BYLAWS of

Anesidora Winter Guard

ARTICLE 1 - Name and Purpose

Section 1 - Name:
The name of the organization shall be Anesidora Winter Guard. It shall be a non-profit organization incorporated under the laws of the State of Colorado.

Section 2 - Purpose:
The goal of Anesidora Winter Guard is to promote winter guard, color guard and other performing arts activities to the young adult community of Colorado. Through friendly competition, teamwork, leadership and performance, Anesidora Winter Guard teaches young adults to be a better asset to the community.

ARTICLE 2 - Membership

Section 1 - Eligibility for Membership:

- The Board of Directors, hereby known as the "Board," shall be a duly nominated and elected body consisting of any person deemed qualified for their respective positions. The Directors of each unit shall always be included as part of the Board.

- The Staff, consisting of any paid contractors for the organization, shall be approved by the Board. The Directors shall determine who is to be considered a part of the Creative, Technical, Administrative, or any other staff category.

- Active performing members, hereby known as the "Performers," will be considered after the attendance of auditions, completion of the membership application process, and membership contract has been signed. Video auditions can be accepted under certain circumstances upon prior approval from the Creative Staff and/or Board. Continued active membership is contingent upon being up-to-date on dues payments present and past.

- In the rare time that anyone is performing as a "Guest Performer," they will do so only upon invitation by the Directors and will have no voting privileges. Guest Performers will be responsible for a prorated contract provided at the time of acceptance.

- Application to be a volunteer, also known as a "Booster," is open to parents, family, friends, or alumni interested in providing support for the organization. Applications will be reviewed and approved by the Board. Boosters shall have no voting privilege

Section 2 - Resignation and Termination of Members:
Any member may resign by filing a written resignation to either the Directors or Secretary. Resignations shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board for any reason.

ARTICLE 3 - MEETING OF MEMBERS

Section 1 - Meeting Recurrence and Expectations:
A meeting of the Board of Directors shall be held a minimum of 1 time per month. The members shall receive reports on the activities of the organization, per request, and can determine the direction of the organization for the coming/current performance season at the annual May meeting. New and current Board members shall be elected or re-elected by the voting representatives of members at the May Board meeting.

Section 2 - Notice of Meetings:
A written notice of each meeting shall be given to each Board member, by email or text, not less than two weeks prior to the meeting that includes the specific date, time, and location of which will be designated by the President. Public meeting notices will be posted on social media, newsletters, or announced in person during rehearsals.

Section 3 - Quorum:
No less than half of the Board at any properly announced meeting shall constitute a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Section 5- Voting:
All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Only members of the organization can vote during open meetings.

Section 6 - Board Election:
Board members shall be elected by a simple majority of membership every two years during the end-of-season meeting in May. The President and Secretary will run in even-numbered years, while the Treasurer and member(s)-at-large will run in odd-numbered years.

ARTICLE 4 - BOARD OF DIRECTORS

Section 1 - Board Role, Size and Compensation:
The Board is responsible for the overall policy and direction of Anesidora Winter Guard including the delegation of responsibilities to the full membership and/or sub-committees. The Board shall have up to 10, but not fewer than 5 members. The Board serves without pay unless it is the position of Director.

Section 2 - Terms:
The terms for the position of Director are unlimited. All other Board positions shall serve two-year terms, but are eligible for re-election up to five consecutive terms.

Section 4 - Voting Privileges
During closed or special meetings, full Board members will have voting privileges and Member(s)-At-Large will not have voting privileges. If a vote results in a tie, the presiding President shall be the deciding vote. One vote is allowed per individual regardless of positions held.

Section 5 - Quorum:
A quorum consisting of at least half of the full voting Board, by proxy or not, must be present for business transactions to take place. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Section 6 - Proxies:
Each member shall be eligible to appoint one voting representative to cast the member's vote in organization elections. A Board member cannot serve as a proxy for another absent Board member. Any person serving as a proxy must be affiliated with the organization A proxy cannot be a Performer. A proxy cannot preside over the meeting.

Section 7 - Special Meetings:
Special meetings may be called by the President, a Director, or a simple majority of the Board. The Board may also call a special meeting with Staff. A petition signed by Staff may also call a special meeting with the Board.

In emergency situations, a digital communication including all members of the Board may constitute a special meeting for the purpose of conducting official business, provided that no less than half of the participants respond affirmatively to the inquiry within a reasonable period of time. Any matter receiving approval by the required majority shall be deemed an official action of the Board. If fewer than half of participants respond, the inquiry shall be reissued or deferred to the next duly convened meeting.

Section 9 - Board Members and Duties:
The Board shall consist of a President, Vice-President(s), Secretary, Treasurer, Directors and any other voting Board members. The Board shall have all the powers and authority to amend and change these bylaws. Their duties are as follows:

A. The President shall:
    a. Convene and preside over regularly scheduled Board meetings.
    b. Preside or arrange for other members of the Board to preside at each meeting in the following order: Vice-President(s), Director(s), Secretary, and Treasurer.
    c. Coordinate with other Board members to problem solve issues and concerns.

B. The Vice-President(s) shall:
    a. Oversee the Chairs of each committee.
    b. Oversee and assist the Directors of the assigned unit designated by the Board.
    c. Handle anything delegated by the President.

C. The Secretary shall:
    a. Be responsible for keeping records of Board actions and official documents.
    b. Create online meeting events and invite each Board or Booster member.
    c. Create, archive and distribute agendas to be viewable before each meeting.
    d. Take, archive and distribute minutes to be viewable after each meeting.
    e. Consult with the Directors to prepare Performer and Staff contracts.
    f. Distribute, collect, and archive signed Performer and Staff contracts.
    g. Design ad for RMCGA programs including summer camp and/or audition dates.

D. The Treasurer shall:
    a. Create and share a simplified monthly Treasurer's report at each Board meeting.
    b. Create and share an annual, detailed Treasurer's report at the May meeting or when asked to provide at a meeting.
    c. Make financial information available to Board members and the public.
    d. Maintain a checking account, including writing all checks.
    e. Create and manage unit budgets. Work with the Creative Staff on determining wish list items and needs.
    f. Partner with the Directors and Fundraising Chair to develop a fundraising plan.
    g. Manage Dues

        i. Coordinate with the Board, Directors, and Creative Staff annually to determine the amount required for Performer dues.
        ii. Coordinate collecting dues from members, online or in person.
        iii. Schedule payment dates.
        iv. Consult with Directors about past-due payments.
        v. Coordinate with the Fundraising Chair to deduct from member balances.
    h. Staff Payroll
        i. Coordinate with Directors to determine Staff compensation.
        ii. Write monthly payroll for Staff.
        iii. Pay Staff for summer camps.
    i. Arrange, coordinate payment and delivery of state/age-out gifts and RMCGA member patches for each unit's Performers.
    j. Coordinate with the Secretary to manage a calendar for deadline-related events such as payment of dues, fundraisers, etc.
    k. Coordinate with the Directors and Secretary to manage a calendar for rehearsal and performance-related events such as competitions, including travel, where and when rehearsals are held, summer camps, etc.
    l. Organize pre-registration and registration of summer camps and auditions, collect and record payments of attendees.
    m. Booking travel reservations by setting up the payment, pick-up and return of rental vehicles. Handle any other travel booking expenses as needed.
    n. Research, book, and coordinate payment for hotel rooms.
    o. Purchasing A-Class, Open Class, or World Class Finals tickets in Dayton for Performers, Staff, and Boosters.
    p. Reapply and pay for liability insurance with Francis L Dean & Associates who specialize in insurance policies for winter guard.
    q. Consult with Directors and file federal taxes 5 ½ months following the end of the fiscal year.
    r. File any required annual reports with the Secretary of State of Colorado in August.

E. The Directors shall:
    a. Coordinate the drop-off, setup, storage, teardown and transportation of equipment and props at every event along with any Logistics Chair.
    b. Coordinate with the Secretary and Treasurer for camps, auditions, and rehearsals.
        i. Setup audition dates, times and locations in conjunction with Creative Staff during a meeting in the early summer.
        ii. Create a rehearsal schedule for each unit. Discuss with Board members upcoming holidays, WGI calendar and RMCGA calendar, which is usually not up until December, to determine what dates and times work best.

    iii. Finalize summer camp dates in time for RMCGA state program advertisement by discussing summer schedules with Staff.

  c. Uniforms
    i. Partnering with creative Staff to decide what to order and when.
    ii. Coordinate getting Performer measurements and facilitating alterations.
    iii. Delegate washing and/or informing of uniform maintenance requirements throughout the season.
  d. Equipment Inventory
    i. Manage equipment checkout and return from Performers at the beginning and end of each season.
    ii. Manage guard box inventory included but not limited to equipment accessories, tape, first aid equipment and medicine, etc.
    iii. Coordinate the ordering and payment of new equipment with the Treasurer.
    iv. Coordinate the ordering and payment of a new floor with the Treasurer.
  e. Rehearsal Logistics
    i. Collect funds from members with assistance from the Treasurer.
  f. Competition Logistics
    i. Register online for memberships to RMCGA & WGI and when available upload music and fill out spiel sheets accordingly.
    ii. Review event maps before the event.
    iii. Represent your guard at check-in at all venues.
    iv. Perform soundcheck at all venues, if possible.

F. Any additional voting members on the Board shall:
  a. Attend monthly meetings to provide input, feedback, advice and vote when needed.

G. The Members-At-Large shall:
  a. Attend monthly meetings to provide input, feedback and advice.

Section 10 - Vacancies:

When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members at least two weeks in advance of a Board meeting unless a special meeting is called. These nominations shall be sent out to Board members, with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member’s term.

Section 11 - Resignation and Termination of Board Members:

Resignation from the Board must be in writing and received by the Secretary. A Board member shall only be terminated immediately from their role due to three or more unexcused absences from Board meetings in a year. A Board member may be removed for any other reasons by a three-fourths vote of the remaining Board members.

Section 12 - Conflict of Interest:
Any member of the Board who has a financial, personal, official interest in, conflict with, or appearance of a conflict with any matter pending before the Board, of such nature that it prevents or may prevent that Board member from acting on the matter in an impartial manner, will be expected to voluntarily excuse themselves and will vacate their seat for the duration of the discussion through the vote on said item. However, if the Board member is a duly elected member while also a paid Staff member who knowingly took on a voluntary Board position with the knowledge of their conflicting role, that member may still serve in their full capacity for that matter.

ARTICLE 5 - COMMITTEES

Section 1 - Formation
The Board may create, as needed, committees such as fundraising, public relations, outreach-education, etc. The President shall appoint all committee Chairs through a nomination process and there shall be at least one per committee. There are no restrictions on who can Chair a committee.

Section 2 - Execution
The Vice President(s) shall oversee the execution of the committees and assist the Chairs with their respective roles. Amendments constituting the committee's requirements, roles, limitations, and restrictions may be added under Article 7, as needed.

Section 3 - Dissolution
The Board may dissolve, as needed, any committees no longer making a positive impact on the organization or are simply no longer needed.

ARTICLE 6 - FISCAL YEAR

Section 1 - Fiscal Year
The fiscal year of Anesidora Winter Guard is January 1 through December 31.

ARTICLE 7 - REVISIONS & AMENDMENTS

Section 1 - Amendments:

These bylaws may be revised or amended when necessary by a majority vote of the Executive Committee. Proposed amendments and revisions must be submitted to the Secretary to be sent out with regular Board announcements.

AMENDMENT 1

COMMITTEE ASSIGNMENTS

Section 1 - Communications Committee

- Who
  - Media Staff shall be included in the committee.
  - One Director to be on committee.
- What
  - Create and design any needed promotional materials.
  - Maintain a website and social profiles.
  - Coordinate messaging at the behest of organizational priorities.
- When
  - The committee should meet when organizational needs require it to do so.
  - The Chair should oversee coordination of deadlines.
  - Coordinate messaging at the behest of organizational priorities.

Section 2 - Food Committee

- Who
  - The Treasurer shall be a part of this committee in some form.
  - One Director to be on committee.
- What
  - Coordinate snack food during summer camps and auditions.
  - Coordinate meals and snacks during contests.
  - Pay vendors with assistance from the Treasurer.
  - Coordinate the delivery of goods, if needed.
  - Organize and run the concession stand at the Friends & Family Preview show and/or Send-Off show.
  - Partner with the Fundraising Committee in developing the Pancake Breakfast fundraising event.
  - Organize the end of the season banquet.
  - Coordinate the sassy dinner in Dayton.
- When

    - The committee should meet once a month during the competition season, January to April, to prepare for the upcoming events. Outside the competition season, the committee should meet when organizational needs require it to do so.

Section 2 - Fundraising Committee

- Who
    - The Treasurer shall be a part of this committee in some form.

- What
    - Research fundraising options and partner with Directors to determine the best options for the organization.
    - Pay fundraising vendors with assistance from the Treasurer.
    - Coordinate the delivery of fundraising goods, if needed.
    - Manage corporate sponsorships, donations, and grants, and coordinate with the Treasurer to issue tax-deduction receipts.
- When
    - The committee should meet when organizational needs require it to do so.
    - The Chair should oversee coordination of deadlines and partner with the Secretary to develop deadlines and communication goals for the performers.
    - Member fundraisers that solely support member's dues shall occur after auditions and before the new year to refrain from interfering with the competition season. All other fundraisers and events that are directly for the organization's benefit shall occur year round.

Section 6 - Logistics Committee

- Who
    - One Director to be on the committee.
    - Anyone who drives a trailer for the organization should be on the committee.
- What
    - Ensure the proper storage and transportation of uniforms, flags, props, carts, floor and any other equipment.
    - Verify all drivers have valid identification before a trip and report this to the Secretary.
    - Coordinate routes to destination and communicate this to all drivers before and during travel.
- When
    - The committee should meet once a month during the competition season, January to April, to prepare for the upcoming events. Outside the competition season, the committee should meet when organizational needs require it to do so.

Section 3 - Merchandise Committee

- Who
  - Minimum of two members in the committee to run the merchandise booth.
- What
  - Determine the merch line for the year through member feedback, popular trends, and previous sales data.
  - Compile orders and prep monthly payments with the Treasurer including Performer-required merchandise that the organization provides.
  - Process sales online and in-person accordingly.
- When
  - The committee should meet once a month during the competition season, January to April, to perform inventory checks and to plan for the next orders. Outside the competition season, the committee should meet when organizational needs require it to do so.
  - Plan which events the merchandise booth will be present at and communicate this with the Treasurer and Secretary.