

BYLAWS – THE LONGHORN ALUMNI BAND 2016

ARTICLE I – NAME

The name of this organization shall be The Longhorn Alumni Band, a non-profit organization, hereinafter referred to as LHAB.

ARTICLE II – PURPOSE

The purpose of the LHAB is to advance the interest of The University of Texas Longhorn Band (LHB) in establishing and maintaining the LHB as the foremost among bands of its type, to advance the cause of education and to establish a mutually beneficial relationship between The University of Texas at Austin and former members of the LHB.

ARTICLE III – MEMBERS

Section 1. Members. The LHAB shall have two classes of members. Any member shall be eligible who has completed the requirements for membership.

A. Voting members shall meet all of the following:

1. be former students of The University of Texas who were members of the LHB during enrollment;
2. be current with membership dues and other fees;
3. be entitled to one vote on matters submitted to a vote;
4. be entitled to vote when present at meetings;
5. not vote by proxy or by power of attorney;
6. be eligible to resign membership in writing,
7. be anyone who meets all qualifications and wishes to become a member, and
8. receive a Certificate of Membership. The Certificate of Membership shall be:

- a. a form determined by the Board of Directors;
- b. evidence of membership in LHAB;
- c. signed by the President and Secretary; and
- d. issued after acceptance of a member and all dues and fees are current.

B. Honorary members shall be:

- a. persons who have rendered service to LHB or LHAB;
- b. nominated by a member;
- c. approved by the Board of Directors; and
- d. conferred by LHAB voting members at the annual meeting by a majority vote.

Section 2. Dues, Fees and Assessments. The Board of Directors shall have the authority to determine the amount of annual dues, establish fees and create special assessments, if required.

A. All Dues, Fees, and Assessments are due on or before Band Day weekend.

B. Assessments. Assessments are determined by a two-thirds vote of the Board of Directors.

Section 3. Termination, Resignation, and Reinstatement.

A. Termination. A member shall automatically be terminated when dues, fees, or assessments, are in arrears for a period of six months from the beginning of the fiscal year.

B. Resignation. A member may submit a letter of resignation to the President who shall announce the resignation to the member.

C. Reinstatement. A member may be reinstated upon payment of dues, fees and assessments in arrears and current dues, fees, and assessments, if appropriate.

Section 4. Suspension or Expulsion of Members.

A. The Board of Directors, by an affirmative vote of two-thirds of all members of the Board of Directors, may suspend or expel a member for:

1. conduct the Board of Directors deems detrimental to the purpose or interest of LHAB, LHB, or the University of Texas;

2. violation of the bylaws, code of ethics, or rules and regulations of LHAB.
- B. The member shall:
1. receive a completed Code of Ethics Violation Form; (located in the Policies of LHAB); and
 2. receive notice of the proceedings and an opportunity to be heard in his or her own defense.

ARTICLE IV – OFFICERS

Section 1. The officers of LHAB shall be a President, President-elect, Vice-President, Secretary, Treasurer, and Assistant Vice-Presidents and shall hold office for one year except as defined in the bylaws Article IV, Section 4, Term of Office.

Section 2. Duties of Officers. All officers shall perform other duties as described in the Policies of LHAB.

A. President. The President shall:

1. be the principal executive officer of LHAB;
2. in general, supervise and control the business and affairs of LHAB;
3. preside at all meetings of the membership;
4. perform all duties incident to the office; and
5. perform duties as may be prescribed by the Board of Directors.

B. President-Elect. The President-elect shall:

1. prepare for the subsequent succession to the office of President;
2. automatically become President for a full term after serving as President-Elect for a full term;
3. perform the duties of the President in the absence of the Vice-President and President;
4. have all the powers and duties of the President when serving as President.

C. Vice-President. The Vice-President shall:

1. preside in the absence of the President;
2. have all the powers and duties of the President when serving as President;
3. proceed to the office of President if the office is vacant; and
4. chair the Scholarship Committee.

D. Secretary. The Secretary is the recording officer of LHAB and custodian of its records and shall:

1. keep minutes of all meetings of the members and meetings of the officers;
2. file all notices in accordance with the bylaws or as required by law;
3. perform other duties assigned by the President or by the officers;
4. be custodian of the logo, emblem, seal of LHAB; and
5. have an Assistant Secretary if required, identified by the President, and approved by the Board of Directors, to perform such duties as assigned by the Secretary.

E. Treasurer. The Treasurer shall:

1. prepare annual budgets and financial reports as requested by the President and Board of Directors;
2. be bonded for the discharge of the Treasurer's duties if required by the Board of Directors;
3. prepare and present a report to be filed stating the current status of funds, current balance, bills paid and unpaid and monies received as requested by the President or the Board of Directors;
4. perform duties as assigned by the President or Board of Directors; and
5. have an Assistant Treasurer identified by the President, and approved by the Board of Directors, to perform such duties as assigned by the Treasurer.

F. Immediate Past President. The immediate past President acts as support and advisor to the President, President-Elect, and Vice President, assists all officers with duties as needed, and chairs the Nominating Committee.

G. Assistant Vice-Presidents. The Assistant Vice-Presidents, as listed, shall perform the duties and responsibilities of the assigned offices as defined in the Policies of LHAB:

1. Assistant Vice-President: Archivist
2. Assistant Vice-President: Communications Officer
3. Assistant Vice-President: Property Manager
4. Assistant Vice-President: KKY Liaison
5. Assistant Vice-President: Music Librarian
6. Assistant Vice-President: Registrar/TBS Liaison
7. Assistant Vice-President: Technology Officer
8. Assistant Vice-President: Local Representatives
9. Assistant Vice-President: LHB Liaison

H. The Board of Directors may authorize appointed assistants to any of the elected positions.

Section 3. Qualification for Nomination. An officer shall:

- A. be a member in LHAB;
- B. meet the qualifications of the position as described in the Policies of LHAB.

Section 4. Term of Office. Term of office shall be defined by election and removal:

A. Election. An officer shall:

1. be nominated by the Nominating Committee or the membership and elected by the members at the regular annual membership meeting; and
2. hold office until his or her successor has been elected as defined in the bylaws.

B. Removal. The removal of an officer shall:

1. be by the Board of Directors as defined in Article III, Section 4 or a two-thirds vote of the members whenever it is in the best interest of LHAB;
2. be without prejudice to the contract rights;

3. give the officer notice of the proceeding; and
4. give the officer an opportunity to be heard in his or her own defense.

- C. Vacancies.** A vacancy in any office shall be filled by the Board of Directors for the unexpired the term and shall:
1. be filled within 30 days of the vacancy; or
 2. be filled by the officers of LHAB if the Board of Directors fails to select a member to fill the vacancy.
 3. If the office of President-Elect is vacant, the Board of Directors shall appoint a replacement and this person shall succeed to the office of President.
 4. If the office of Vice President is vacant, the Board of Directors shall appoint a replacement for the remainder of the unexpired term.

ARTICLE V – MEETINGS

Section 1. Regular and Special Meetings.

- A. Regular meeting.** The regular meeting of LHAB shall be known as the annual meeting and shall:
1. be in Austin, Texas;
 2. be designated as to time, date and place by the officers of LHAB;
 3. be in August, September, October, or November; and
 4. elect officers of LHAB, members of the Board of Directors of LHAB, and members of the Nominating Committee.
- B. Special meetings.** Special meetings shall be:
1. called by the President; or
 2. called by the Board of Directors; or
 3. called by one-tenth of the members.

Section 2. Notice of meetings. The notice of meetings shall:

- A. include place, day and time;
- B. be delivered by mail or electronically;
- C. be delivered to each member at least 10 days prior to each meeting;
- D. be at the direction of the President, or Secretary, or officers, or persons calling the meeting; and

- E. include the purpose of meeting in the notice; and
- F. be held within 50 miles of Austin.

Section 3. Quorum. The members present at any meeting, as verified by an Officer, shall constitute a quorum.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall:

- A. be responsible for the management and administration of LHAB in all respects and for all purposes: and
- B. have the power to conduct the business of LHAB except that which is retained by the membership as provided in these bylaws.

Section 2. Composition. The Board of Directors shall consist of seven members of which six are elected and the current President of LHAB.

A. Election. The members of the Board of Directors shall:

1. be nominated by the Nominating Committee and/or the membership, two members to be elected for three-year terms at each annual meeting.
2. be elected at the annual meeting of the members;
3. assume office at the close of the annual meeting of the members at which they are elected; and
4. elect from among themselves, the chair of the Board of Directors who shall serve such term as determined by the Board of Directors.

B. Chair of the Board of Directors. The chair of the Board of Directors shall preside at all meetings. The chair of the Board of Directors shall not have other powers and duties unless prescribed by the Board of Directors.

C. Qualification. The nominees must be members of LHAB and must have been an officer of LHAB or have served on a committee of LHAB. A member of the Board of Directors may not concurrently serve as an Officer.

D. Terms. The term of the officers shall be:

1. three years or until their successor is elected; and
2. one year or until his/her successor is elected, for the President of LHAB (defined in Article VI, Section 2).

E. Special Meetings. Special meetings of the Board of Directors shall be called by the chair of the BOD, the President of LHAB, or any two members of the Board of Directors who shall:

1. fix the time and place within the State of Texas;
2. give at least 14 days' notice;
3. deliver notice by mail, electronic mail, telephone, or personally; and
4. waive notice by any Director if necessary.

F. Quorum. A majority of the Board of Directors (four members) will constitute a quorum.

G. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining Directors.

H. Removal. Any Director may be removed with or without cause at any special or annual meeting of the members by a two-thirds vote.

ARTICLE VII – COMMITTEES

SECTION I. Committees. The committees of LHAB shall be: nominating; code of ethics; logo, emblem, and seal; and properties.

A. Nominating Committee. The nominating committee shall:

1. be elected by the members at the annual meeting;
2. consist of four members elected by plurality vote;
3. be chaired by the immediate past President;
4. nominate one candidate for each office to be filled;
5. publish candidates in *The Band Day Blast* prior to the annual meeting of LHAB; and
6. report the candidates to the members at the annual meeting.

B. Code of Ethics Committee. The code of ethics committee shall:

1. be appointed by the officers of LHAB;
2. consist of three members;
3. choose a chairman;
4. maintain the Code of Ethics and complaint forms;
5. receive complainant form for review and decision; and
6. present a recommendation for action on the complaint form to the Board of Directors.

C. Properties Committee. The property committee shall:

1. be appointed by the officers of LHAB;
2. consist of four appointed members and chaired by the property manager;
3. be responsible for all properties of LHAB;
4. be responsible for the storage and security of all properties of LHAB;
5. obtain a secure storage for the properties of LHAB and the property manager and the President of LHAB, or appointee, shall be custodians of the keys to the facilities; and
6. perform other duties as described in the Policies of LHAB.

D. Logo, Emblem, and Seal Committee. The logo, emblem, and seal committee of LHAB shall:

1. be chaired by the Secretary;
2. consist of two appointed members plus the Secretary;
3. be responsible for maintaining the trademark;
4. be responsible for maintaining a picture of the logo, emblem, and seal in the records of LHAB;
5. review the viability of the logo, emblem, and seal each year; and
6. monitor and record the use of the logo, emblem, and seal outside of LHAB official use.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's *Rules of Order, Newly Revised* shall govern LHAB in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the LHAB may adopt.

ARTICLE IX – AMENDMENT

These bylaws may be amended by the membership at any regular or special meeting of LHAB by a two-thirds vote, provided that the amendment has been submitted in writing and published in the LHAB *Blast* at least one month prior to the meeting.

ARTICLE X – MISCELLANEOUS

The Board may, at its discretion, promulgate, and apply reasonable policies that conform to both accepted standards of business for a nonprofit organization as well as any applicable laws or requirements set forth by an insurer issuing a policy to LHAB, Inc. The Board may, upon a majority vote, amend such policy as it sees fit.

2015 Bylaws Revision Committee:

Scott Hendrix, Chair, Board of Directors

Joe Dahlstrom

Karen Hanson

Donna Beth McCormick

Jo Lyn Peters

Heather Wright

Leah Raye Mabry, MD, RPh, RP, Registered Parliamentarian-Consultant

Approval of the Bylaws 2016 Update:

Executed on the 6th day of August, 2016, pursuant to the Texas Non-Profit Corporation Act and the Articles of Incorporation of the corporation.

Approved by Board of Directors:

Joe Dahlstrom, Chair

Ruth Dahlstrom

Kyle Walker

Nick Schroeder

Heather Knolle

Kyle Walker

Jo Lyn Peters, LHAB President

Bylaws Approved by LHAB Membership
October 14, 2016