

East Tennessee



Performing Arts Association

East Tennessee Performing Arts Association  
By-laws and Constitution

## **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Tennessee and the Articles of Incorporation of East Tennessee Performing Arts Association. In the event of a direct conflict between the herein contained provisions of these bylaws and the mandatory provisions of the Non-Profit Corporation Act of Tennessee, said Non-Profit Corporation Act shall be the prevailing controlling law.

In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws that shall be controlling.

## **ARTICLES**

- 1 - Name
- 2 - Purpose
- 3 - Membership
- 4 - FINANCIAL GUIDELINES
- 5 - GOVERNING BODY
- 6 - AMENDMENT OF BYLAWS

## **CONSTITUTION**

### **ARTICLE 1 - NAME**

A. The legal name of the Non-Profit Corporation/Organization shall be East Tennessee Performing Arts Association, and shall herein be referred to as "ETPAA," "organization," or "we."

### **ARTICLE 2 - PURPOSE**

A. The mission of the East Tennessee Performing Arts Association ("ETPAA") is to promote the growth of performing arts activities in East Tennessee through community support, qualified adjudication, and relevant educational opportunities. ETPAA will provide a positive atmosphere where all participating members unite in the spirit of camaraderie and friendly competition.

B. The Organization is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively to promote the growth of the winter guard, indoor percussion, and winds activities in East Tennessee through quality performance and educational opportunities. ETPAA will provide an atmosphere where all participating members unite in the spirit of camaraderie and friendly competition.

In addition, the Organization has been formed for the purpose of Performing all things incidental to, or appropriate in, the foregoing specific and primary purpose. However, the

Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purpose.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Tennessee as may be necessary or expedient for the administration of the affairs and attainment of the purpose of the Organization. At no time and in no event shall the Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

### ARTICLE 3 - MEMBERSHIP

A. Membership is open to any and all units that meet the requirements established by ETPAA. Membership shall run for one (1) year from November to October. Member units are welcome to renew their membership from year to year. Membership fee = 1 unit = 1 vote

B. ETPAA shall not discriminate on the basis of age, race, color, religion, gender, national origin, ancestry, disability, sexual orientation, or political affiliation.

C. All members must meet their financial obligations in order to retain membership privileges such as performing, voting, etc.

### ARTICLE 4 - FINANCIAL GUIDELINES

A. The primary source of revenue for ETPAA will be through the collection of membership dues. Secondary sources of revenue may be secured through the direction of the Board of Directors.

B. The fiscal year of ETPAA will run from September through August.

C. All financial matters regarding ETPAA will be a matter of public record, available to any affiliate of a current member unit in good standing.

## **BY-LAWS**

### **ARTICLE 5 - GOVERNING BODY EXECUTIVE BOARD OF DIRECTORS**

- A. The administration of this organization shall be fully vested in the President, who shall have a cabinet of officers. This governing body shall be known as the “Executive Board of Directors.” This board will be nominated and elected by the representation of the general membership. Certain positions on the Board of Directors will be appointed positions by the Board rather than elected positions by the general membership based on the duties and requirements of the position.
- B. Responsibilities include, but are not limited to, attending all General Membership and Board of Directors meetings, planning, directing, and reviewing the total activities and operations of ETPAA. The Board of Directors includes:
- C. The officers of ETPAA shall include:
1. President (Serves a two-year term; elected in even years)
  2. Percussion Coordinator (Serves a two-year term; elected in odd years)
  3. Colorguard Coordinator (Serves a two-year term; elected in even years)
  4. Winds Coordinator (Serves a two-year term; elected in odd years)
  5. Percussion Class Representative (one) (1 year term)
  6. Color Guard Class Representatives (four) (1 year term)
  7. Winds Class Representative (one) (1 year term)
  8. Secretary (Non-Voting Seats appointed by Board of Directors)
  9. Treasurer (Non-Voting Seats appointed by Board of Directors)
  10. Judge Coordinator (s) (Non-Voting Seats appointed by Board of Directors)
  11. Contest Coordinator (Non-Voting Seats appointed by Board of Directors)
  12. Immediate Past President (Non-Voting Seats) (1 year term)
- D. Elected members of the Executive Board of Directors must be associated with an active ETPAA member unit.
- E. No more than two (2) members of the same parent organization may serve on the Executive Board of Directors at any one time.
- F. In cases where an immediate decision must be made, the Executive Board of Directors has the power to vote on the issue. These decisions will then be brought up at the next regularly scheduled General Membership meeting, at which time they can be further amended if necessary.
- G. A vacancy in any elected director position because of death, resignation, removal, disqualification, or otherwise shall require the Executive Board of Directors to appoint an interim

member to the vacated office so that the office vacated can continue to function. The interim member shall serve only until the next meeting of the general membership where an election to fill the office can be held.

#### Article 6 - AMENDMENT OF BYLAWS

A. These bylaws may be amended by a majority vote of  $\frac{2}{3}$  of the membership through notice of voting by meeting, email, or poll method provided to the membership.

B. Member's rights should always be protected when amending a bylaw by letting member weigh-in. Amendments can be discussed at regular meetings or at meetings specifically held to discuss them.

C. Members must receive a notification about the special meetings that cover:

1. The exact wording of the proposed amendment.
2. The bylaw before the amendment.
3. How the bylaw reads after the amendment is adopted.
4. The name of the person proposing the change.
5. Why that person proposed it.
6. Optionally, whether a committee or board agrees or disagrees with the change.