

Bylaws for the Legion-Aires Drum and Bugle Corps, Inc. dba: Colts Youth Organization

Article I Organization

Section 1. The name of this organization is the Legion-Aires Drum and Bugle Corps, Inc., dba: Colts Youth Organization (hereinafter referred to as the Colts Corporation).

Section 2. The Colts Corporation is located in the City of Dubuque, County of Dubuque, and State of Iowa.

Section 3. The Colts Corporation is a 501(c)(3) non-profit corporation.

Section 4. The Colts Corporation exists exclusively to meet the objectives stated in Article III.

Section 5. The Colts Corporation sponsors two corps: (a) The Colts Drum and Bugle Corps; and (b) The Colt Cadets Drum and Bugle Corps. Additional activities, groups or functions are supported and/or sponsored from time to time in furtherance of the objectives of the Colts Youth Organization.

Section 6. The Colts Corporation is governed by a Board of Directors, Executive Director, and other positions as addressed in Articles IV and IX.

Article II Mission

Section 1. The mission of the Colts Corporation is “We use music and excellence to teach each other about success in life.”

Article III Objectives

Section 1. The primary objective of the Colts Corporation is to provide programs for youth in music, performance and life skills training through a positive environment emphasizing character and social development, leadership, self-discipline and the pursuit and achievement of excellence in the performing arts and drum and bugle corps.

Section 2. Associated objectives are:

- a. to preserve and build on the great tradition of the Colts Drum and Bugle Corps as a nationally known and ranked touring drum and bugle corps that has grown since 1963;

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- b. to appropriately represent Dubuque, Dubuque County, Iowa and the United States and the drum and bugle corps activity worldwide;
- c. to support music and performing arts education in Dubuque and the State of Iowa; and
- d. to stimulate interest in the study of music and the performing arts.

Article IV

Directors of the Corporation

Section 1. The Colts Corporation shall be a Directorship corporation. Election and privileges of Directorship shall be set forth in this Article, Sections 2 and 3.

Section 2. Directors of the Colts Corporation are those persons who are duly elected or appointed to the Colts Corporation Board .

Section 3. The single privilege of Directorship shall be the election of directors at the annual meeting. Each member shall have one vote. Proxy votes are not allowed.

Section 4. Directorship is not transferable or assignable.

Article V

Corporation Board of Directors

Section 1. The governance of the Colts Youth Organization shall be vested in the Colts Corporation Board of Directors. The Board shall determine the general policies and operating guidelines of the Colts Corporation and its affiliates.

Section 2. Directors of the Colts Corporation Board of Directors are expected to actively participate in committee and other assignments, and actively support the Colts Youth Organization and its programs and events.

- a. A member of the Board shall represent the constituency of the Colts Youth Organization, monitor the management and operations of the Colts Youth Organization, empower, and support the Executive Director to successfully carry out the objectives described in Article III. Further, a member of the Board shall provide governance and accountability, mission and planning, stewardship and fundraising.
- b. A member of the Board shall be committed to the mission of the Colts Youth Organization, be free of conflict of interest (real or implied), possess expertise needed by the Board, attend and participate in Board meetings, regularly contribute to the organization, and actively urge others to contribute as well.

Section 3. There shall be a maximum of twelve elected Directors and a minimum of five elected Directors. The term of each elected Director shall be three years. Each year up to four Directors will be elected for a three-year term by simple majority vote of the voting Directors at the annual business meeting. Thus, up to twelve elected Directors serve staggered three-year terms.

- a. Up to four additional seats may be filled by appointees to a one-year term, appointments made by the Colts Corporation Board Directors, at the Board's discretion.

- b. Each affiliate, as authorized in Section 14 of this Article, may appoint a maximum of three additional Directors to the Colts Corporation Board of Directors.
- c. The Executive Director serves on the Board in an ex officio and non-voting capacity.

Section 4. Any Board position that becomes vacant may be filled by a majority vote of the Board for the remaining term of that position.

Section 5. There shall be a minimum of six regular meetings of the Board each fiscal year. Special Board meetings may be held at the call of the Board president, Executive Director or any three Board Directors upon written call to the Board president. All Board Directors will be notified by personal phone call, a written notice or email by the President of the Board or Executive Director of all regular or any special meetings.

Section 6. A quorum consisting of at least 50% of voting Directors of the Board shall be required for conducting all official business.

Section 7. Board action requires a simple majority vote of the Directors present at a duly called meeting of the Board at which a quorum is present except as noted elsewhere in these Bylaws.

Section 8. Mail and/or proxy votes are not allowed.

Section 9. Any Board meeting can be closed temporarily to non-Directors at the request of any Board member and with approval by a 2/3 majority of the Directors present.

Section 10. The Board may authorize any officer or officers, agent or agents of the Colts Corporation, in addition to the officers or agents so authorized in these bylaws, to enter into any contract, or execute and deliver any legal instruments, in the name of and on behalf of the Colts Corporation or its affiliates provided however that any additional authority shall be limited in each instance to a specific purpose and to a specific period of time.

Section 11. Any member of the Board may resign at any time by giving written notice to the President, the Secretary or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance by the President or the Board.

Section 12. Any member of the Board may be removed from their position, with or without cause, at a meeting at which a quorum is present. It requires an affirmative vote of 2/3 of those present to remove a member. Written notice of this meeting shall be sent to all Board of Directors at least two weeks prior stating time, date, place and the proposed action.

Section 13. No salaried employee of the Colts Corporation shall be a voting member of the Board of Directors.

Section 14. The Colts Corporation Board of Directors may authorize the formation of incorporated or unincorporated affiliates of the Colts Corporation each, as the case may be, with its own bylaws, officers, books and records, and operating guidelines; and may authorize the Colts Corporation to provide or arrange funding for such affiliate or affiliates.

Article VI

Officers of the Corporation

Section 1. The elective offices of the Colts Corporation shall be a President, Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be combined by a majority vote of the Board.

Section 2. Immediately after the annual elections and appointments, the Board shall elect from its Directors a President, Vice President, Secretary and Treasurer (or Secretary/Treasurer). A simple majority of the total Board Directors voting will elect an officer. A candidate for a Board office may vote in that same election. A person may not serve in more than one office at one time. The term of office is one year, and officers may be reelected.

Section 3. The President shall be the principal officer, shall act as chairperson during meetings, and shall be responsible for the conducting of meetings of the Colts Corporation except during the election process, when the Nominating Committee chairperson shall preside. The President shall arrange for, hold Board meetings as scheduled, and inform Directors of the proposed agenda, in writing, prior to the meeting. The regular and annual meeting agendas shall be created by the President in consultation with the Executive Director.

Section 4. The Vice President shall assist the President in the performance of their duties, and shall preside over Board meetings in the absence of the President.

Section 5. The Treasurer shall be responsible to ensure the books of account are properly maintained and the reporting processes are fair representations of the actual activities of the business. The Treasurer shall review all required financial reports to be submitted to governmental and tax authorities. The Treasurer shall also review all internal financial documents, including the budget.

Section 6. The Secretary shall have such duties as described by law. The Secretary shall ensure the corporate records, including meeting minutes, are maintained in the Colts Corporation's primary place of business. The Secretary will ensure all required non-financial reporting to government and other agencies is completed.

Section 7. The President of the Board may appoint a recording secretary to record the Board, Annual and Executive Committee meeting minutes (subject to Board ratification). The recording secretary need not be a Board member.

Section 8. President of the Board may appoint an assistant treasurer to serve as assistant to the Treasurer (subject to Board ratification). The assistant treasurer need not be a Board member.

Article VII

Annual Meeting

Section 1. There shall be one meeting per year of the voting Directors of the Colts Corporation designated as the "annual meeting." The purpose of the annual meeting is to elect the Colts

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Corporation Board of Directors and such other business that may be properly introduced at the meeting. It shall be held prior to December 31 each year. The President of the Board of Directors shall set the date, place and time.

Section 2. Notice of the annual business meeting, and any duly called special meeting of the voting Directors, will be made no less than 10, or more than 50 days prior to the scheduled meeting via U.S. Mail or through email. Notice shall include date, time, place and purpose.

Section 3. The place of the meeting shall be at the sole discretion of the Colts Corporation Board of Directors. The meeting shall be within the limits of the County of Dubuque.

Section 4. A slate of nominees for open positions for the Board shall be posted with the notice of the annual meeting. Election to the Board shall require a majority vote of Directors present. Nominations for Directors in opposition to a slated candidate may be made and seconded from the floor by Directors in attendance at the annual meeting. In the event of a floor nomination in opposition to a slated candidate, an election by paper ballot will determine the elected candidate.

Section 5. If the election of Directors shall not have been completed at the annual meeting herein so designated or at any adjournment thereof, the Board shall cause such election to be held at a meeting of the Board of Directors.

Article VIII

Committees

Section 1. There shall be an Executive Committee of the Colts Corporation and it shall consist of the President, Vice President, Secretary and Treasurer (or Secretary/Treasurer), Past President of the Colts Corporation Board of Directors, the Presidents of any affiliate Boards, plus the Executive Director (ex officio).

Section 2. The President of the Board appoints all committees and committee representation. Such appointments are ratified by a simple majority vote by the Board.

Section 3. A Governance Committee shall exist to review the Colts Corporation bylaws and personnel policies not less than every four years.

Section 4. A Financial Committee, chaired by the Board Treasurer, shall exist to review accounts receivables and provide support to the Treasurer on monthly financial statements.

Section 5. A Development Committee shall exist to raise funds in support of the Colts Corporation mission.

Section 6. A Nominating Committee for the Colts Corporation shall consist of a minimum of two Directors from the Colts Corporation Board, and the Executive Director. It shall, prior to the annual meeting, provide to the voting Directors in writing a slate of at least one candidate per open position. The chairperson of the Nominating Committee shall be an elected Board member.

Section 7. Special committees may be appointed as needed.

Article IX

Executive Director

Section 1. The Colts Corporation Board of Directors shall directly or through the Executive Committee research and obtain the professional expertise and services of an Executive Director.

Section 2. The Executive Director is responsible to the Colts Corporation Board of Directors with terms and conditions of employment as the Board sees fit. The Executive Director shall be responsible for the successful operation and management of the Colts Youth Organization.

Section 3. The Executive Director will have complete responsibility and authority to manage within the constraints of the Colts Corporation Bylaws, policies, and all applicable laws and regulations and current annual budget.

Section 4. The Executive Director, with the assistance of the Board Treasurer, will be responsible for preparation of an annual budget to be presented to the Colts Corporation Board of Directors for review no later than December 1.

Section 5. The Executive Director will act as an ex officio member of all committees.

Section 6. All managerial, instructional and support staff are appointed by and responsible to the Executive Director.

Section 7. The Executive Director's performance is subject to an annual written review in accordance with Colts personnel policies.

Section 8. The Executive Director is authorized to employ and terminate staff, enter into contracts and obtain legal and professional consultation as they see fit. The Executive Director has authority to expend funds as authorized in the annual operating budget. The Executive Director shall confer with the Financial Committee chair when any unbudgeted operational expenditure occurs or when a budgeted line item is exceeded by at least \$3,000.

Section 9. The Executive Director shall seek Board approval to enter into any lease, lease to purchase or installment payment agreement, when the term of such obligation extends beyond 12 months. The Executive Director shall seek Executive Committee approval for any capital expenditure, excluding instruments, when the total cost exceeds \$3,000.

Article X

Administrative Matters

Section 1. The fiscal year of the Colts Corporation shall be October 1 to September 30.

Section 2. There shall be a planning meeting held annually. The purpose of the planning meeting is to review the performance of the Board of Directors as it relates to achievement of objectives, fulfillment of responsibilities, and objective setting for the subsequent year. This review will include input from the Executive Director.

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Section 3. Logos, symbols, mottos or other insignia or identifying characteristics of the Colts Youth Organization shall be deemed the exclusive property of the Colts Corporation.

Section 4. The parliamentary rules in Robert's Rules of Order, as may be revised, shall govern all deliberations.

Article XI

Indemnification of the Directors and Officers

Section 1. (a) The Colts Corporation shall unconditionally indemnify any person made, or under threat to be made, a party to any action, proceeding or investigation, whether civil or criminal, by reason of the fact they or their executor acting on behalf of their estate, or whether in testate, is or was a Director or officer of the Colts Corporation, or any of its affiliates, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees incurred as a result of such action, proceeding, or any appeal thereof.

(b) No indemnification may be made to, or on behalf of any such Director or officer, if a judgment, or other final adjudication, adverse to the Director or officer establishes their acts were committed in bad faith, or were the result of deliberate dishonesty, material to the cause of the action so adjudicated, or they personally gained a financial profit, or other advantage, to which they were not legally entitled.

(c) The termination of any such civil or criminal action, proceeding or investigation by a judgment, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption such Director or officer acted in a manner which would prohibit indemnification pursuant to Section 1 (a) of this Article.

Section 2. Expenses incurred in defending any civil or criminal action, proceeding or investigation, as described in Section 1 of this Article, may be paid by the Colts Corporation in advance of final disposition of such action, proceeding or investigation upon receipt by the Colts Corporation of an undertaking evidenced by promissory note, letter of credit or surety bond by, or on behalf of, such Director or officer sufficient to repay such amount to the Colts Corporation in the event the Director or officer receiving such advance payment is found, under the provisions of Section 1(b) of this Article, not to be entitled to indemnification.

Section 3. The Colts Corporation may require such Director or officer furnish a letter of credit or surety bond to secure the repayment of the expenses described in Section 2 of this Article if it is the written opinion of legal counsel to the Colts Corporation that under the circumstances, it appears the applicable standard of conduct set forth in Section 1(b) of this Article may have been violated by such Director or officer. For purposes of this Article, Section 2 and Section 3, a majority of the Board not party to the action, proceeding or investigation shall constitute a quorum, and the act of a majority of the Directors not party to the action, proceeding or investigation shall be the act of the Board.

Section 4. Nothing contained in this Article shall limit any right to indemnification to which any Director or officer may be entitled by contract or under any law now or hereafter enacted.

Section 5. If this Article shall be hereafter amended, all the provisions herein shall nevertheless apply to indemnification, or advance payments of expenses, for any action, proceeding or investigation resulting from an alleged occurrence prior to the enactment of the amendment.

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Section 6. The Colts Corporation shall maintain Director's liability insurance in favor of its Directors and in an amount deemed sufficient by the Board.

Article XII

Amendments to Bylaws

Section 1. Amendments or repeal of these bylaws shall be adopted by the Colts Corporation Board of Directors. A two-thirds vote is required at any one meeting or a majority vote is required at two consecutive meetings to change or repeal a bylaw. Notice of a meeting to consider changes or amendments to the bylaws and the intended articles and sections to be changed (not including necessarily contingent articles and sections) shall be sent to Board Directors via first class mail or email no fewer than 10 nor more than 50 days prior to the meeting.

Section 2. Any changes in the Bylaws shall become effective upon adoption.

Article XIII

Dissolution

Section 1. The Colts Corporation shall use all of its efforts and funds to accomplish the objectives and purposes specified in these bylaws. The reasons for dissolution must be documented completely along with the alternative solutions to dissolution. Dissolution requires a three-fourths vote of the Colts Corporation Board of Directors. On dissolution, the Board of Directors shall determine the distribution of any remaining assets (net of its obligations) to a qualified not-for-profit organization exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Federal tax code). No part of said funds shall be distributed to the Directors of the Colts Corporation or Board.

Section 2. Upon dissolution, any bona fide deficit (liabilities exceeding assets) owed by the Colts Corporation shall be paid in full by whatever means necessary and available.