



Northern Virginia Firefighters' Emerald Society Pipe Band

Board of Directors Meeting

October 10, 2019

- I. Meeting called to order at 7:10 pm
- II. Members in Attendance: President Mike Lacey, Vice President Matt Lopez, Secretary/Webmaster Jim Kraftchak, Board Member at Large/Pipe Instructor Jim Ryan and, Drum Major Bill Bryce.
- III. Reports
 - a. Secretary
 - i. Previous BOD meeting minutes reviewed. Matt Lopez moved to approve as written, Jim Ryan seconded. Approved unanimously.
 - b. All other reports and business put on hold until next meeting to allow sufficient time for review of the proposed bylaws changes.
- IV. Bylaws Review
 - a. Jim Ryan commended Matt Lopez for the job he did on revising the bylaws.
 - b. For clarification, all bylaw changes will be listed as to the paragraph (1.1, 2.1.1, etc..) where the recommended change was located. Original verbiage will be listed followed by recommended and any changes to the recommended changes will follow that, followed by the board's action. For each and every change there was discussions around if it should be accepted or not and if not should it be changed to be acceptable or simply rejected. To add all the discussion would make these note far more voluminous that is needed and would not change the outcome, therefore the discussions have not been captured in these minutes.
 - c. 1.1
 - i. Original: Provide service to local, state and National Fire Service Events
 - ii. Recommended: Provide service to local, state and National Fire, Police and Military Service Events
 - iii. Matt Lopez motioned to reject this change, Jim Kraftchak seconded and the motion passed unanimously.
 - iv. No change approved

- d. 1.3
 - i. Original: Provide Educational and cultural opportunities to its members with emphasis on Irish pipe music and Celtic culture.
 - ii. Recommended: Strike this paragraph in its entirety since this is not something that is or has been done.
 - iii. Jim Kraftchak motioned to reject this change, Matt Lopez seconded. Jim Kraftchak, Matt Lopez and Jim Ryan voted in the affirmative, Mike Lacey voted no. Motion passed with majority vote.
 - iv. Paragraph will remain.
- e. 2.1.1
 - i. Original: Membership is open to all adults at least 19 years old, ...
 - ii. Recommended: Membership is open to all adults at least 18 years old, ...
 - iii. Jim Ryan motioned that we table the discussion on this item for now. Mike Lacey seconded and motion passed unanimously.
- f. 2.1.3
 - i. Recommended addition of the following language to the end of the paragraph: Additional duties for students including carry banner, fundraising, supporting events.
 - ii. Jim Ryan motioned that we change the proposed language to: Additional duties for students may include carrying banner, fundraising, and supporting events as required. Matt Lopez seconded and the motion passed unanimously.
 - iii. Sentence will be added to the end of the paragraph
- g. 2.1.6
 - i. Original: Other: Children of full members, age 16 to 19 may participate with the band student members or in such other capacity as determined by the Pipe Major / Drum Major.
 - ii. Recommended: Other: Children of full members, age 16 to 18 may participate with the band student members or in such other capacity as determined by the Pipe Major / Drum Major &/or President.
 - iii. Jim Ryan motioned that recommended language be changed to: Other: Children of members (as defined in section 2.1.1) under the age of 19, may participate with the band as student members or in such other capacity as determined by the Pipe Major / Drum Major &/or President. Mike Lacey seconded and motion passed unanimously.
 - iv. Paragraph will be amended as motioned.
- h. 2.1.1
 - i. Now that a suitable solution to this recommended change to the age has been reached by way of the changes to 2.1.6, this recommended change, which was tabled earlier has come back up.

- ii. Matt Lopez motioned that we reject changing the age from 19 to 18. Bill Bryce seconded and the motion passed unanimously.
 - iii. No change will be made to paragraph 2.1.1
 - i. 2.1.7
 - i. Recommended to add paragraph 2.1.7 which would read: Accompaniment: Band members below the age of 21, when the band is performing in a venue where alcohol is available, he/she must be accompanied by parent, guardian or designated temporary guardian.
 - ii. Jim Ryan motioned that this paragraph as written be added and seconded by Matt Lopez. Motion passed unanimously.
 - iii. Paragraph 2.1.7 will be added.
 - j. 2.4
 - i. Original: **Voting:** All Members in Good Standing have the privilege of voting on various issues related to band activities.
 - ii. Recommended: **Voting:** All Members in Good Standing have the privilege of voting on various issues related to band matters at general or special membership meetings.
 - iii. Jim Ryan motioned we accept the recommendation and Mike Lacey seconded. Motion passed unanimously
 - iv. Paragraph will be updated as recommended.
 - k. 2.5
 - i. Original: **Responsibilities:** All members are responsible to maintain a commitment to support the band at practices and performances.
 - ii. Recommended: **Responsibilities:** All members are responsible to maintain a commitment to support the band at active participation at rehearsal, scheduled and unscheduled events.
 - iii. Jim Ryan motioned that we accept the recommendation and Jim Kraftchak seconded. Motion passed unanimously.
 - iv. Language will be changed as recommended.
 - l. 2.7
 - i. Original: A quorum for the purpose of managing the business of the band shall be designated as 65% of the members in good standing.
 - ii. Recommended: A quorum for the purpose of managing the business of the band shall be designated as 2/3 of the members in good standing.
 - iii. Jim Ryan motioned that we accept the recommended change and Mike Lacey seconded. Motion passed unanimously.
 - iv. 65% will be changed to 2/3.
 - m. 2.8
 - i. Original: **Business Meeting:** A business meeting shall be held quarterly.

- ii. Recommended: **Business Meeting**: A business meeting shall be held quarterly, or more often as the board requires.
 - iii. Jim Ryan motioned that we accept the recommended change and Mike Lacey seconded. Motion passed unanimously.
 - iv. Paragraph will be updated as recommended.
- n. Jim Ryan made a motion that all typographical errors that exist in the bylaws such as, misspellings, extra letter or number, etc..., can be addressed in the bylaws without board approval required for each one. Matt Lopez seconded and the motion passed unanimously.
- o. Article III
 - i. Original: Officers
 - ii. Recommended: Corporate Officers
 - iii. Jim Ryan motioned that we reject the proposed change. Mike Lacey seconded and motion passed unanimously.
 - iv. Recommended change will not be made.
- p. Article III
 - i. Original: Such Officers shall hold office until their successors are elected and qualified.
 - ii. Recommended: Such Officers shall hold office until their successors are elected.
 - iii. Jim Ryan motioned that we reject the change. Matt seconded and the motion passed unanimously.
 - iv. No change will occur.
- q. Article III
 - i. Recommendation that duties be created for the Member at large and added to the bylaws.
 - ii. Jim Ryan motioned that since we didn't have a proposed list of duties provided that we table the discussion. Mike Lacey seconded and the motion passed unanimously.
 - iii. This recommendation was tabled, no further action will occur.
- r. 3.1
 - i. Original: **Committees**: Members appointed to committees by the Board of Directors shall perform such duties as may be determined by the Board of Directors, for example fundraising.
 - ii. Recommendation: **Committees**: Members appointed to committees by the Board of Directors shall perform such duties as may be determined by the Board of Directors, for example fundraising, recruitment, uniform, by-laws, etc.
 - iii. Jim Ryan motioned that we accept the recommended language and Matt Lopez seconded. Motion passed unanimously.
 - iv. recruitment, uniform, by-laws, etc. added to the end of the sentence.
- s. 3.2
 - i. Original: **Corporate Officers**: Shall be a President, a Vice-President, a Treasurer, a Secretary and an at-large Director. This body shall constitute the Board of Directors.

- ii. Recommended: **Corporate Officers:** Shall be a President, a Vice-President, a Treasurer, a Secretary and an at-large Director. This body shall constitute the Board of Directors. Instructor(s) will be non-voting members.
 - iii. Jim Ryan motioned to add Ex-Efficio as well as instructors and Matt Lopez seconded.
 - iv. Discussion resulted in Jim Ryan amended his motion to not add Ex-Efficio and reject the proposed change to add Instructor. Matt Lopez seconded. Jim Ryan and Matt Lopez voted in favor and Jim Kraftchak and Mike Lacey voted against. As a result the vote was hung and no change is accepted.
 - v. Language remains as it was with no changes.
- t. 3.6.1
- i. Original: CFO: The Treasurer shall be the chief financial officer of the Corporation and shall have custody of corporate fund and accounts. The Treasurer shall disburse funds of the Corporation as ordered by the Board of Directors or the President taking proper voucher for such disbursements. He/she shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever the directors may request it, an account of his/her transactions as Treasurer and of the financial condition of the Corporation.
 - ii. Recommended: The Treasurer shall pay in a timely fashion at his or her sole discretion any reasonable expenses submitted by product or service providers, not to exceed \$200. Such disbursements must be presented to the Board of Directors at the subsequent Board of Directors meeting for ex-post facto approval. Any expenses greater than \$200 must be approved by a majority of the Board of Directors prior to payment.
 - iii. Jim Ryan motioned that we adopt this recommendation with the caveat that we reconcile paragraph 6.2 to match the amount specified herein. Mike Lacey seconded and the motion passed unanimously.
 - iv. Original paragraph will be struck and replaced with the recommended one.
- u. 3.6.2
- i. Original: Filing: The Treasurer shall also maintain and distribute copies of the band rosters and shall be responsible for filing all annual tax returns and corporate forms, as necessary.
 - ii. Recommended: Filing: The Treasurer shall be responsible for filing all annual tax returns and corporate forms, as necessary.
 - iii. Matt Lopez motioned that we accept the recommended change because the duty is being moved to the Secretary. Bill Bryce seconded and the motion passed unanimously.

- iv. Recommended language will be used.
- v. 3.6.3
 - i. Original: He/she shall also maintain a computer disk with all band financial transactions for the current year.
 - ii. Recommended: He/she shall also maintain a electronic and back-up files with all band financial transactions for the current year.
 - iii. Mike Lacey motioned that we accept the recommended change and Jim Ryan seconded. Motion passed unanimously.
 - iv. Recommended change was accepted.
- w. 3.7.1
 - i. Original: He/she shall record all proceedings of the meetings of the Corporation and its directors and shall cause a copy of that record to be inserted in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him/her by the directors or the president.
 - ii. Recommended: He/she shall record all proceedings of the meetings of the Corporation and its directors and shall cause a copy of that record to be electronically stored and saved, and shall perform such other duties as may be assigned to him/her by the directors or the president.
 - iii. Jim Ryan motioned that we accept the recommended language and Matt Lopez seconded. Motion passed unanimously.
 - iv. Recommended language will be used.
- x. 3.7.3
 - i. Recommendation to add the following: He/she shall maintain and publish copies of the band roster.
 - ii. Mike Lacey motioned that the paragraph be added as written and Jim Ryan seconded. Motion passed unanimously.
 - iii. Paragraph will be added.
- y. 3.9
 - i. Original: Unexpected vacancies in the Board of Directors shall be replaced in an election by the general membership at the next scheduled business meeting or, in the event of an urgent need, in an electronically conducted vote.
 - ii. Recommended: Unexpected vacancies in the Board of Directors shall be replaced in an election by the general membership at the next scheduled business meeting or, at a special membership meeting.
 - iii. Jim Kraftchak motioned that recommended language be accepted as written and Mike Lacey seconded. Motion passed unanimously.
 - iv. Language will be changed with recommended language.
- z. 3.10
 - i. Original: **Ex Officio Members:** Certain Band Officers, such as the Pipe Major and Drum Major, or Administrative Officers,

such as Quartermaster or Band Manager, if not elected to a Corporate Officer or At Large position on the Board, shall be an Ex Officio Officer of the Board with seat and voice but not vote.

- ii. Recommended: **Ex Officio Members:** Certain Band Officers, such as the Pipe Major and Drum Major, or Administrative Officers, such as Quartermaster, Web Master or Band Manager, if not elected to a Corporate Officer or At Large position on the Board, shall be an Ex Officio Officer of the Board with seat and voice but not vote.
- iii. Jim Ryan motioned to add webmaster to paragraph and Bill Bryce seconded. Motion passed unanimously.
- iv. Webmaster will now be an ex-officio member of the board.

aa. Article IV

- i. Original: The Pipe Major and Drum Major shall be elected by the Board of Directors and shall serve a two-year term.
- ii. Recommended: The Pipe Major and Drum Major shall be elected by a majority of the membership, as defined in section 2.4, and shall serve a two-year term.
- iii. Jim Ryan motioned we accept the change and Jim Kraftchak seconded. Jim Ryan, Jim Kraftchak and Matt Lopez voted for the change and Mike Lacey voted against the change. Change was approved by a majority vote.
- iv. PM will now be elected by the membership instead of the board.

bb. 4.1

- i. Original: **Pipe Major:** The Pipe Major (PM) is the musical director of the band and is responsible for selecting the band's music and directing its musical performance.
- ii. Recommended: **Pipe Major:** The Pipe Major (PM) is the musical director of the band and is responsible for selecting the band's music, directing its musical performance and is defacto Music Committee Chair. The PM or Drum Major shall have a fire service background.
- iii. Jim Ryan motioned we accept the recommended language and Matt Lopez seconded. Motion passed unanimously.
- iv. Recommended language will be inserted.

cc. 4.1.6

- i. Original: The Pipe Major or designee will discuss performance cancellations in advance with the President and Drum Major.
- ii. Recommended: The Pipe Major or designee will discuss performance cancellations in advance with the Board of Directors.
- iii. Jim Ryan motioned we accept the recommended language and Jim Kraftchak seconded. Motion passed unanimously.
- iv. PM to notify board of cancellation not just President and DM.

dd. 4.1.1 through 4.1.8

- i. Original: The Pipe Major
 - ii. Recommended: The Pipe Major or designee
 - iii. Mike Lacey motioned we add “or designee” and Matt Lopez seconded. Motion passed unanimously.
 - iv. “or designee” will be added to all paragraphs in this range.
- ee. 4.2
 - i. Original: **Pipe Sergeants:** The Senior Pipe Sergeant (PS), in the absence of the Pipe Major, shall assume the duties of the Pipe Major, and shall assist in the teaching of piping and pipe maintenance at scheduled practices.
 - ii. Recommended: **Pipe Sergeants:** The Senior Pipe Sergeant (PS), in the absence of the Pipe Major, shall assume the duties of the Pipe Major, and shall assist the Pipe Instructor in the teaching of piping and pipe maintenance at scheduled practices.
 - iii. Jim Ryan motioned we reject the recommended language and Matt Lopez seconded. Motion passed unanimously.
 - iv. Language will not be changed.
- ff. 4.5
 - i. Original: **Administrative Officers:** The President, with the approval of the Board of Directors, may appoint Administrative Officers such as, but not limited to: Band Manager and Quartermaster.
 - ii. Recommended: **Administrative Officers:** The President, with the approval of the Board of Directors, may appoint Administrative Officers such as, but not limited to: Band Manager, Quartermaster, Webmaster and Uniform Officer.
 - iii. Jim Ryan motioned that we accept the recommended language and Jim Kraftchak seconded. Motion passed unanimously.
 - iv. Webmaster and Uniform Officer added to the list of Administrative Officers.
- gg. 4.5.3
 - i. Add: Quartermaster is a standing member of the Uniform Committee.
 - ii. Jim Ryan motioned we add the paragraph and Jim Kraftchak seconded. Motion passed unanimously
 - iii. Paragraph 4.5.3 will be added.
- hh. 4.5.4
 - i. Add: **Webmaster:** The webmaster shall maintain the band’s website and manage the band’s social media outlets. The band’s website is the method where people outside of the band can find us, provides an e-commerce site where band swag can be sold, electronic donations can be made to the band, important information about the band can be found and communicated to the membership and provides the band’s presence on the web. The webmaster will ensure that the

website is updated regularly and resolve any downtime issues. Additionally, the band's various social media outlets need to be maintained and updated and will be done so by the webmaster or his/her designee.

- ii. Jim Ryan motioned we add the paragraph and Jim Kraftchak seconded. Motion passed unanimously
- iii. Paragraph 4.5.4 will be added.
- ii. 4.5.5
 - i. Add: Uniform Officer: The uniform officer in concert with the Quartermaster shall conduct one uniform inspection annually. Each uniform class shall be inspected for its condition and appearance. Any shortcomings in the condition and appearance of any uniform class will be escalated to the Quartermaster for remedy.
 - ii. Jim Ryan motioned we add the paragraph and Jim Kraftchak seconded. Motion passed unanimously
 - iii. Paragraph 4.5.5 will be added.
- jj. 5.1.1
 - i. Add: All Band Uniform Classes shall be addressed and regulated according to the Northern Virginia Firefighters' Emerald Society Pipe Band Uniform Manual. Each band member shall have a copy of the current Uniform Manual. All members are expected to follow the rules and guidelines outlined in the uniform manual.
 - ii. Jim Kraftchak motioned we add the paragraph and Jim Ryan seconded. Motion passed unanimously
 - iii. Paragraph 5.1.1 will be added.
- kk. 5.1.2
 - i. Add: The Band Uniform Officer shall review and revise the Northern Virginia Firefighters' Emerald Society Pipe Band Uniform Manual semi-annually or as needed.
 - ii. Jim Kraftchak motioned we add the paragraph and Jim Ryan seconded. Motion passed unanimously
 - iii. Paragraph 5.1.2 will be added.
- ll. 5.1.3
 - i. Add: All proposed changes to the Uniform Manual shall be presented to the Uniform Officer in writing for review. After review by the Uniform Officer, all requested additions or deletions to the Uniform Manual shall be presented to the Band Board of Directors for consideration, by the Uniform Officer.
 - ii. Jim Kraftchak motioned we add the paragraph and Jim Ryan seconded. Motion passed unanimously
 - iii. Paragraph 5.1.2 will be added.
- mm. 6.2.2
 - i. Original: Approval by the Board of Directors will be needed on all expenditures greater than \$500.00

- ii. Recommended: Approval by the Board of Directors will be needed on all expenditures greater than \$200.00
- iii. Jim Ryan motioned we lower the amount from 500 to 200 to be in line with paragraph 3.6.1 and Matt Lopez seconded. Motion passed unanimously.
- iv. Treasurer requires board approval for over \$200.

nn. 7.1.1

- i. Original: This committee shall report to the Board of Directors at least ninety (90) days prior to a business meeting of the General Membership.
- ii. Recommended: This committee shall report to the Board of Directors at least sixty (60) days prior to a business meeting of the General Membership or special meeting called by the Board of Directors.
- iii. Jim Ryan motioned we accept the recommended language and Mike Lacey seconded. Motion passed unanimously.
- iv. Lowers days from 90 to 60 and allows a special membership meeting instead of just the general membership meeting.

oo. 7.2

- i. Original: The Proposed Amendment to the By-Laws must first be presented in writing to the Board of Directors at least ninety (90) days prior to the next business meeting of the General Membership.
- ii. Recommended: The Proposed Amendment to the By-Laws must first be presented in writing to the Board of Directors at least sixty (60) days prior to the next business meeting of the General Membership.
- iii. Jim Ryan motioned we accept the recommended change and Jim Kraftchak seconded. Motion passed unanimously.
- iv. Days changed from 90 to 60 for presentation of changes to the bylaws to the board.

pp. 7.3

- i. Original: **To prevent prolonged debate:** By-Laws changes will be presented at the Annual General Membership and voted on one item at a time and either approved or rejected without any modification.
- ii. Recommended: **To prevent prolonged debate:** By-Laws changes will be presented at the Annual General Membership Meeting or at special general business meeting and voted on one item at a time and either approved or rejected without any modification.
- iii. Jim Kraftchak motioned we accept the recommended change and Mike Lacey seconded. Motion passed unanimously.
- iv. Bylaws changes can now be voted on at a special membership meeting and not just the annual membership meeting.

qq. 7.4

- i. Original: **Approval:** An amendment to the By-Laws must be passed by a two-thirds majority vote and will take effect immediately after the meeting in which it was approved.
- ii. Recommended: **Approval:** An amendment to the By-Laws must be passed by a 65% quorum vote and will take effect immediately after the meeting in which it was approved.
- iii. Jim Ryan motioned that the change be rejected and Matt Lopez seconded. Motion passed unanimously.
- iv. Change will not be made.

V. New Business

- a. Jim Ryan motioned that the band donate \$100 to one of the charities that Christina Hayes listed for her husband John. Matt Lopez seconded and motion passed unanimously.
- b. Bass drum heads were approved months ago and should have already been purchased. Bill Bryce to look into getting them purchased.
- c. Uniform inspection was September 25 and nobody showed up with their uniforms to get them inspected. We need to set a new date and ensure that EVERYONE participates.
- d. Vienna Halloween Parade will not happen this year due to lack of people signed up to participate.
- e. Chincoteague Fireman's Parade
 - i. We have been invited to participate.
 - ii. The Legion will not be providing rooms this year
 - iii. Conflicts with the Alexandria Parade.
 - iv. Need to discuss more to determine what we will do.

VI. Meeting adjourned at 10:37 pm with motion by Jim Ryan and seconded by Matt Lopez and unanimous vote.