



## **Rocky Mountain Percussion Association**

### **BY-LAWS**

Last Revision: 17 October 2007

#### **ARTICLE I           NAME**

The name of the organization is the Rocky Mountain Percussion Association (hereinafter, the "Association").

#### **ARTICLE II           LOCATION**

The office of the Association shall be located in the State of Colorado.

#### **ARTICLE III          OBJECTIVE**

The main objective of the Association is to promote the growth and development of Rocky Mountain Percussion Association programs and the involved ensembles. This Association shall be a cooperative effort among the Ensemble Directors and Staff to increase student motivation and advance percussion performance opportunities.

#### **ARTICLE IV          BASIC POLICIES**

4.1    Discrimination – The Association shall not discriminate on the basis of race, color, religion (creed), gender, age, national origin (ancestry), disability, marital status, , or military status, in any of its activities or operations. These activities include, but are not limited to the selection of volunteers and the selection of vendors.

4.2    Non-Profit – The Association shall be non-profit.

4.3    Use of Names – The name of the Association and the names of any members of the Board of Directors in their official capacities shall not be used in any connection with a commercial concern, or with any political interest, or for any purpose not appropriately related to promotion of the objectives of the Association.

4.4    Commitments – The Association may cooperate with other groups and agencies concerned with similar activities, i.e. bands, color guards, etc. but persons representing the Association in such matters, shall make no commitments that bind the Association without specific authorization to do so by a full majority of the Board of Directors.

## **ARTICLE V            MEMBERSHIP**

5.1    Active Members – Upon written application and acceptance by the Board of Directors, ensembles shall be given the status of Active Members in the Association, with all rights and privileges conferred by such membership.

5.2    Termination – Termination of Active Membership in the Association may be by written request of the member involved, or for good cause by a quorum of the Board of Directors. Good cause shall include, but not be limited to failure to pay dues and fees.

## **ARTICLE VI           MEETINGS**

6.1    General Membership Meeting of the Association shall be held annually in June or July at a date to be announced by the Board of Directors. The date, time, location and agenda must be made known to all active members of the Association through website postings and email communication, or similar means at least 14 days prior to the date of the meeting. The President or his/her appointee shall conduct each of the General Membership Meetings.

6.2    Board of Directors Meetings shall be held quarterly or as often as necessary to conduct the business of the Association. The date of such meetings will be made known through website postings at least seven (7) days prior to the date of the meeting. Request from Active Members for agenda items must be received, in writing, by the President or his/her appointee at least four (4) days prior to the meeting. Board Meetings and their agenda shall be determined by the President of the Board of Directors or his/her appointee. The President or his/her appointee shall conduct each of the Board of Directors Meetings.

6.3    Committee Meetings, including working groups, may hold meetings at any time for any purpose. It is not necessary to announce meetings other than General Membership Meetings or Board of Directors Meetings. Decisions or votes binding the Association may only occur at Board of Directors or General Membership Meetings.

6.4    Conduct of Meetings – General Membership Meetings and Board of Directors Meetings shall be governed by Robert’s Rules of Order, as revised. The President shall appoint a Parliamentarian to assist in the governance of meetings

6.5    Records – The Association shall keep minutes of the proceedings at Board of Director and General Membership meetings. These minutes shall be posted on the Association website within 45 days of the meeting date.

## **ARTICLE VII      BOARD OF DIRECTORS**

- 7.1      The Association shall be organized, coordinated and led by a Board of Directors. The Board of Directors shall make decisions on operational and financial matters for the Association and shall be responsible for the general management of all Association corporate affairs.
- 7.2      The Board of Directors shall be responsible for establishing Association membership policies and programs.
- 7.3      The Board of Directors shall be responsible for approving Association appearances and activities, including contest dates, contest locations and the selection of contest hosts. WGI rules will be observed at each contest. In situations warranting exceptions, the Board of Directors' decisions will be posted on the Association website.
- 7.4      The Board of Directors shall approve the position and compensation of all persons receiving compensation from the Association.
- 7.5      The Board of Directors shall not bind, merge, convey or join in any way the Association with that of another organization or association of any kind, whether similar, or non similar, without prior notification to all of its current members, a quorum approval of the current membership, and a majority vote of the Board of Directors.
- 7.6      The Board of Directors shall serve as the final authority in arbitration between all factions of the Association management, membership and Association, using the By-laws as a guideline.
- 7.7      Composition –The Board of Directors will consist of five (5) Elected Members and up to two (2) Board of Directors selected members. The five (5) elected members will be active members, serving two-year terms, shall be elected by the membership at the annual membership meeting. Two (2) of these elected Directors shall be elected to two-year terms each “even” numbered year and three (3) of these elected Directors shall be elected to two year terms each “odd” numbered year. Terms will begin on August 1<sup>st</sup> and expire on July 31<sup>st</sup> of the applicable year. At the discretion of the Board of Directors, up to two (2) Associate Directors may be selected by the elected Board of Directors to serve one year terms. Selection of any and all Associate Directors may take place at any time during the year. However, all Associate Director terms will expire July 31<sup>st</sup> of each calendar year. At any point in time, only one (1) representative of an Active Member ensemble may serve on the Board of Directors. There is no limit to the numbers of terms a member of the Board of Directors may serve.
- 7.8      Vacancies – Vacancies created by an elected director not completing his or her term for any reason, may be filled by the affirmative vote of a majority of the remaining directors. The term of that appointed director shall be until the next annual election.

7.9 Nominations – Prior to the election at the annual General Membership Meeting, the Director of an Active Member ensemble or a member of the Rocky Mountain Percussion Association Management Team may nominate an individual for election to the Board of Directors. Individuals may not nominate themselves for a Board of Directors position. Nominations must be received by the Executive Director no later than 2 days prior to the annual meeting.

7.10 Elections – An election shall be held at the General Membership Meeting of the Association held in June. Those candidates receiving a majority of votes cast shall fill the vacancies on the Board of Directors.

7.11 Removal – Any member of the Board of Directors may be removed at the annual meeting of the General Membership by a quorum vote, provided by the Laws of Colorado.

7.12 Conflicts of Interest – At no time shall a member of the Association Board of Directors accept or be elected to a position with another organization that can or will conflict with the operations, duties and/or obligations of his/her position with the Association.

### **ARTICLE XIII RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

8.1 Officers – The Officers of the Association shall consist of, but not be limited to a President and Vice-President.

8.2 President - The President shall generally be responsible for Association operations and preside at all Board of Directors and General Membership Meetings. The President shall perform other duties in keeping with the Office of President, including general supervision over all affairs, activities, committees, business and properties of the Association. The President may establish Committee positions to support responsibilities of the position as deemed necessary.

8.3 Vice President – The Vice President shall assist the President in the execution of the President’s duties through delegation by the President. In the event of the President’s inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers or and be subject to all the restrictions of the President.

8.4 All members of the Board of Directors, including non-officer directors shall maintain the integrity of the Association and perform duties as deemed necessary.

## **ARTICLE IX           MANAGEMENT TEAM**

9.1     The purpose of the Rocky Mountain Percussion Association Management Team is to support the objectives of the Association and implement membership policies, programs and contests as developed by the Board of Directors.

9.2     An Executive Director of the Management Team shall be selected by a quorum of the Board of Directors prior to the annual General Membership Meeting each year. There is no limit to the numbers of years an individual may serve as the Executive Director.

9.3     The Executive Director will recruit and select the members of the Management and Contest teams. Selections are subject to the approval of the Board of Directors.

9.4     Specifics of the Management Team may be found in the Management Team Policies and Procedures.

## **ARTICLE X           QUORUM AND VOTE**

10.1    Board of Directors Meetings – Voting membership shall consist of the five (5) elected directors, up to two (2) associate directors (as prescribed in article 7.7) plus the Executive Director of the Rocky Mountain Percussion Association Management Team. A quorum shall consist of a majority of the Voting Membership. If the voting membership results in an even number, the Executive Director shall abstain from voting.

10.2    General Membership Meetings – Voting membership shall consist of all Active Members. Each Active Member ensemble of the Association shall have one (1) vote. A quorum shall consist of four (4) members of the Board of Directors as well as an equal number of Active Members whom are not officers.

## **ARTICLE XI          JUDGE COMMISSIONER**

11.1    The President shall recruit and select a Judge Commissioner to be approved by a quorum of the Board of Directors each year. There is no limit to the numbers of years an individual may serve as Judge Commissioner.

11.2    Responsibilities of the Judge Commissioner include, but are not limited to the recruitment and selection of judges for each Association competition and the coordination of judge transportation, housing and hospitality with the assistance and support of the Volunteer / Hospitality Manager of the Management Team.

## **ARTICLE XII FINANCES**

12.1 The Association shall operate as a non-profit organization under the laws of the State of Colorado.

12.2 The Association shall operate on a balanced budget basis. A balanced annual budget shall be developed for the Association by the Board of Directors and the Management Team under the coordination of the Management Team's Finance Manager. The budget shall be presented and approved by a quorum of the Board of Directors no later than October 31<sup>st</sup> each year. The budget may be amended from time-to-time as operations require. Any amended budget must result in a balanced budget.

12.3 In the event a balanced budget is not prepared and approved by the Board of Directors by October 31<sup>st</sup>, the budget enacted for the prior year shall become the budget for the current year.

12.4 Contracts – The Board of Directors may authorize any officer or officers, agent or agents of the Association in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general, or confined to specific instances. Each contract for equipment, supplies and services must be formally documented through a written invoice or contract.

12.5 Checks, Drafts, Etc. – All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by an officer or officers, or the agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

12.6 Deposits – All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors or their appointee may select.

12.7 Gifts – The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes for any special purpose of the Association. The use and disbursement of said gifts shall be determined by the Board of Directors. Said gifts shall become the property of the Association.

12.8 Books – The Association shall keep correct and complete books and records of all accounts. Quarterly financial statements will be generated by the Finance Manager and presented to the Board of Directors for review and also at the General Membership Meetings twice per year.

## **ARTICLE XIII FISCAL YEAR**

The fiscal year of the Association shall run from June 1<sup>st</sup> to May 30<sup>th</sup> of the following year.

## **ARTICLE XIV AMENDMENTS**

These By-Laws may be changed, amended or revoked by a quorum vote of the Board of Directors.

**ARTICLE XV         DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of this Association and after payment of all legal obligations, the remaining assets shall be distributed to other non-profit organizations which has established an exempt status as an organization described in Section 501 (C) 3 of the Internal Revenue Code, and shown to be organized and operating exclusively for charitable and educational purposes; and as determined by the Board of Directors.