive Committee, or Board of Directors, in preparation for planned or scheduled events.

- B. The Vice President/President-elect shall, in the absence of the President, preside over meetings of the organization, shall be designated as Membership and Activities Chairman, and shall otherwise serve as directed by the President.
- C. The Secretary shall handle correspondence for the organization as necessary, shall record all minutes of meetings, and shall in cooperation with the Auburn University Alumni Association, maintain an updated file of members and their addresses. The Secretary is invested and charged with keeping the official By-Laws and Articles of Incorporation of the organization.
- D. The Treasurer shall receive and disburse all moneys of the organization, and shall present all financial records to an Audit Committee appointed by the President prior to the Annual meeting.
- E. The Immediate Past President shall serve in an advisory capacity to the Executive Committee.
- F. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term of that office.

## **Article VII. Committees**

### **A. Standing Committees**

1. **Executive Committee:** The Executive Committee shall be composed of the President; Vice President/President-elect; Secretary, and Treasurer. The Immediate Past President and the Auburn University Director of Bands shall serve as ex-officio members. The Executive Committee shall meet at the call of the President, and shall transact such business as necessary for the organization between Annual Meetings. All actions of the Executive Committee shall be ratified by the Board of Directors.
2. **Nominations Committee:** The Nominations Committee shall be composed of three (3) members of the organization in good standing, appointed by the President annually. The Committee shall report to the membership at each Annual Meeting its proposed slate of officers and members of the Board of Directors. Consideration should be given by the Committee to selecting nominees from all eras.
3. **Audit Committee:** The Audit Committee shall be comprised of three (3) members of the organization in good standing, appointed by the President annually. The Committee shall, in conjunction with the Treasurer, review and examine all business and financial records and make its report to the membership at the Annual Meeting of the organization.

4. Social Media Committee: The Social Media Committee shall be comprised of two to three (2-3) members of the organization in good standing, appointed by the President annually. The Committee shall use social media platforms such as the Auburn University Alumni Band Facebook page to communicate news and upcoming events to all members.
  5. Promotional Items Committee: The Promotional Items Committee shall be comprised of three to four (3-4) members of the organization in good standing, appointed by the President annually. The Committee shall research and propose promotional items to sell at the Annual Meeting and/or online to members, suggest pricing on items, present their findings for approval by the full Board, and work with manufacturers to procure the merchandise. All official Auburn Alumni Band merchandise will be approved by and sold through the Alumni Band Board, with profits from sales to benefit the Auburn University band program.
- B. Special: The President is authorized to appoint such special committees as necessary to further carry out the purposes and functions of this organization. Such committees shall be appointed with the approval of the Executive Committee.

#### **Article VIII. Meetings**

- A. Once each year, a regular Annual Meeting of the organization shall be called by the President. The date and location will be determined with the approval of the Executive Committee.
- B. In general, the order of business shall be: 1. Call to order. 2. Minutes of preceding annual meeting. 3. Officers, reports. 4. Committee reports. 5. Unfinished or continuing business. 6. New business. 7. Installation of officers. 8. Appointment of committees. 9. Adjournment. When deemed advisable, the order of business may be changed by the President.
- C. The members shall be notified in writing at least thirty (30) days in advance of meetings of the organization. Those members in attendance shall constitute a quorum for the transaction of business.

#### **Article IX. Finances**

- A. Income of the organization shall be derived from three (3) principal sources: 1. Annual membership dues; 2. Special fund-raising projects and/or registration fees; and 3. Miscellaneous contributions and donations.
- B. Fiscal year for the organization shall be January 1 to December 31.
- C. The Treasurer shall establish a bank account for the organization and shall sign all checks, drafts, etc., in the name of the organization for indebtedness of the organization, and shall deposit all funds of the organization in such banks, trust companies, or other depositories as the Executive Committee may select.

## **Article X. Board of Directors**

- A. General powers: The affairs of the organization shall be managed by its Board of Directors, selected by the membership in accordance with the By-laws. Members of the Board of Directors must be members of the organization in good standing.
- B. Number, tenure, and qualifications: The Board of Directors shall consist of the Executive Committee plus twelve (12) elected members. Board members shall serve three-year terms, which shall begin immediately following the Annual Meeting in which elected, and end at conclusion of the Annual Meeting at the end of each Board member's term. At the completion of a three-year term, a member shall not be eligible for nomination and re-election until at least one year has passed. The Immediate Past President of the organization and the Auburn University Director of Bands shall serve as ex-officio members of the Board. An Advisory Committee consisting of the Immediate Past President, the Auburn University Director of Bands, and any other members determined by the Board of Directors, shall advise the Board of Directors as requested.
- C. The Board of Directors shall act to ensure that all activities of the organization are wholly devoted to the aforementioned purposes of this organization and its By-laws.
- D. Regular meeting. A regular Annual Meeting of the Board of Directors shall be held immediately prior to, and at the same place as, the Annual Meeting of the organization. Additional meetings may be held as called by the President. These meetings may be held either in person or virtually, or some combination thereof.
- E. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Votes may be held via email vote or during a virtual meeting in the event the Board cannot meet in person.
- F. Vacancies. Any vacancy on the Board of Directors shall be filled by the Board. A Director thus elected to fill a vacancy shall serve for the unexpired term of that position on the Board.

## **Article XI. Other**

- A. Unless otherwise specifically stated in these By-laws, the latest edition of Roberts Rules of Order, newly revised, shall govern the deliberations of this organization assembled in meeting.
- B. No part of the net earnings of this organization will inure to the benefit of any member of the organization.
- C. No substantial part of the activities of this organization shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the organization participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **Article XII. Dissolution**

In the event that this organization should be dissolved, voluntarily or involuntarily, the Executive Committee shall, after paying or making provision for the payment of all liabilities of the organization, transfer all residual assets of the organization in accordance with the provision described in the applicable section(s) of the Internal Revenue Codes of 1954, or the corresponding sections of any prior or future Internal Revenue Codes, or the future federal, state, or local government codes for exclusive public purpose.

**Article XIII. Amendments**

Proposed amendment(s) to these By-laws shall be presented, in writing, to the Executive Committee of the organization at least sixty (60) days before the Annual Meeting of the organization. Such amendment(s), if approved by the Executive Committee, will be included in the call of the Annual Meeting, and presented thereto. If two-thirds (2/3) of the votes cast are favorable, the proposed amendment(s) shall be operative and effective immediately, unless otherwise stated in the amendment.

**Summary of 2021 Changes:**

Changed all mentions of Secretary/Treasurer to two separate positions, Secretary and Treasurer.

Added Immediate Past President to list of officers on the Executive Committee.

Added Social Media Committee and Promotional Items Committees to list of standing committees.

Changed fiscal year for organization from October 1 – September 30, to January 1 – December 31.

Eliminated the process for the initial set-up of the board (staggered terms the first few years, which no longer applies).

Allowed for an Advisory Committee to the Board of Directors.

Added a virtual option to the Annual Meeting.

Added virtual/email option to Board of Directors voting procedures.