

# **Colorado Youth Pipe Band Bylaws**

## **ARTICLE I - NAME AND PRINCIPAL OFFICE**

1.1 Name: The name of this organization shall be the Colorado Youth Pipe Band (CYPB).

1.2 Principal office: The principal office of CYPB shall be located at the residence of the current President of Board of Directors or at such other place as determined by the Board of Directors. The corporate records shall be kept at the residence of the President, the Treasurer, or the Secretary.

## **ARTICLE II - MISSION AND PURPOSE**

2.1 Mission:

*The mission of the Colorado Youth Pipe Band is to teach the traditions of Highland bagpipes, drums, and dance to young students and to foster appreciation, skill, leadership, pride, and camaraderie through performance and competition.*

2.2 Purpose: The purpose of CYPB shall be to foster and to encourage the finest tenets of bagpipe music, piping, drumming, and Highland Dancing for both group and individual competition and performance; to provide instruction in these disciplines to youths under the age of 19 years old; to foster and encourage good citizenship, leadership, sportsmanship, morals, and high values; and to educate both the public and the Band members through competition, performances, and travel.

1. CYPB is both a performance oriented and competitive organization. We focus on carefully refined skills and musicality for a band environment. Students learn to perform and compete at the highest levels possible in a band. We teach skills and aesthetics pertaining to the Celtic Arts, as well as encouraging team playing concepts and good sportsmanship.
2. The Band and the Highland Dance Corps perform dozens of times each year providing many opportunities for every child to shine in their own desired way.

## **ARTICLE III - MEMBERS**

1. Members of CYPB means parents or guardians of active CYPB students. All CYPB members who are in good standing and who have paid current student fees may vote at the CYPB Annual General Meeting.

1. Volunteers - All CYPB members and the CYPB Board of Directors are volunteers and shall serve without compensation from CYPB. They may be reimbursed for out of pocket

expenses in accordance with CYPB financial policies and procedures for their services in carrying out the purposes of CYPB, provided that such reimbursement in no way adversely affects CYPB's qualification as a tax exempt organization under Section 501(c)3 of the Internal Revenue Code.

#### **ARTICLE IV - BOARD OF DIRECTORS**

1. The affairs of CYPB shall be governed by a Board of Directors ("Board").

4.2 The Board of Directors shall exercise supervision, control and direction over the affairs of CYPB, shall determine CYPB's policies and procedures, shall actively promote CYPB's purpose, and shall oversee and exercise discretion in the expenditure of CYPB's funds. The Board may adopt such rules, policies and procedures for the conduct of CYPB's affairs as the Board in its discretion deems advisable.

4.3 The Board may appoint such agents as it may consider necessary to carry out the purposes of CYPB, including but not limited to an Executive Director.

4.4 The Board of Directors shall consist of at least five (5) and no more than seven (7) elected Directors. Except when there is an unfilled vacancy on the Board, the Board shall be comprised of an odd number of Directors. The Board shall be nominated and elected by the full voting CYPB membership in accordance with Article VII. At the first meeting of the Board of Directors after the election of Directors, the Board shall elect from the Board membership a President, Vice-President, Secretary and Treasurer.

4.6 The President shall be responsible for scheduling the annual meeting and at least three additional meetings of the Board of Directors per fiscal year.

4.7 Fifty-one percent (51%) attendance by the Board of Directors shall constitute a quorum for the transaction of business.

4.8 Unless otherwise specified in these Bylaws, voting shall be by a simple majority vote.

4.9 A Director's term of office shall be for two years. Directors are eligible for re-election to one additional two-year term.

4.10 Vacancies among the Board of Directors shall be voted upon by the full voting membership. Vacancies among officer positions on the Board of Directors shall be filled by a vote of the Board of Directors and shall extend until the end of the term of the office being filled.

#### **ARTICLE V – OFFICERS AND BAND DIRECTOR**

5.1 The officers of the CYPB Board shall be a President, Vice-President, Secretary and Treasurer.

5.2 The duties of the officers shall include those that are usually performed by these offices, including, but not necessarily limited to:

- a. President: The President shall preside at all meetings of CYPB and the Board of Directors.
- b. Vice President: The Vice President shall preside at the meetings and perform other duties of the President in the absence of the President.
- c. Secretary: The Secretary shall record the minutes of Board meetings, including attendance and voting.
- d. Treasurer: The Treasurer oversees the organization's finances, including financial policies and procedures, and serves as the Chair of the Finance Committee. The Treasurer presents the annual budget to the Board for approval. The Treasurer also provides regular financial reports to the Board.

Additional officer qualifications and duties may be defined by the Board in job descriptions.

Band Director: The Band Director shall have the primary responsibility of overseeing the training and artistic development of the corporation's program, including overseeing all instructors and students, and shall be in charge of (1.) conducting rehearsals and performances; (2.) selecting repertoire, managing matters relating to auditioning and selection of musicians, seating, soloists, repertoire and musical interpretation; (3.) collaborating and communicating with the Board of Directors on matters of planning, scheduling, logistics, and personnel, and (4.) supporting the Board of Directors in matters of fundraising, development, and publicity.

5.3 All Officers' terms shall be one year per position. Officers are eligible for re-election to one additional one-year term, per office.

5.4 Any officer, director or representative elected or appointed by the CYPB membership may be removed at any time by a two-thirds vote of the membership present at the meeting in which voting is held.

## **ARTICLE VI - FINANCES**

6.1 The Board of Directors shall annually establish and monitor the CYPB budget in accordance with the by-laws and policies and procedures of CYPB.

6.2 All funds received by CYPB shall be placed in a general operating account. Additional fiscal policies and procedures shall be established, reviewed and approved by the Board of Directors, and shall be in accordance with generally accepted accounting principles for non-profit corporations.

6.3 Upon the Board of Directors' annual approval of the budget, the President and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval from the Board of Directors.

6.4 Annual reports shall be submitted to CYPB members showing income, expenses and pending income. The financial records of the organization are public information and shall be made available to CYPB, Board of Directors and the public.

## **ARTICLE VII - NOMINATIONS AND ELECTIONS**

7.2 Annually, the Board of Directors shall request nominations for candidates for the Board of Directors from the CYPB membership.

7.3 The Secretary shall notify the CYPB membership of the list of candidates no later than two weeks prior to the date of the election of Directors.

7.4 Each voting member shall be entitled to cast one vote per each open position on the Board of Directors. For example, if there are four open positions on the Board, each voting member shall be entitled to vote for up to four individual candidates.

7.5 Board elections shall take place at the Annual General Meeting. Voting members do not have to be present at the AGM to vote; they may submit their ballot by proxy via email to another eligible voting member for submission or to the designated individual collecting ballots. Voting members may also submit a paper ballot with their signature. All ballots submitted by proxy must be received by the voting deadline.

7.6 Open positions of the Board of Director shall be filled by the candidates who receive the most votes. In cases where Board membership no longer meets the requirements outlined in the bylaws Article IV, the Board may call an election to temporarily fill vacant positions until the scheduled end of that term. Filling in this vacancy does not apply to the term limits.

## **ARTICLE VIII - COMMITTEES**

8.1 The President, with the approval of the Board of Directors, may appoint as many standing and special committees as the President determines are necessary to further the purposes of CYPB. Committee membership shall include representatives from CYPB membership, the Board of Directors and any resource partners determined to be necessary and appropriate for the stated goals and objectives of the committees.

## **ARTICLE IX – CONFLICT OF INTEREST/CONFIDENTIALITY**

9.1 Members, Officers and Directors shall disclose any possible conflict of interest to the other members of the Board and shall not vote or use personal influence on any matter involving a possible conflict of interest. No member shall disclose or use confidential information relating to the affairs of CYPB for the personal profit or advantage of the member, the member's family or program. No member of the Board shall accept gifts,

excessive entertainment or other favors from any outside person or organization that does business or is seeking to do business with CYPB.

#### **ARTICLE X - FISCAL YEAR**

10.1 The fiscal year of the Corporation shall be from January 1 through December 31 unless and until a different fiscal year is adopted by the Board of Directors.

#### **ARTICLE XI - MEETINGS**

11.1 The annual meeting of the CYPB membership shall be held at a date, time and place to be determined by the Board of Directors. The purpose of the annual meeting shall include the election of the Board of Directors and such other matters as may properly be brought by or before CYPB members.

11.2 Regular meetings of the CYPB Board of Directors, in addition to the annual meeting, shall be scheduled by the President or a majority of the Board of Directors and held at a designated site a minimum of three times annually.

11.3 The CYPB membership and the Board of Directors shall be notified by email of the date and place of the annual meeting no later than two weeks prior to the annual meeting date. The Board of Directors shall be notified by email of the date and place of regular meetings no later than two weeks prior to the regular meeting date.

11.4 CYPB members and/or the Board of Directors may hold a meeting via teleconferencing and transact business following the confirmation of a quorum in attendance. The Board of Directors may discuss and vote on matters electronically. The vote shall be valid in providing a quorum of required CYPB membership and/or Board of Directors participation.

#### **ARTICLE XIII - QUORUM**

13.1 A quorum shall be necessary in order to conduct business. Fifty-one percent (51%) of CYPB members shall constitute a quorum at any meeting of CYPB. Each member of CYPB shall have one vote. Fifty-one percent (51%) of Board members shall constitute a quorum at any meeting of the Board of Directors. Each member of the Board shall have one vote.

#### **ARTICLE XIV - DISSOLUTION**

14.1 CYPB may be dissolved at a membership meeting called for that purpose by a majority vote of the CYPB members.

14.2 Upon dissolution of CYPB, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of CYPB, dispose of all of the assets of CYPB exclusively for the purpose of CYPB, for public purposes or exempt purposes within the meaning of section 501(c) of the IRS code, or to such organization or organizations organized and operated exclusively for charitable,

educational religious or scientific purposes as shall at the time qualify for an exempt organization or organizations under Section 501(c)(3) or the corresponding provisions of any future United States Internal Revenue Service 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 CYPB is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated for such purposes.

#### **ARTICLE XV - PARLIAMENTARY AUTHORITY**

15.1 Robert's *Rules of Order, Newly Revised*, shall be the parliamentary authority of the association. Meetings shall be conducted in accordance with Robert's Rules of Order unless the members present vote to suspend the rules.

#### **ARTICLE XVI - AMENDMENTS**

16.1 These bylaws may be amended, repealed, or altered, in whole or in part (a) by a majority vote at any meeting of the Board of Directors, provided that a copy of any amendment proposal for consideration shall be shared with the Board of Directors at least five (5) business days in advance of a vote.

#### **Revised and Approved:**

With the exception of the CYPB Mission Statement, which will be approved by the full CYPB Membership, these Bylaws were revised and approved by the CYPB Board of Directors on October 9, 2017. Mission Statement approved December 18, 2017.