



By-Laws

Revised 2023

INTRODUCTION

The Rocky Mountain Percussion Association (sometimes referred to as "RMPA", the "Association", the "Organization", or "we") is a nonprofit organization formed for the purpose of promoting and facilitating instruction and development of percussionists in the State of Colorado.

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ARTICLE I

STATEMENT OF PURPOSE

1.1 MISSION STATEMENT

The mission of RMPA is to provide a competitive and educational performance outlet for Colorado indoor percussion ensembles, with a continual goal of enriching the lives of young performers. RMPA commits to delivering the best venues, hosts, adjudicators, clinicians, sponsors, and volunteers in tandem with contributing to this mission.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

1.2 GUIDELINES

The Rocky Mountain Percussion Association operates under the rules and guidelines of Winter Guard International (WGI) and other policies as may be adopted from time to time and published to the membership on our website or via other publication methods.

1.3 OFFICES

RMPA's principal place of business is currently located at 3360 W 98th Place, Unit B, Westminster, CO, 80031.

1.4 REGISTERED OFFICE AND REGISTERED AGENT.

The address of the registered office of the corporation is the same as the principal place of business, and the current registered agent is Lauren Maxwell. The registered office and the registered agent may be changed by the board of directors at any time.

ARTICLE II

MEMBERSHIP

2.1 MEMBERS

Any bona fide percussion ensemble or winds ensemble as defined by the WGI rulebook is eligible for membership in the association. A unit must apply on a form of application provided by the association. Prior to each season, all member units must reapply in the same manner as new members. Units will not be accepted until all fees and penalties are paid in full.

2.2 NEW MEMBERS

Any new unit admitted to the membership will be granted voting privileges at the next regularly scheduled association meeting.

2.3 ELIGIBILITY

Eligibility in Scholastic and Independent Ensembles is defined in the WGI Rulebook, but specific eligibility exceptions may be addressed by the board.

See RMPA Policy Addendums for information regarding Independent Ensemble Participation

ARTICLE III

DUES & FEES

3.1 DUES

All RMPA member units will pay yearly dues and any fines or penalties.

3.2 LOSS OF MEMBERSHIP

If a unit has not been in good standing (i.e. membership dues not current) for one full year from the date of the finals competition of RMPA Championships, that unit will lose membership until past dues are collected and the unit is in good standing with the RMPA.

3.3 REAPPLICATION

Dues reapplication shall be submitted by a set deadline of each year.

3.4 CHANGES

Amount of dues, late charges and all other fees will be discussed at the general membership meeting and voted on by the Board of Directors at their next meeting.

ARTICLE IV

BOARD OF DIRECTORS

4.1 BOARD OF DIRECTORS

“The Board of Directors is comprised of representatives from member units as well as no more than three (3) members of the community not affiliated with any ensemble and is legally and financially responsible for the conduct of the Rocky Mountain Percussion Association. The Board of Directors is empowered to exercise the management of the business and affairs of the Association. Notice of any action taken by the Board of Directors shall be communicated to the community as soon as possible and appropriate thereafter.”

4.2 COMPOSITION

The Board of Directors shall be comprised of a maximum of eight (8) members, of up to seven voting members, and one Operations Adviser.

The officers of the association shall be:

ARTICLE IV, SECTION 4.2: COMPOSITION

The Board of Directors shall be composed of a maximum of eight (8) members, including up to seven voting members and one Operations Adviser.

The officers of the association shall be:

i. President

ii. Vice President

iii. Secretary

iv. Treasurer

v. General Board Representative

vi. General Board Representative

vii. General Board Representative

viii. Operations Adviser

The above eight (8) officers will constitute the Board of Directors for the RMPA.

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4.3 TERMS

Members of the Board of Directors shall each serve a two-year term. The terms of all directors shall be staggered so that the terms of half of the directors shall begin in the Annual General Membership Meeting in even numbered years and the other half shall be in odd numbered years.

4.4 RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Responsibilities of the Board of Directors include but are not limited to:

Approval of annual budget.

Review financial statements and annual audit.

Appointment of President.

Overall management and strategic direction.

Review by-laws and organizational structure.

Elect Officers

Establish committees and membership

Review proposals presented to Board of Directors for change or adoption

Review project proposals

Selection of show sites for the contest season

Any other matters brought before the Board of Directors

4.5 VACANCIES

A vacancy in any Director position because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors at their next meeting.

4.6 REMOVAL AND DISQUALIFICATION

A Director may be removed by a two-thirds (2/3) vote of the Board of Directors at any duly scheduled meeting where notice is given. Directors against whom removal is contemplated shall be given the opportunity to be heard before such vote takes place.

A Director who misses more than two (2) consecutive Board of Directors meeting without communication will lose their position on the Board of Directors; however, the Board of Directors may waive this provision if a failure to attend is beyond the control of such member. The President shall notify the member of the Board of Directors of their dismissal from the Board under this paragraph.

4.7 QUALIFICATIONS

All officers shall be at least Twenty One (21) years of age.

4.8 MEMBERS AT LARGE

Each election cycle the elected officers of the Board of Directors may select up to two (2) individuals to serve as Members at Large. These individuals are non-voting members who represent the best interest of the Rocky Mountain Percussion Association through participation in meetings and providing input to discussions. Members at Large will abide by all bylaw standards and procedures that apply to elected officers.

ARTICLE V

DUTIES OF THE BOARD OF DIRECTORS

5.1 PRESIDENT

The President shall supervise and control all the business and affairs of the Association. He/she shall preside at all meetings of the Association. No person shall be eligible for the office of president without first serving at least one year as a member of the board. If a current board member doesn't wish to run for the position, the Board of Directors may vote to open nominations up to the general membership.

5.2 VICE PRESIDENT

The Vice President shall, in the absences of the President, perform the duties of the President. She/he shall be responsible for initiating and maintaining liaison with similar and interested parties, and other such duties as may be assigned by the President.

5.3 SECRETARY

The Secretary shall keep the minutes of the meetings, see that all notices are given and be the custodian of the Association records including maintenance of all past documents. She/he shall keep a register of the members and their addresses and perform all duties incidental to the office of Secretary and any other duties that may be assigned to him/her by the President.

5.4 TREASURER

The Treasurer shall have charge of all funds received by the association and give receipt for all funds due and in the name of the Association. She/he will also perform all duties incidental to the office of the Treasurer, and other such duties that may be assigned to her/him by the President.

5.5 - 5.7 General Board Representative(s)

General Board Representatives are voting members Board who shall perform such duties as determined by the current Board of Directors

5.8 OPERATIONS ADVISER

The Operations Adviser shall work with the board as a trusted expert of the percussion community. This officer is a non-voting member of the board and therefore does not need any affiliation to a member unit. The Operations Adviser shall be appointed by the Board of Directors and not voted on by the General Membership.

ARTICLE VI

MEETINGS

6.1 BI-ANNUAL MEETING

The Board of Directors and the General Membership shall meet together twice a year. The first shall follow the WGI Advisory meeting no later than July 31. The second meeting shall be the General Membership meeting and shall take place no later than August 31.

Meetings will be conducted using the most current edition of Robert's Rules of Order.

6.2 NOTICE OF BI-ANNUAL MEETINGS

Notices of annual meetings of the Board of Directors shall be sent or otherwise given no less than thirty (30) nor more than ninety (90) days before the date of the meetings by the Secretary at the direction of the President. The notice shall specify place, date and hour of the meeting.

6.3 MANNER OF GIVING NOTICE

Notice of any general meeting shall be given by electronic mail or other written communication at the address of the Director of the Member unit that appears on the books of the Association. If any notice addressed to the Member unit's Director is returned by the United States Postal Service marked as undeliverable, all future notices or reports shall be deemed to have been duly given without further mailings.

6.4 REGULAR OR SPECIAL MEETINGS

Regular or special meetings of the Board of Directors, including telephonic conference calls, shall be called upon the request of the President, Vice President, or one-third (1/3) of the officers. The secretary shall communicate, or cause to communicate, notices of special meetings at least one week in advance by mail, electronic mail or by phone message.

6.5 QUORUM

A quorum is not required to vote on a given motion.

ARTICLE VII

DELEGATES

7.1 MEMBER UNITS

Each member unit shall be allowed one (1) delegate. Only one of the aforementioned delegates or alternates will be allowed to vote. In the event that none of these delegates are present that unit will not have a vote. No proxy or absentee votes are permitted.

7.2 GOOD STANDING

Only member percussion ensembles and winds ensembles in good standing may vote at the annual meeting.

7.3 MEMBER DEFINITION

In order to be a member, a unit must perform in at least two shows and must not have any financial debts to the association.

7.4 DIRECTORS

Ensemble Directors and Band Directors who are affiliated with more than one unit may vote for each of those units providing one unit does not have more than one vote.

7.5 OPERATIONS ADVISER

The Operations Adviser shall cast a vote only in the case of a tie vote.

7.6 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 within the Association.

ARTICLE VIII

FINANCIAL CONTROLS

8.1 TAX-EXEMPT STATUS

Notwithstanding any other provision in these By-laws, Rocky Mountain Percussion Association shall conduct its business and affairs at all times in a manner consistent with its status as a tax-Exempt corporation under Section 501©(3) of the Internal Revenue Code ("Code") having public charity status under Section 509(a)(1) of the Code.

8.2 FISCAL YEAR

The fiscal year of the Association shall commence on July 1 each year and end on June 30.

8.3 BUDGET

The Treasurer shall be responsible for the preparation of a budget for the fiscal year to be reviewed by the Board of Directors and presented to the General Membership for approval at the Second Annual General Membership Meeting.

8.4 ANNUAL AUDIT

The Treasurer will insure that an audit of the financial records is performed annually and presented to the Board of Directors for approval.

8.5 LOANS

No indebtedness or borrowed money shall be contracted on behalf of the Association and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

8.6 CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

8.7 DEPOSITS

All funds of the Association not otherwise employed shall be deposited in a timely manner to the credit of the Association in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE IX

OFFICERS' AND DIRECTORS' LIABILITY AND INDEMNITY; TRANSACTIONS WITH ASSOCIATION AND CODE OF CONDUCT

9.1 LIABILITY OF DIRECTORS AND OFFICERS

No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by them while serving as a director or officer of the Association, or of any other Association, which they serve as a director or officer at the request of the Association, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or information held by officers or employees of the Association which they had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which they may be entitled as a matter of law or to which the Association may be entitled if the foregoing conditions are not met.

9.2 INDEMNIFICATION

A. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative or against whom liability of any character, whether statutory or at common law, is or is threatened to be asserted or imposed by reason of the fact that they are or were a director, officer, committee member, employee, or agent of the Association or is or was serving at the request of the Association as a Director, officer, committee member, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise, against all expenses (including attorneys' fees), judgments, settlements, penalties, assessments, forfeitures, and fines actually and reasonably incurred by them in connection with such action, suit, or proceeding, to the fullest extent permitted, by Colorado Corporation Law, as amended from time to time

B. The Association shall also reimburse any such person for all expenses, costs, and other payments actually and reasonably incurred by them in connection with any action, suit, proceeding, or liability described above to the fullest extent permitted by Colorado Corporation Law, as amended from time to time.

C. Indemnification hereunder shall include, without limitation, indemnification of the directors, officers, employees, or agents of the Association with respect to all potential liability arising under the Employee Retirement Income Security Act of 1974 (the "Act") and the Internal Revenue Code of 1986 (the "Code"), as the Act and the Code are from time to time amended.

D. Indemnification under this Section shall not be deemed exclusive of any other right provided for or available to such person under any law agreement, vote or otherwise, or under insurance purchased and maintained by the Association on behalf of such person against liability to an extent greater than the power of the Association to indemnify such person under the provisions of Colorado Corporation Law, as amended from time to time. The indemnification

provided or permitted by this Section shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such. The provisions of this Section shall be given retroactive effect.

E. No right of indemnification shall apply in the following instances in regard to the person seeking indemnification: (i) a willful failure to deal fairly with the Association or its Members in connection with a matter in which such person has a material conflict of interest; (ii) a violation of the criminal law, unless such person had reasonable cause to believe that his/her conduct was lawful or no reasonable cause to believe that his/her conduct was unlawful; (iii) a proceeding brought by or on behalf of the Association naming the person as a defendant or respondent in which the person is found liable to the Corporation (iv) a transaction from which such person derived an improper personal profit or benefit; or (v) willful misconduct on the part of such person.

9.3 CODE OF CONDUCT FOR DIRECTORS

The Board of Directors expects of itself and its members ethical and business-like conduct consistent with involvement in a youth-based, educational non-profit organization. This commitment includes use of appropriate decorum in group and individual behavior when acting as Board members or when perceived to be representing the Association and participating in its activities.

Directors must represent, with loyalty, the interests of RMPA while participating in meetings and in their decision-making within the organization. This accountability supersedes any conflicting loyalty such as that to individual units.

Members of the Board of Directors must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no conduct of private business or personal services between any Director and RMPA except as procedurally controlled to assure openness, competitive opportunity and equal access to information.

ARTICLE X

AMENDMENTS TO THE BY-LAWS

10.1 VOTING

These By-Laws may be amended by a majority of the members present and voting at any regular meeting of the association, provided that the change(s) have been submitted in writing at the immediately preceding meeting or published on the web site or by a President's memo/email.

10.2 SUBMISSIONS

All By-laws and Rule changes must be submitted and voted upon prior to the second annual meeting prior to each competing season. Any rule changes passed after that date will not be effective until the next contest season.

10.3 DOCUMENTS

RMPA shall keep the following documents in the possession of the secretary and president:

- (a) Minutes of all meetings of the membership and of the board of the directors.
- (b) All financial reports including account of business transactions and accounts of assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members indicating their names and addresses.

ARTICLE XI

IRC 501(C)(3) TAX EXEMPTION PROVISIONS

11.1 LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these by-laws, this corporation shall not carry on any activities not permitted to be carried on (a) by the corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

11.2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of this corporation.

11.3 DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.