



# **Rocky Mountain**

color guard association

## Continental Divide Color Guard Circuit By Laws

### Article I - Object

The object of this association, the CONTINENTAL DIVIDE COLOR GUARD CIRCUIT, INC. (hereinafter, the “Circuit”) is to assist in the education and development of the youth of our country and in particular to promote color guard contests and the winter color guard activity thereby perpetuating the pageantry and effectiveness of the member units.

The Circuit is organized exclusively for charitable and educational purposes, including, without limitation, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Article II - Membership

#### A. Unit Membership

Any bona fide color guard is eligible for membership in the Circuit. A unit shall become a member upon full payment of annual dues and completion of the annual application for membership. Only competitive color guard units will be accorded voting privileges in the Circuit.

#### B. Individual Membership

1. Any bona fide member of a color guard unit which becomes a member of the Circuit shall be deemed to be a bona fide member of the Circuit. Such individual members may not vote on Circuit matters.
2. The Executive Board of Directors, administrative directors, and staff shall be deemed bona fide members of the Circuit upon appointment or election. Administrative directors and staff members may not vote on Circuit matters.

#### C. Associate Membership

1. Any individual interested in the color guard activity and the purposes of the Circuit who wishes may apply to become an associate member. Such individual shall become a member upon the majority vote of the existing unit members of the Circuit.

2. Any organized group which is interested in promoting the color guard activity and the purposes of the Circuit may apply to become and associate member. Such group shall become a member upon the majority vote of the existing members of the Circuit. Such group shall appoint a designated representative to the Circuit.
3. Associate members, individual and group, shall have no voting privileges, but the individuals and group representatives may attend any and all meeting and may participate in all discussions and functions of the Circuit.

D. Term of Membership

All memberships shall be for the fiscal year of the Circuit, which is defined as ending on June 30 of each calendar year. All memberships shall be automatically renewed each July 1, subject to any requirements established by the voting membership of the Circuit.

### Article III - Dues

A. Voting Members

1. Annual dues for the Circuit's fiscal year shall be assessed each voting member unit in an amount determined by the voting membership of the Circuit.
2. Annual dues shall be paid to the Circuit on or before December 1 of each year. Member units whose dues are unpaid on December 15 shall be assessed a late charge in an amount determined by the voting membership of the Circuit.

B. Nonvoting Members

1. There shall be no dues assessed against nonvoting members of the Circuit.
2. Associate members shall be expected to make donations of time, talent, or financial resources as accepted by the Board of Directors to retain membership in the Circuit.

### Article IV- Performance Bond

A. Payment of Bond

1. Each member unit shall provide the Circuit at the time of application for or renewal of membership a performance bond in an amount set by the voting membership of the Circuit.
2. A member unit may, at the conclusion of the contest year, allow its performance bond to remain with the Circuit by not requesting the return of said bond.
3. A member unit may request, in writing, that its bond be carried over during a period of unit's activity, but this shall not exceed the period of one fiscal year.
4. Bonds which are unclaimed by renewal of membership or by written notice of inactivity requesting carry over shall be transferred into the general operating fund of the Circuit.

- B. Forfeiture of Bond  
Procedures and rules governing the forfeiture and reinstatement of bonds shall be stated in the Rules and Regulations of the Circuit.

#### Article V- Administration

- A. Executive Board of Directors
1. The administration of the association shall be vested in the President, who shall have a staff of four officers.
  2. The voting members of the association shall elect the President, Vice President, Secretary, Treasurer, and Contest Director.
  3. These five officers shall constitute the Executive Board of Directors of the association.
  4. All executive board members shall serve two-year terms.
- B. Minimum Age of Officers  
All officers shall be at least 21 years of age prior to the date of their election.
- C. Attendance of Officers  
Unless permitted by the voting members of the Circuit, any Circuit officer absent for three consecutive Circuit or executive Board meetings shall be removed from office, and another elected to fill the vacancy, at the following Circuit meeting.
- D. Concurrent Terms of Officers  
All officers shall serve concurrent terms during the fiscal year as Directors of Continental Divide Color Guard Circuit, Inc.
- E. President Pro Tempore  
In the event of death, resignation, or incapacity in the office of President, the Vice President shall advance to the higher office and a special election shall be held within 30 days to fill the office of Vice President.

#### Article VI – Duties of the Staff

- A. President  
The President shall supervise and control all the business and affairs of the Circuit. He/she shall sign, with the Secretary, any contracts or instruments which the membership has authorized to be executed. He/she shall appoint such committees as may be deemed necessary. He/she shall convey official board policies and other such duties as deemed necessary.
- B. Vice President  
The Vice President shall, in the absence of the President, perform the duties of the President. In addition, the Vice President shall function as Director of Training, shall inform new units of Circuit procedures and rules, and shall be responsible for the

operations of the circuit training seminars and clinics. He/she shall perform such other duties as may be assigned by the President.

C. Secretary

The Secretary shall keep the minutes of the meetings, see that all notices are given, be custodian of the Circuit records, sign all records and correspondence, and sign, with the President, and contracts or instruments which the membership has authorized to be executed. He/she shall keep a register of the members and their addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President.

D. Treasurer

The Treasurer shall have charge of, control of, and be responsible for all funds of the Circuit; receive and give receipts for all monies due and payable to the Circuit from any source and deposit all such monies in the name of the Circuit in such banks as may be selected by the staff; and in general, perform all the duties incidental to the office of Treasurer and such other duties as may be assigned by the President.

E. Contest Director

The Contest Director shall handle all details and phases of coordinating contests sanctioned by the Circuit. He/she shall have complete charge of all arrangements. The Contest Director shall be responsible to the Circuit membership through the President, shall be governed by the Rules and Regulations of the Circuit, and as a staff officer, he/she shall receive his orders from them in the form of changes to these bylaws.

#### Article VII Meetings

A. Frequency of Meetings

Meetings shall be held at the discretion of the President and the staff. There shall be at least two full Circuit meetings during a fiscal year, one in the Fall and one in the month of May.

B. Establishing a Quorum

A quorum shall be constituted by the majority of the voting membership present.

C. Meeting Notices

There must be two weeks written notice to the general membership prior to all Circuit meetings.

#### Article VIII - Delegates

A. Unit Delegates

1. Each member unit shall be allowed one delegate and one alternate to represent that unit at Circuit meetings. The name of those delegates shall be registered at the time of application and acceptance to membership.

2. A change in the name of the registered alternate must be presented in writing by the registered delegate to the President at the beginning of a Circuit meeting.
  3. A change in the name of the registered delegate must be presented in writing by the governing body of the member unit to the President prior to the beginning of the first meeting following such change.
  4. Delegates may represent only one unit.
- B. Associate Membership  
Since there are no voting privileges accorded to associate members, no provision is made for such delegates.

#### Article IX- Voting

- A. Delegates
1. Each member unit shall receive one vote, to be cast by its delegate or alternate delegate.
  2. The Executive Board shall have one vote as a whole, including election of officers, but excluding amendments to the bylaws.
  3. The President shall cast a vote only in case of a tied vote.

#### Article X - Expenditures

All expenditures greater than \$250 must be approved by the voting membership.

#### Article XI - Election of Officers

- A. Nominations
1. Elections shall be held each year during the month of May.
  2. A nominating committee shall be appointed by the President.
  3. The nominating committee report shall be included in the notice sent for the meeting at which the elections will be held.
  4. Nominations may be made from the floor at the election meeting.
- B. Elections
1. Elections shall be held for each office separately.
  2. Elections shall be by secret ballot.
  3. Elections for President and Treasurer shall be held in odd years.
  4. Elections for Vice President, Secretary, and Contest Director shall be held in even years.

#### Article XII - Fiscal Year

The fiscal year of this association shall end on June 30.

## Article XIII- Amendments to the Bylaws or Rules and Regulations

### A. Amendments to the Bylaws

These bylaws may be amended by a majority of the member units present and voting at the May meeting of the Circuit, provided that the change(s) has been submitted in writing at the immediately preceding meeting and/or published to the membership.

### B. Temporary Suspensions

Any of the bylaws of the Circuit may be temporarily suspended by a two-thirds majority vote of the member units present and voting at any meeting of the Circuit.

### C. Amendments to Rules and Regulations

The Rules and Regulations may be amended by a majority of the member units present and voting at the May meeting of the Circuit.

## Article XIII - Indemnification

The corporation shall indemnify any and all of its directors, officers, employees or agents, or former directors, officers, employees or agents that it is permitted or required to indemnify pursuant to the provisions of the Colorado Corporation Code now in effect, if the tests described in said provisions are met and the corporation may purchase insurance with respect to such persons to protect them and the corporation from any liability that may be asserted in this regard.

## Article XV - Negation of Pecuniary Gain

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the corporation shall be the carry in on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## Article XVI - Distribution of Assets Upon Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for charitable, educational, religious, or scientific purposes as

shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation has been located, exclusively for such purposes or for such organizations organized and operated exclusively for such purposes. Notwithstanding the foregoing, in the event of the dissolution of this corporation, or upon its ceasing to carry out the object and purposes herein set forth, the property and assets then owned by the corporation shall be donated to the following nonprofit charitable purpose: Winter Guard International, Incorporated, if such organization then qualifies as an organization under 501(c)(3) referred to above and is an organization to which contributions are deductible under 170(c)(2) of the Internal Revenue Code.

#### Certificate

The undersigned hereby certifies that the foregoing bylaws, consisting of seven pages, including this page, constitute the Bylaws of the Continental Divide Color Guard Circuit, Inc., as adopted by the voting membership of the corporation as of the day of the 6<sup>th</sup> day of May 2001.

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President