

A Note About the Document

Definition:

A nonprofit organization (NPO), or non-business entity, is an organization which does not give its surplus income to owners or shareholders. It uses its revenue and/or capital to achieve its purpose or mission. The decision to adopt a nonprofit legal structure is one that will often have tax benefits.

Being a not-for-profit (or nonprofit) organization does not mean that an organization cannot make money. It is a tax status indicating that the purpose of the organization is not for making money for a group of owners, but for providing a valuable service to the public. NCBA is an educational non-profit because of the services we provide to the overall community. We deliver on this mandate with every event in which we are involved.

Our organization is classified as a 501c3 because that is the section of the tax code that defines our type of organization.

A nonprofit organization can absolutely charge for services and generate revenue. It can, and should, and is beholden for its mandate to build operating reserves. Some large nonprofit organizations have budgets that get into the range of hundreds of millions of dollars.

Bylaws are the operating manual of a nonprofit organization. The Board creates the Bylaws when the organization is established. Bylaws supplement the rules already defined by the California State Corporations Code and guide how the nonprofit is run.

Under the existing NCBA Bylaws, the organization's Bylaws can be updated by a simple approval of the Membership.

A generally agreed-upon best practice for nonprofit organizations is to review and revise their Bylaws every two to three years. NCBA's most recent set of Bylaws were approved 20 years ago.

With all of the changes in technology over the last two decades, we are operating in a very different world. It makes sense that we update our organization to operate in today's more technologically advanced environment.

There is no requirement that Bylaws be written in "legalese." In fact, having the Bylaws in clear, plain English makes the information accessible to a wider range of people.

In this proposed update to NCBA's Bylaws, I have attempted to make them as simple and understandable as possible while retaining all of the original operational practices and intentions of the founding members.

Rick Wilson

Proposed Bylaw Update

Northern California Band Association

(A California Nonprofit Public Benefit Corporation)

Revised ____ 2020

(Proposed) Bylaws of
NORTHERN CALIFORNIA BAND ASSOCIATION, INC. (NCBA)
(California Nonprofit Public Benefit Corporation)

NAME, OFFICE, AND PURPOSE

Name: NORTHERN CALIFORNIA BAND ASSOCIATION, INC. (Hereinafter referred to as NCBA or “the Corporation.”)

Principal Office: The initial principal office of NCBA shall be located at 2059 Robin Drive, Fairfield, California, 94533. The principal office hereafter is to be the private residence of the current elected Treasurer of the Board. Additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

Purpose: NCBA is organized and shall be operated exclusively for the educational purposes within the meaning of Section 501c3 of the Internal Revenue Code.

NCBA is dedicated to the advancement of school music and band programs.

Main Purposes Include:

Promoting the development of balanced music and band programs, Developing and maintaining uniform methods, standards, rules, and procedures for evaluating and judging of bands and band member performances, Enhancing quality band programs through the promotion of well-organized concert and jazz festivals, solo/ensemble festivals, honor bands, and well-organized band and band oriented competitions, and, for related purposes, as the Board may deem necessary.

Rights and Powers

NCBA is empowered to exercise all rights and powers conferred by the laws of the State of California upon nonprofit Corporations, including, but without limitation, to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest, and reinvest the principal and/or income therefrom or distribute the same for the aforementioned purposes. Sale of assets received as gifts, devises, bequests, or contributions shall constitute a proper use of application under the preceding sentence.

NONPARTISAN ACTIVITIES

NCBA has been formed under the California Nonprofit Public Benefit Corporation Law for the public purpose described above, and shall be nonprofit and nonpartisan. No substantial part of the activities of NCBA shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and NCBA shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

NCBA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose(s) described above.

DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of NCBA, upon dissolution or otherwise, shall benefit any Director or Officer of this Corporation or to any private person or individual. On liquidation or dissolution, all properties, assets, and obligations shall be distributed exclusively for educational purposes to an organization operated exclusively for educational purposes which has established its tax-exempt status under Section 501 (c) (3) and Section 509 (a) (1) of the Internal Revenue Code.

MEMBERSHIP

Regular Members must be at least one of the following:

1. Active and Retired Band Directors
2. Instructors at NCBA member schools
3. NCBA Judges and Tabulators

Any other person or entity desiring to become a Member of NCBA may make a special request of the Board of Directors setting forth the reasons why they desire to become a Member, and setting forth what contribution of any kind to NCBA that person intends to make. The Board of Directors shall have the sole discretion to accept or reject any such application.

Membership Fee: There shall be an annual Membership fee determined by the Board. Upon payment, the Membership becomes active when registration fees are paid and remains so until the end of that fiscal year, June 30.

Active Membership Benefits: Active Members will:

1. Receive Member email updates.
2. Be eligible to vote in NCBA elections, general membership meetings (rule changes, motions) etc.

Number of Members: There shall be no limit on the number of Members NCBA may admit.

Membership Database: NCBA shall keep a database which includes the name, physical address, start- and end-date of Membership, email address, and classification (as stated in #s 1–3 above).

Members Voting Rights: Regular Members of NCBA shall be entitled to vote for Directors of the Corporation, all competition and festival rules and policies, and such other matters as may be presented to them for a vote by the Board of Directors. Voting by the Membership is restricted to one vote per verified Member.

Elections: To accommodate the wide geographic area covered by our Membership and their hectic schedules, elections and voting will be done online following these guidelines:

1. Election dates for Representatives will be at least three weeks before the people being

- elected will assume their roles in order to assist in a smooth transition of power.
2. Elections for changes in rules and policies will occur in the General Meeting, or as is practicable, prior to the season where they will go into effect so there is time for training and implementation.
 3. Election dates will be broadly publicized.
 4. Election dates and information will be posted on the NCBA website.
 5. Election dates and information will be included in NCBA social media postings.
 6. At least three emails will be sent to the Membership List to notify Membership about the election.
 7. There will be a precise end-date-and-time for the election to be officially concluded.
 8. Nominees will be informed of the election results before any public announcements are made.

Confidentiality of Member List: The NCBA Membership List will not be sold, or made available to any other company or individual. NCBA may at its discretion email information on behalf of other organizations to its Membership as long as it is done directly and exclusively by NCBA and the List is not made available directly to the other party.

Non-Liability of Members: A Member of NCBA shall not solely, because of such Membership, be personally liable for the debts, obligations, or liabilities of NCBA.

Termination of Membership: The Membership and all rights of Membership shall automatically end on the occurrence of any of the following:

1. The voluntary resignation of a Member.
2. Where a Membership has expired.
3. The death of a Member.
4. The dissolution of NCBA.
5. When it is determined by the Board of Directors that such a Member has failed to comply with all regulations and standards imposed by the policies of the Board of Directors.

GENERAL MEETINGS

Call of Meetings: Meetings of the Membership may be called by the President or any two (2) Vice Presidents below.

Place of Meetings: All meetings of the Members shall be at a location provided by one of the Member's schools OR held virtually using an online meeting system.

Time of Regular Meetings: There will be two general Membership meetings per year. Regular meetings of the Board shall be held a minimum of twice per year. Typically these meetings are in January (Honor Band Weekend) and June.

Special Meetings: Special meetings of NCBA Regular Members may be called for any purpose or purposes. Special meetings shall be held after seven (7) days notice by email,

text, or telephone.

Contents of Notice: A notice shall state the place, date, and time of any meeting. Further, the notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the Members.

Quorum: A quorum at any meeting of Members shall consist of twenty five percent (25%) of the Regular Members or twenty-five (25) of the Regular Members, whichever is less.

Adjournment for Lack of Quorum: In the absence of a quorum, any meeting of Members may be adjourned by the vote of a majority of the votes represented.

Voting Rights: Each Regular Member is entitled to one (1) vote on each matter submitted to a vote of the Members.

Record Date of Membership: The record date for the purpose of determining the Members entitled to notice of any meeting of Members is three (3) days before the date of the meeting of Members.

CONDUCT OF MEETINGS

Chairperson: Any meeting will be conducted by a Chairperson. The President of NCBA or, in his or her absence, any other person chosen by majority of the Members present shall be Chairperson of and shall preside over the meetings of the Members.

Secretary of Meetings: The NCBA Secretary shall act as a Secretary of all meetings of Members, provided that in his or her absence, the Chairperson of the meetings of Members shall appoint another person to act as Secretary of the meeting.

Rules of Order: The *Robert's Rules of Order*, as may be amended from time to time, shall govern the meetings of Members.

Inspectors of Election: This function will be overseen by the Past President of the Board.

The Past President shall:

1. Determine the number of voting Members and the existence of a quorum.
2. Count and tabulate all votes and consents.
3. Determine when the polls shall close.
4. Determine the results and
5. Do such acts as may be proper to conduct the election or vote with fairness to all Members.

The election results will be kept on file with the Secretary for at least one year after the election.

The Past President and inspectors (helpers) designated by same shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

Vote of Inspectors: With three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

BOARD OF DIRECTORS

The affairs of NCBA shall be managed, and all corporate powers shall be exercised by, or under the direction of a Board of Directors (the “Board”).

The Board of Directors shall consist of the following offices elected by the Regular Members of NCBA:

- President
- Secretary
- Treasurer
- Vice President, Judges and Contest Coordinator
- Vice President, Parade and Field
- Vice President, Winter Activities
- Vice President, Clinics, Festivals, and Awards
- Vice President, Honor Bands

The President of the Board will serve an additional two (2) years immediately following his or her term of office as Past President with full Board voting privileges.

The Board shall have the following appointed officers, nominated by the President and approved by a majority vote of the elected Board Members:

- Membership Chairperson
- Color Guard Caption Manager
- Percussion Caption Manager
- Drum Major Caption Manager
- Junior High Honor Band Coordinator
- High School Honor Jazz Band Coordinator
- Digital Tools Coordinator

The above appointed and approved Board Members shall have Board voting privileges.

Qualifications: The Board of Directors of NCBA shall be residents of the State of California and Regular Members of the Corporation.

Terms of Office: The Board shall divide its Members into two (2) groups.

Group One:

- President
- Secretary
- Vice President, Clinics, Festivals, and Awards

- Vice President, Honor Bands
 - will become elected position in 2022

Group Two:

- Treasurer
- Vice President, Parade and Field
- Vice President, Judges and Contest Coordinator
- Vice President, Winter Activities

Terms Of Office

The Directors in each group, and their future successors, shall each hold office for a term of two (2) years, until such annual meeting and until their respective successors are elected and qualified or if appointed or their appointed term of office expires. Group One shall be elected or appointed on even calendar years. Group Two shall be elected or appointed on odd calendar years.

Election Day: The election shall run during the five days preceding the annual meeting of Members in June. Candidates will be informed of the election results privately prior to any public announcement.

Transfer of Authority: Any newly elected Board Members shall assume authority for that position on the first day of the fiscal year, July 1, following the election.

Nominations: Any person qualified to be a Member under these Bylaws may be nominated. They may nominate themselves, but it is only after they agree to run for office and serve if elected that their nomination becomes valid.

Election: The candidate receiving the highest number of votes is elected for each position. Members of the Board of Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications of these Bylaws.

Compensation: The Members of the Board of Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board and meetings of the Regular Members.

No Interest in Assets: No member from the Board of Directors shall possess any property right in or to the property of NCBA.

BOARD MEETINGS

Call of Board Meetings: Meetings of the Board may be called by the President or any two (2) Vice-Presidents.

Place of Meetings: All meetings of the Board Of Directors shall be held at one of the

facilities controlled by a Members school or can be done virtually using an online meeting system.

Call of Special Meetings: Special meetings of the Board may be called by the President or any two (2) Vice-Presidents. Special meetings shall be held on four (4) days notice delivered personally, or by text, email, or telephone.

Quorum: A majority of the authorized number of Board Of Directors constitutes a quorum of the Board for the transaction of business.

Conduct of Meetings: The President or, in his or her absence, any Board Member selected by the Board Of Directors present shall preside at the meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding Officer shall act as Secretary of the meeting of the Board of Directors. Board Members may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such a meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment: The majority of the Board Of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Board Of Directors who are not present at the time of the adjournment.

Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if all Members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such actions by written consent shall have the same force and effect as the unanimous vote of such Board Of Directors.

REMOVAL OF A MEMBER FROM THE BOARD OF DIRECTORS

Removal for Cause: The Board Of Directors may declare vacant the office of a position on the occurrence of any of the following events.

1. The member has been declared of unsound mind by a final order of the court,
2. The member has been convicted of a felony, or
3. The member has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on Directors who perform functions with a respect to assets held in charitable trust, or
4. The member has failed to attend three (3) meetings of the Board without good cause as determined by the Board.

Resignation of a member from the Board Of Directors: Any Board Member may resign effective on giving written notice to the President, the Secretary, or the NCBA Board of Directors, unless the notice specifies a later time for the effectiveness of such

resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies: Vacancies on the Board of Directors may be filled by a qualified nominee upon a majority vote of the Directors in office.

ROLES AND RESPONSIBILITIES OF ELECTED OFFICERS

The following are the basic duties and responsibilities of the Officers of the Board and may be modified from time to time as the Board deems necessary.

President: The President shall, if present, preside at all NCBA meetings. This individual shall have general supervision, direction, and control of NCBA business. This individual shall have responsibility for the keeping of all the official records and documents of NCBA. This individual shall have responsibility for the organization running in compliance with NCBA and the Bylaws of this Corporation. The President nominates the appointed board positions. Represents NCBA (or selects a representative from NCBA) at any and all Clinics and Conferences of other associations that the Board deems should have NCBA representation.

Secretary: The Secretary shall be responsible for the proper recording of proceedings of NCBA meetings. The Secretary shall maintain all official records of the Corporation. The Secretary shall automatically become Treasurer if there is a vacancy, if the Treasurer is unable to perform his or her duties, or if the Corporation has not elected a new Treasurer. Keep the Policies and Procedures Manual updated as directed by any votes in the minutes of the Board of Directors or the meetings of the Regular Members. The Secretary shall maintain an archive, both digital and physical, of the meeting minutes for review by any member in good standing. The Secretary shall also be responsible for any registrations of Clinics and Conferences.

Treasurer: The Treasurer shall be responsible for NCBA's funds and financial records. The Treasurer shall collect and report, or supervise collection and reporting, of all income and expenditures, shall establish proper accounting procedures for the handling of NCBA's funds, and shall keep the funds in such banks as approved by the Board, and shall keep and maintain adequate and correct accounts of NCBA's properties and business transactions. The Treasurer shall create an annual budget, report on the financial condition of NCBA at meetings of the Board and at other times when called upon by the President. This individual shall be responsible for storing all documents and information pertaining to past and current financial activities of NCBA. This Officer shall have such other powers and duties additionally as the Board of Directors may dictate from time to time.

At the end of each fiscal year, the Treasurer shall report to the Board on the current financial condition of NCBA. The Treasurer shall be responsible for the preparation of the

annual financial report. At the expiration of the Treasurer's term designated by the President all books, money, and other property in his or her charge shall be transferred to his or her successor. The Treasurer is responsible for keeping NCBA's non profit status current and filling out and filing any and all forms, and paying any and all fees to keep the status fully current. The Treasurer shall work with an accountant and file taxes every year, pay monthly insurance fees and monitor accounts, deposit monies, pay fees and distribute reimbursements. The Treasurer shall work with the other members of the Board of Directors to collect all fees for Membership dues, Winter Activities and Honor Bands.

Vice President, Judges and Contest Coordinator: This Vice President shall have responsibility for recruiting new judges, coordinating all judges' training and scheduling. This individual shall have responsibility for maintaining an accurate and updated list of names, addresses, and phone numbers of all approved judges. This individual shall be responsible for the coordination, training, and review of all apprentice and new judges. This Vice President shall have such other powers and duties as the Board of Directors may dictate from time to time. This Vice President shall also collaborate with Caption Managers for judging assignments for fall and winter seasons, review all complaints regarding judging in all captions with Caption Manager assistance when needed. This Vice President will also monitor recordings/scores with caption managers and Vice Presidents of Parade and Field and Winter Activities to maintain a high standard of judging.

Vice President, Parade and Field: This Vice President shall have responsibility for the storage, review, updating, production, and distribution of all NCBA rules, policies, and judging sheets pertaining to Parade and Field Competitions and Events. This individual shall have the responsibility of monitoring the quality of NCBA approved Parade and Field Events and maintaining an accurate and updated list of the information for these events and contact information of their hosts. This individual shall also be responsible for evaluating and proposing to the board new potential events as event dates on the NCBA calendar become available. This Vice President shall assess recordings and scores with Caption Managers and the Vice President of Judges and Contest Coordinator to maintain a high standard of judging. This Vice President shall have such other powers and duties additionally as the Board of Directors may dictate from time to time.

Vice President, Winter Activities:

This Vice President shall have responsibility for the storage, review, updating, production, and distribution of all NCBA rules, policies, and judging sheets pertaining to NCBA Winter Activities. This individual shall have the responsibility of monitoring the quality of NCBA affiliated Winter Activities and maintaining an accurate and updated list of the information for these events and contact information of their hosts. This individual shall also be responsible for evaluating and proposing to the board new potential events as event dates on the NCBA calendar become available. This Vice President shall collaborate with the Vice President of Judges and Contest Coordinator and Caption Managers to assign judges to winter events. This Vice President shall assess recordings

and scores with Caption Managers and the Vice President of Judges and Contest Coordinator to maintain a high standard of judging. This Vice President shall have such other powers and duties additionally as the Board of Directors may dictate from time to time.

Vice President, Clinics, Festivals, and Awards: This Vice President shall have responsibility for organizing and coordinating all Conference, Clinics, Awards, and Large Ensemble Festival activities of NCBA. This Vice President shall have responsibility for the storage, review, updating, production, and distribution of any NCBA rules, policies, and judging sheets pertaining to Concert, Jazz, Solo & Ensemble, and Large Ensemble Festivals. This individual shall have the responsibility of monitoring the quality of NCBA sponsored Concert, Jazz, Solo & Ensemble, and Large Ensemble Festivals and maintaining an accurate and updated list of the information for these events and contact information of their hosts. This individual shall also be responsible for evaluating and proposing to the board new potential events as event dates on the NCBA calendar become available. This individual shall be responsible for storing all documents and information pertaining to past and current NCBA Clinics, Awards, and Festival activities. This Vice President will facilitate nominations for the awards given by NCBA. This Vice President shall also maintain at least one full set of Sight Reading folders for both Junior High and High School Concert Band and Jazz Bands. This Vice President shall have such other powers and duties additionally as the Board of Directors may dictate from time to time.

Vice President, Honor Bands: This Officer is responsible for the organization and running of NCBA Honor Band Activities. This individual shall be responsible for sorting all documents and information pertaining to past and current NCBA Honor Band activities. This Officer shall have such other powers and duties additionally as the Board of Directors may dictate from time to time.

FISCAL YEAR

The fiscal year of NCBA shall be July 1 through June 30.

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER CORPORATE AGENTS

NCBA shall, to the extent allowed by applicable state and federal laws, indemnify and hold harmless its Officers, Directors, agents, and employees from and against any and all claims, actions, proceedings, where threatened, pending, or completed, brought by reasons of their respective position with or relationships to NCBA, including, without limitation, all reasonable attorney's fees, costs, and other expenses incurred in establishing a right to indemnification.

NCBA, to the extent permitted by applicable state and federal law, may purchase and maintain insurance on behalf of any person who is or was a Member or Officer of NCBA, or is or was serving at the request of NCBA as a Member, Officer, employee, or agent.

BOOKS AND RECORDS

NCBA shall keep correct and complete books and records of account, written minutes of the proceedings of its meetings, the original or a copy of the Articles of Incorporation and Bylaws as amended to date, and a record setting forth the names and addresses of all Directors.

ANNUAL REPORTS

The Board of Directors shall present an annual report including a statement of transactions and indemnifications for the fiscal year most recently concluded, and any other matters required by California Law no later than the day of each Membership Meeting. The Annual Report must be made available as requested by any Member.

AMENDMENTS TO BYLAWS

Amendment by Members: New Bylaws may be adopted or these Bylaws may be amended or repealed by majority vote of a quorum of the Regular Members.

CERTIFICATE

The undersigned hereby certify:

That I am the duly elected and acting Secretary of the NORTHERN CALIFORNIA BAND ASSOCIATION, INC., a California Nonprofit Corporation: and that the foregoing Bylaws, consisting of thirteen (13) pages, including this one, constitute the Bylaws of NCBA, as duly adopted by the Corporation's Board of Directors on the _____ Day of June 2020,
at _____ California.

Name

Date