



BYLAWS OF THE MINNESOTA PERCUSSION ASSOCIATION

As Amended by the Board of Directors of MPA June 3, 2020

ARTICLE I MINNESOTA PERCUSSION ASSOCIATION

The name of this organization is the Minnesota Percussion Association. Hereinafter, it shall be known as MPA.

ARTICLE II PURPOSE

The purpose of MPA is to provide a vehicle for the development, education, and promotion of percussion and indoor winds music performance.

ARTICLE III LOCATION

The principal office of MPA, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis-St. Paul, state of Minnesota, as may be fixed from time to time by the Board of Directors of MPA.

ARTICLE IV MEMBERSHIP

Section 1.

The membership of MPA shall consist of organizations that make an annual financial contribution, known as membership dues, to the support of MPA and that meet other criteria, both to be established by the Board of Directors. Members of the Board of Directors are considered individual members of the general membership. Membership shall be voluntary.

Section 2.

Each member organization shall appoint one individual to serve as their voting delegate at meetings of the general membership.

ARTICLE V MEETING OF MEMBERS

Section 1. The Board of Directors shall set meetings of the membership and the Board of Directors. Date, place, time, and location of meetings will be determined in advance, and notice will be sent to the membership via email no later than one month in advance of the meeting.

Section 2. Special Meetings. The chair of the Board of Directors may call special meetings of the membership or the Board of Directors. The notice of any special meeting shall state the time, the place, and the purpose of such meeting. No business shall be transacted at the special meeting except as stipulated in the notice.



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Section 3. Presiding Officer. The chair of the Board of Directors of MPA shall be the presiding officer of all meetings of the membership. In the absence of the chair, the vice chair shall preside. In the absence of both persons, the second vice chair will conduct the meeting. If no chair is available, the meeting will be canceled.

Section 4. Quorum. Except as otherwise provided by statute or these bylaws, the presence, at any time, of 50 percent of the delegates of record shall constitute a quorum.

Section 5. Adjourned Meetings. If any meetings of the membership or meeting of the Board of Directors cannot be organized because a quorum is not present, the voting members who are present may adjourn the meeting and the chair will reschedule to a later time.

Section 6. Voting. Except as otherwise provided by law, each voting delegate shall be entitled to cast one vote on each question. The vote of the majority of these delegates present shall decide any questions brought before the meeting, unless the question is one upon which, by law, or by these bylaws, a different vote is required, in which case such express provisions shall govern and control. Voting by proxy shall be prohibited at meetings of the membership.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Number and Qualification.

The Board of Directors of MPA shall be composed of no fewer than nine and no more than 15 members who are representatives of member organizations and/or strongly interested individuals. This will include five officers and no fewer than four and no more than 10 at-large members.

No director may transfer, voluntarily or involuntarily, their directorship or any rights arising therefrom, and all such rights shall cease upon termination of their directorship.

Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of MPA. They may engage in such acts and do such things as are not prohibited by law or these bylaws.

Section 3. Election and Term of Office. Directors shall be elected by member organizations casting one vote for each director position open. Elections for the following season will be held at each annual postseason general membership meeting.

Once the number of at-large directors exceeds four, at-large directors shall be elected in such a manner that approximately one-half of at-large directors shall be elected each



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year. An at-large director holds office until expiration of the term for which the director was elected or appointed.

The terms of elected officers of MPA shall commence immediately following the conclusion of the postseason general membership meeting and serve in staggered terms. The elections cycle will be as follows:

Even years: At-large director positions with expiring terms and second vice president

Odd years: At-large director positions with expiring terms, president, first vice president, secretary, and treasurer

To assist in the transition of executive offices, the president post-term will serve as an advisor for a term seen fit by the president-elect. The president-elect and the board-elect will notify the president post-term when their services are no longer needed.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason shall be filled by majority vote of the Board of Directors. The successor shall hold office until the next postseason general membership meeting, at which time the position will open for election by the membership regardless of the year in which the term ends. The term of the position shall not change regardless of when the position was vacated.

Section 5. Removal of Directors. A director whose continued service is deemed to be detrimental to the welfare of MPA may be removed as a director at any time by the affirmative vote of a majority of all the other directors.

Section 6. Compensation. No compensation shall be paid to directors for the performance of Board of Directors duties. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 7. Board Meetings. Meetings are scheduled by the Board of Directors; time and dates are notified to all members at the end of each meeting or by email.

Section 8. Quorum. The Board of Directors must have a quorum of at least 50 percent to transact business.

Section 9. Robert's Rules of Order will be the authority for all questions and procedure at any meetings of MPA.

ARTICLE VII OFFICERS

Section 1. Designation. Principal officers of MPA shall be president/chair, vice president/vice chair, second vice president/second vice chair, treasurer, and secretary.



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At the discretion of the Board of Directors, other officers may be elected with duties that the board shall describe.

Section 2. The Chair or President. The chair shall be the principal officer of the corporation. The chair shall preside at all meetings of the Board of Directors and at all meetings of the membership; if unable to do so, see Article V, Section 3.

The chair may execute for the corporation all contracts, conveyances, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The chair shall appoint members to standing committees or establish and appoint members to other committees. The chair will be a voting ex-officio member of all board committees except the Nominating Committee.

Section 3. Vice Chair or Vice President. It will be the duty of the vice chair to act in the absence or disability of the chair and to perform such duties as may be assigned to him or her by the chair.

Section 4. Second Vice Chair or Second Vice President. It will be the duty of the second vice chair to act in the absence or disability of the chairs and to perform such duties as may be assigned to him or her by the chair.

Section 5. Secretary. The secretary of MPA shall be responsible for keeping the organization's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors and membership. The secretary shall give (or cause to be given) all notices of the meetings of the Board of Directors and membership and other notices required by law or by these bylaws. The secretary shall be responsible for the keeping of all books, correspondence, committee reports, and papers relating to the business of MPA, except those of the treasurer. Treasurer and secretary shall confer and file legal documents and correspondence.

Section 6. Treasurer. The treasurer shall be responsible for preparation of the proposed annual budget and shall keep (or cause to be kept) records belonging to MPA. The treasurer will present to the membership and to the Board of Directors at their respective meetings a report of the finances of MPA and will from time to time make such other reports to the Board of Directors as it may require. Treasurer shall ensure that an annual audit takes place. The secretary and treasurer shall confer and file legal documents and correspondence.

Section 7. At-Large Members. At-large members will perform duties as described by the chair. These may include tasks that are not explicitly described within the duties of chair, vice chair, second vice chair, secretary, or treasurer.



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Section 8. Any officer of MPA, in addition to powers conferred on him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VIII COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it by the Board of Directors from time to time. Each such committee shall at times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Board of Directors, need not be directors.

Section 2. Types of Committees. In general, the types of standing committees may include, but not be restricted to, Nominating, Finance, Organization, Contest, Competition, and Education.

Section 3. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by its chair or the Board of Directors. The committee will determine the time and place.

Section 4. Representation and Members of Committee. Non-board members may serve on committees, but each committee must have a Board of Directors representative to serve as a member.

ARTICLE IX FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of MPA shall begin on July 1.

Section 2. Books and Accounts. Books and accounts of MPA shall be kept under the direction of the treasurer of MPA.

Section 3. Deposits. The Board of Directors will indicate where all banking transactions will take place, and may change and or add a location of banking.

Section 4. Conflict of Interest. Board members must abstain from voting in matters related to their compensation. The board shall not enter into any contract or financial agreement with a director unless the board reaches a majority vote of directors not abstaining from the vote.



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Section 5. Checks, Drafts, Etc. All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board of Directors shall designate in its approved financial policies.

ARTICLE X

MISCELLANEOUS

Section 1. Amendments. Both the Board of Directors and the members shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute, the board may amend the articles and bylaws by written notice of the proposed amendments at least 15 calendar days prior to such a duly called meeting. Such amendments shall require an affirmative vote of two-thirds of the board at a duly constituted meeting.

These are True and Correct.