

BYLAWS – THE LONGHORN ALUMNI BAND

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 – MISSION

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 promote 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 **three** classes of members. Any member shall be eligible who has completed the requirements for membership.

A. Voting Members. Voting members shall meet all of the following:

1. be former **or current** students of The University of Texas who were members of the Longhorn Band during enrollment;
2. be current with membership dues and other fees **for the membership year which runs from July 1 through June 30 of the following year;**
3. be entitled to one vote;
4. be entitled to vote at meetings **or electronically when available;**
5. **be ineligible to** vote by proxy or by power of attorney;
6. be eligible to resign membership in writing; and
7. be anyone who meets all qualifications and wishes to become a member.

B. Honorary Members. Honorary members shall:

1. be persons who have rendered service to LHB or LHAB;
2. be nominated by a **voting** member;
3. be approved by the Board of Directors (BOD);
4. be voted in by voting members at **any meeting or electronically** by a majority; and
5. **be non-voting members.**

C. Associate Members. Associate members shall:

1. **be friends or family of current or former voting members;**
2. **be nominated by a voting member or by associate member application;**
3. **be approved by the Board of Directors; and**
4. **be non-voting members.**

Section 2. Dues, Fees and **Special Assessments**.

- A. Dues.** The Board of Directors shall have the authority to determine the annual dues amount. All **membership dues are assessed on July 1. Payment of dues for the current membership year is required for Band Day registration.**
- B. Fees.** LHAB Officers shall determine fees for Band Day and other events.
- C. Special Assessments.** The Board of Directors may create special assessments by a two-thirds vote.

Section 3. Resignation and Reinstatement.

- A. Resignation.** A member may submit a letter of resignation **in writing** to the President who shall **confirm** the resignation to the member.
- B. Reinstatement.** A member may be reinstated upon payment of **all current** dues, fees and **special** assessments, **assuming they were in good standing previously.**

Section 4. Suspension or Expulsion of Members.

- A.** The Board of Directors, by an affirmative vote of two-thirds of all members, 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; or
 - 2. violation of the Bylaws, Code of Ethics (**located in the LHAB Handbook**), or other policies of the LHAB.
- B.** The member shall:
 - 1. receive a completed Code of Ethics Violation Form (located in the **LHAB Handbook**); and
 - 2. receive notice of the proceedings and an opportunity to be heard in their defense.

ARTICLE IV – OFFICERS

Section 1. Elected Officers and Appointed Assistants. The Officers shall be a President, President-Elect, Past President, Secretary, Treasurer, and **additional officers listed and defined in the LHAB Handbook. The Board of Directors may authorize appointed assistant positions to any of the elected positions.**

Section 2. Duties of Officers. Officers shall perform the duties of the office to which they are elected or appointed. (**A complete job description for each office is found in the LHAB Handbook**).

Section 3. Qualification. An Officer of LHAB shall:

- A. be a **voting** member of LHAB;
- B. meet the qualifications of the position as described in the LHAB **Handbook**;
- C. **be nominated by the Nominating Committee**;
- D. **adhere to the Oath of Office of LHAB**;
- E. **attend monthly Officer meetings and any other meetings called by the President**;
- F. **be available all three days of Band Day Weekend to help as needed; and**
- G. **be elected to only one position.**

Section 4. Election, Removal and Vacancies.

A. Election. An officer shall:

- 1. be nominated by the Nominating Committee;
- 2. be elected by the members at the annual meeting **or electronically**;
- 3. hold office until their successor has **taken office**; and
- 4. **have a term starting on the Monday after the Band Day of the election.**

B. Removal. The removal of an officer shall:

- 1. be by **a two-thirds vote of** the Board of Directors;
- 2. be without prejudice to the contract rights;
- 3. give the Officer notice of the proceeding; and
- 4. give the Officer to be heard in their defense.

C. Vacancies. A vacancy in any office shall be filled for the unexpired term and shall:

- 1. be filled by the Board of Directors within 30 days of the vacancy; or
- 2. be filled by the Officers of LHAB if the BOD fails to fill the vacancy.

Section 5. Meetings and Quorum.

A. Meetings.

- 1. **Officer meetings will be held monthly or as needed.**
- 2. **The President or any 3 Officers may call a meeting.**
- 3. **Meetings may be held in-person or electronically.**

B. Quorum.

- 1. **A majority of the elected Officers will constitute a quorum.**

ARTICLE V – MEETINGS

Section 1. Annual Meeting, Special Meetings and Electronic Meetings.

A. Annual Meeting. The annual meeting shall:

1. be in Austin, Texas; and
2. be designated as to time, date, and place by the officers of LHAB.

B. Special Meetings. Special meetings **of the membership** shall:

1. be called by the President; or
2. be called by the Board of Directors; or
3. be called by one-tenth of the **voting** members; and
4. be held within 50 miles of Austin **or electronically**.

C. Electronic Meetings. Any meeting may:

1. be held using an electronic platform or a combination of in-person and electronic.

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

- A. include place, date and time;
- B. **include information on access to the electronic platform if used;**
- C. be delivered electronically or by mail **if requested;**
- D. be provided to each member at least **seven** days before each meeting;
- E. be at the direction of the President, **BOD**, or **voting members** calling the meeting; and
- F. include the purpose of the meeting in the notice.

Section 3. Quorum. The **voting** members present at any meeting shall constitute a quorum.

Section 4. Meeting Requirements. All meetings must have written minutes or an electronic recording.

ARTICLE VI – BOARD OF DIRECTORS

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

- A. be responsible for the prudent use of all LHAB assets;
- B. ensure that LHAB's activities and transactions are advancing its mission;
- C. recognize and disclose conflicts of interest;
- D. make decisions that are in the best interest of LHAB;
- E. ensure that the Bylaws are followed;
- F. ensure that LHAB adheres to its stated purposes and mission;
- G. receive reports from the Code of Ethics Committee and appoint its members; and
- H. authorize new elected and appointed officer positions.

Section 2. Composition, Election, and Qualification.

A. Composition. The Board of Directors shall:

1. consist of **nine** members, of which six are elected **at-large** plus the current President (**who serves as chair**), **President-Elect and Past President**; and
2. **select a secretary from among its at-large members. The Secretary shall be responsible for keeping records of all Board meetings and actions.**

B. Election. The **at-large** members of the Board of Directors shall:

1. be nominated by the Nominating Committee;
2. have two members elected for three-year terms at each election;
3. assume office at the close of the annual meeting after the election.

C. Qualification. The Board of Directors shall:

1. be voting members of LHAB;
2. have been an officer of LHAB or have served on a committee of LHAB; and
3. have no **at-large** members who are currently serving as an Officer.

Section 3. Meetings.

A. The Board of Directors shall meet at least once per quarter.

B. All meetings must have written minutes or an electronic recording.

Section 4. Special Meetings and Quorum.

A. Special Meetings. Special meetings of the Board of Directors shall:

1. be called by the President of LHAB, or any two members of the Board of Directors;
2. have a fixed time and place within the State of Texas **or be held electronically**;
3. require at least 14 days' notice; and
4. have notice delivered by mail, electronic mail, telephone, or personally.

B. Quorum. A majority of the Board of Directors will constitute a quorum.

Section 5. Terms, Vacancies, and Removal.

A. Terms. The term of the Board of Directors shall:

1. be three years or until their successor is elected **for at-large members**; and
2. one year for the President, **President-Elect, and Past President.**

B. Vacancies. A vacancy occurring in **at-large positions** of the Board of Directors shall be filled by a majority vote of the remaining Directors within 30 days for the remainder of the term of the vacated position.

C. Removal. Any **at-large member** may be removed at any special or annual meeting of the **voting** members by a two-thirds vote of those in attendance.

ARTICLE VII – COMMITTEES

Section 1. Committees. The **standing** committees of LHAB shall be: Nominating; Code of Ethics; Logo, Emblem, and Seal; Property; and Scholarship.

Section 2. Duties of Standing Committees. Standing Committees shall perform the duties as defined in the LHAB Handbook.

Section 3. Special or Ad-Hoc Committees. The President may create special or ad-hoc committees as needed.

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 apply 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 **voting** members **in-person or electronically** by a two-thirds vote **of votes cast**, provided that the amendment has been submitted in writing and published in the LHAB Blast at least one month before the voting period begins. Amendments will be effective immediately upon approval.

ARTICLE X – MISCELLANEOUS

The Board may, at its discretion, promulgate, and apply reasonable policies that conform to both accepted standards of business for a non-profit 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.