

## BYLAWS

# Spintronix Color Guard

A MISSOURI NON-PROFIT CORPORATION

As adopted by the Board of Directors – June 10, 2012

## Article I

## MISSION &amp; PURPOSE

## Section 1: Mission Statement

The mission of the Spintronix Color Guard non-profit corporation is to promote growth, physical fitness, self-awareness, and learning to students through the performing arts. The lives of the participating students will be enriched with skills in dance, performance, camaraderie, and leadership, which can carry into and improve any walk of life.

## Section 2: Purpose

The purpose of the Spintronix Color Guard non-profit corporation is to form and maintain organized activities and groups of students for the education of those students through the performing arts. These include, but are not limited to, camps, clinics, classes, lessons, internships, and competitive and non-competitive performing ensembles. In addition, the organization will provide scholarships for these students to participate in traveling performance opportunities and to further their education within their respective fields. The non-profit corporation will also conduct the raising, receipt, and spending of funds required to maintain their stated purpose in accordance with their tax-exempt status as stated under 501(c)3 of the Internal Revenue Code.

## Article II

## NAMES, BRANDING, AND OFFICES

## Section 1: Names

Spintronix Color Guard is the legal name of the non-profit corporation. The corporation may also use the denotations "Spintronix Color Guard," "Spintronix Indoor Color Guard," "SpintronixGuard," "Spintronix," the acronyms "SCG," "SIG," or any other such fictitious names that the board of directors may approve.

**Section 2: Official Branding**

The official logo of the Spintronix Color Guard consists of a silhouetted adolescent girl in arabesque holding a flag overhead overlaid with an EKG line. The font of any logo or other branding for the non-profit corporation will be "Rage Italic" in at least its titling. The official colors of Spintronix include teal-green, black, and white, and may be integrated with any other colors according to the current season's production to further represent the activity.

**Section 3: Registered Office**

Spintronix will continuously maintain a registered office in the state of Missouri, and this will be the same as the address of the registered agent.

This physical office will stay located within Missouri, however the non-profit corporation may maintain other offices, either within or without the state of Missouri, as business may require on occasion.

## Article III

### BOARD OF DIRECTORS

**Section 1: General Powers**

The business affairs of the Corporation shall be administered by the Board of Directors as provided in these bylaws and in a manner consistent with the Missouri Nonprofit Corporation Act. The board may approve and publish Policies and Procedures related to such administration in addition to the procedures set forth in these bylaws. The board shall have the power to hire and terminate any faculty or staff member of the organization, approve the educational curriculum set forth within its classes, and approve the annual budget.

The board as a whole shall not have the authority to make specific decisions related to the performing ensembles of Spintronix, such as rehearsal and performance schedules, type and amount of equipment to purchase, music to use, or any other decisions related to the design element of those ensembles. Such decisions will be made by the Executive Director, and while board members may advise, their input is not necessary for those decisions to be acted upon as long as they are within the parameters of the board-approved budget.

**Section 2: Number and Terms**

The number of directors constituting the board of directors shall not be less than 3 or more than 5. Directors need not be residents of the state of Missouri, but must be able to attend the board meetings either in person, by phone, or by video conference.

Terms for the directors shall be continuous until they are replaced with a successor duly qualified and appointed.

**Section 3: Method and Manner of Appointment**

The initial directors of Spintronix are selected upon a volunteer basis. Thereafter, new directors may be elected by a majority vote of the current board members.

**Section 4: Compensation**

Service on the Board of Directors is voluntary and no Director shall be paid a salary or stipend by the corporation for his or her service on the Board of Directors. This limitation does not preclude the payment of a salary or stipend for other services rendered to the corporation other than service on the board of directors.

**Section 5: Removal**

Any board member may be removed by a majority vote of the board members currently in office with due cause as to the member's removal and the ability to replace the removed member if the number of members after removal will be below the minimum requirement of three.

## Article IV

### OFFICERS OF THE BOARD

**Section 1: Officers**

The officers of Spintronix shall consist of a Chairman, who may also serve as Executive Director, a Co-Chairman, a Secretary/Treasurer, and such other officers as the board of directors may elect as necessary to fulfill the organization's purpose.

**Section 2: Election and Term**

All officers of the board will be elected by the board through a majority vote. In the event of an even number of board members, the Chairman may have two votes. Each board member will serve a continuous term unless otherwise resigned, removed, or disqualified. A vacancy in any principal office of the corporation because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

**Section 3: Bonds**

The Board of Directors may by resolution require any Officer, Agent, or Employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of this respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

#### Section 4: Conflict of Interest Policy

Any member of the Board, any Committee, or Staff who is an officer, board member, a committee member, or staff member of a client organization or vendor of the Spintronix Color Guard shall identify his or her affiliation with such agency or agencies; further, in connection with any committee or board action specifically directed to that agency, s/he shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full board.

#### Section 5: Chairman

The Chairman will be the principal officer of the Board of Directors. He or she will preside at all meetings of the Board of Directors, perform such other duties as may be directed by the board, and may also serve as the Executive Director of Spintronix. The Chairman may also incur the duties of the Secretary/Treasurer in such a situation as the position is not held by another officer.

#### Section 6: Co-Chairman

The Co-Chairman will, in the absence or disability of the Chairman, perform his or her duties, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. The Co-Chairman will also perform such other duties as from time to time may be assigned by the Chairman or Board of Directors.

#### Section 7: Secretary/Treasurer

The positions of Secretary and Treasurer may be held by one single or two separate officers on the board of directors, as deemed necessary by those officers and the board of directors.

The Secretarial duties include:

- a) keeping the minutes of the meetings of the Board of Directors and of all Executive Committees electronically;
- b) seeing that all notices are duly given in accordance with the provisions of these bylaws, the board's Policies and Procedures, or as required by law;
- c) keep a register of the current mailing and e-mail address of each director, which shall be furnished to the Secretary by each director;
- d) prepare and file annual reports and other reports necessary to the continuation of the corporation, and
- e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

The Treasurer duties include:

- a) having charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of these bylaws;
- b) preparing, or causing to be prepared, a true statement of the Corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the Corporation's registered office or principal place of business in the State Missouri

within four months after the end of such fiscal year and thereafter kept available for a period of at least ten years;

- c) preparing and ensuring the filing of tax returns and other financial reports required of the corporation;
- d) in general performing all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board of Directors.

## Article V

### BOARD MEETINGS

#### Section 1: Place of Meetings

All meetings of the Board of Directors shall be held at the principal offices of the Corporation, at another location in or outside of the State of Missouri as is agreed to by the majority of the board, or through a conference call such as via the phone or internet, as deemed necessary by the majority of the board.

#### Section 2: Annual Meetings

The board will hold its official annual meeting in September of each year. The purpose of the meeting will be to approve the annual budget, receive director reports, and deal with other business as deemed necessary for the operation of the organization.

#### Section 3: Special Meetings

Special meetings may be called by two-thirds of the members of the board of directors. Notice for special meetings will be given at least seven days in advance to include the date, time, place, and purpose of the special meeting.

#### Section 4: Quorum for Meetings

A majority of the board of directors will be deemed to be quorum for the transaction of business unless another higher number is required by law.

#### Section 5: Manner of Acting

Except as otherwise provided by law, or in these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any change in the purpose stated in Article 1 shall require a unanimous vote of the full board of directors.

#### Section 6: Informal Action by Directors

Action taken by a majority of the Directors without a meeting is nevertheless board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board, whether done before or after the action so taken.

# Article VI

## EXECUTIVE DIRECTOR

The Board Chairman will also serve as Executive Director to oversee and manage Spintronix Color Guard, its camps, classes, and performing ensembles. The duties of the Executive Director, compensation, and other terms of employment for the Executive Director shall be established by, and set forth in, a contract approved by the Board of Directors. This shall include the authority to make and authorize expenditures of funds in accordance with the budget approved by the board and the responsibility to make an annual report to the board of all such expenditures so made or authorized.

- a) The Executive Director shall supervise and manage all audition, rehearsal, and performance aspects of the Spintronix Indoor Color Guard or other performing groups as formed by the board of directors;
- b) The Executive Director shall have authority to (i) purchase uniforms, trailers, and other equipment as he / she shall deem necessary to support the organization, (ii) lease rehearsal sites, (iii) pay for camp and tour costs such as, but not limited to, bus lease, fuel, food, and other supplies; provided, however, that such actions are taken within the parameters of the budget adopted by the board of directors and the financial policies set forth in Article VII of these bylaws;
- c) The Executive Director shall have authority to (i) appoint agents and employees of the Corporation such as, but not limited to, an Assistant Director, a Public Relations Director, a Marketing Director, Design Team, Coordinators, Caption Heads, Technicians, Transportation Staff, an Administrative Assistant, Interns, and Volunteers as he / she shall deem necessary to support the Corps, (ii) prescribe their powers, duties and compensation, and (iii) delegate authority to them; provided, however, that such actions are taken within the parameters of the budget adopted by the board of directors, they do not overstep the staffing decisions already made by the board of directors, and they follow financial policies set forth in Article VII of these bylaws;
- d) The Executive Director shall represent the Corporation externally to various groups and organizations such as, but not limited to, Mid-Continent Color Guard Association, Winter Guard International, or Drum Corps International, on issues and positions relevant to its mission and activities;
- e) The Executive Director shall perform such other duties as may be prescribed by the Board of Directors from time to time.

# Article VII

## FINANCIAL RESPONSIBILITY

### Section 1: Contracts and Other Instruments

The board by resolution may authorize any officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any contract or instrument in the name of and on behalf of the Corporation, including but not limited to contracts, deeds, mortgages, bonds, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the

corporation's regular business. Such authority may be general or confined by the Board of Directors to specific instances.

Section 2: Management

The Board shall have power to employ a Superintendent/Headmaster and such other regular employees as may be deemed necessary, and to fix their compensation. This includes, but is not limited to, secretaries, principals, counselors, and teachers. The Superintendent and any other person holding a leadership position within the education paradigm of the organization may not serve as a board member.

Section 3: Loans

No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 4: Bank Account

A bank account shall be maintained by the Treasurer, or officer or agent of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors, for the sole purpose of business operations of the Corporation.

Section 5: Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation's Account.

Section 6: Checks and Drafts

All checks, drafts or orders for the payment of money, issued in the name of the Corporation shall be signed by the Executive Director or another member of the board of directors, provided the check is being deposited only with no cash withdrawal. For deposits involving a cash withdrawal or a straight cash withdrawal, the signature of the Executive Director is necessary.

Section 7: Annual Budget

The annual budget of the organization will be drawn up by a member of the board on a volunteer basis and then discussed, edited, and approved by the board as a whole in September of each year. If no volunteer is found within the board, the task of drawing up the initial budget will fall to the Treasurer.

# Article VIII

## GENERAL PROVISIONS

### Section 1: Waiver of Notice

Whenever any notice is required to be given to any director by law, by the charter, or by these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### Section 2: Non-Discrimination Policy

The Spintronix Color Guard strongly supports diversity and the honoring of all people, beliefs, and cultures both locally and globally. A core element of the Spintronix Color Guard curriculum is to educate students in the wide array of cultures and belief systems, both past and present, and to treat everyone's beliefs and culture with respect. As such, The Spintronix Color Guard has a very strong nondiscrimination policy and does not discriminate against employees or students based on mental or physical handicap, disability, race, color, gender, gender identity, national origin, ethnicity, sexual orientation, age, religion, marital status, familial status, economic class, source of income, physical characteristics, or linguistic characteristics of a national origin group.

### Section 3: Liability and Indemnification

It is the intent of the board that no director, officer, employee or agent of the corporation that is acting in good faith and with the reasonable belief that the conduct in question is within the scope of duties assigned and in the interests of the corporation shall be held personally liable for such conduct.

Indemnification of directors, officers and employees shall be provided and limited as follows:

- a) Except as provided in subsection (c), the corporation shall indemnify to the extent insurance coverage exists, or unrestricted funds are available, an individual made a party to a proceeding because the person is or was a director, officer or employee of the corporation against liability incurred in the proceeding if: (1) the person acted in good faith; and (2) the person reasonably believed (i) in the case of conduct in the person's official capacity with the corporation, that the person's conduct was in the best interests of the corporation; and (ii) in all other cases, that the person's conduct was at least not opposed to its best interests; and (3) in the case of any criminal proceeding, the person had no reasonable cause to believe their conduct was unlawful.
- b) The termination of a proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.
- c) A corporation may not indemnify a director, officer or employee under this section: (1) in connection with a proceeding by or in the right of the corporation in which the director was judged liable to the corporation; or (2) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not



involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director or officer.

- d) Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding
- e) The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify the individual against the same liability under paragraph (a) above..
- f) This policy on indemnification may be hereafter amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate, or otherwise adversely affect the right of a person entitled to obtain indemnification hereunder with respect to acts or omissions of that person occurring before the effective date of the amendment or repeal.

#### Section 4: Fiscal Year

The fiscal year of the organization will begin each October 1 and end each September 30 in accordance with the budget approval and competitive performance seasons.

#### Section 5: Amendments and Effective Dates

Except as otherwise noted herein or in the board's Policies and Procedures or if a greater majority is required by the Missouri Nonprofit Corporation Act, these bylaws may be amended or repealed by the affirmative vote of two-thirds of the Board of Directors, provided that notice of the amendment has been given as required by law. The effective date shall be when the vote is both cast and passed.

#### Section 6: Dissolution Clause

Spintronix Color Guard may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a majority vote of the board members. Upon dissolution or other termination of Spintronix, all liquid assets of Spintronix, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to the St. Jude Children's Research Hospital in Memphis, TN for use in cancer-related support systems. All other assets shall be distributed to other such tax-exempt organizations (with purposes similar to those of Spintronix) that are active at that time as shall be chosen by the then existing Board of Directors.