



NWAPA CONSTITUTION AND BYLAWS

RIVISED 11/21/204

CONSTITUTION OF THE NORTHWEST ASSOCIATION FOR PERFORMING ARTS

ARTICLE I NAME

The official organization is hereby constituted and established as the Northwest Association for Performing Arts (NWAPA).

ARTICLE II PURPOSE

The purpose of the organization is to promote, enrich and foster growth in music education of students and teachers through the activities of Band, Winterguard, Winter Percussion, and associated music and dance opportunities.

The organization will provide a circuit of standardized events for the above activities that will provide educational input via quality adjudication, feedback, and experience.

The organization will encourage growth of membership in the conference and never exclude from participation any unit in good standing and in full compliance with NWAPA regulations, rules and policies.

ARTICLE III OFFICERS, MEMBERSHIP, AND COMMITTEES

Officers and committee structure of the organization, the provisions relative to membership, including voting and other rights and provisions, shall be as stated in the By Laws.

ARTICLE IV MEETINGS

The meetings of the organization, the procedures to be followed and their conduct, quorum requirements and scheduling shall be as stated in the By Laws.

ARTICLE V LIMITATION ON ORGANIZATION ACTIVITIES

This organization is formed for nonprofit purposes. No individual member or officer will derive any profit there from.

ARTICLE VI DEDICATION AND DISSOLUTION

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

A Motion for Dissolution may be submitted to The President by any member or officer, and must contain signatures of at least ten (10) members in good standing. The NWAPA Board of Directors may initiate a Motion for Dissolution. The President will bring the Motion to The Membership at a General Meeting or Special Meeting. The motion must pass by 2/3 Super Majority of members (or their proxies) present.

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to a nonprofit fund(s), foundation(s) or corporation(s) which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Distribution of the above remaining assets shall be at the discretion of the NWAPA Board of Directors.

The NWAPA President (or their proxy) shall give notice of Dissolution to The NWAPA Membership, and relevant legal and community stakeholders. The NWAPA Treasurer (or their proxy) shall finalize all accounts, debts and liabilities.

ARTICLE VII AMENDMENTS

The Constitution or any portion of it may be amended or repealed as provided for in the By Laws.

BY LAWS OF THE NORTHWEST ASSOCIATION FOR PERFORMING ARTS

Subject to the provisions of the Constitution, the following constitute the By Laws for the regulation and conduct of business of the Northwest Association for Performing Arts (NWAPA)

ARTICLE I - MEMBERSHIP

The membership of the organization shall include band directors and winter ensemble directors, or their designated proxy, of units in good standing participating in two or more seasonal events as well as show sponsors who do not otherwise meet the criteria aforementioned.

Unit in good standing is defined as units without any financial obligations to the NWAPA who registered in a competitive class in two or more seasonal events.

ARTICLE II - FEES AND DUES

Each unit competing in two or more circuit shows must pay a seasonal membership fee which can be as little as \$0.00. The seasonal membership fee for individual bands and show sponsor fees are set by the Board of Directors based on the financial burden on NWAPA and is outlined in the "Fees" section of the NWAPA Handbook for the applicable season. The entry fee for each show shall be decided by the NWAPA board. Fall Season is from the May Membership meeting to the December Membership meeting. Winter Season is from the December Membership meeting to the May Membership meeting.

ARTICLE III - OFFICERS

The elected officers of the organization shall consist of the following: President Elect, President, Vice Presidents (Fall VP, Winter VP Guard, Winter VP Percussion) Secretary; Treasurer, Member at Large. Band directors of member units are eligible to hold office as President. Qualified adults affiliated with a member unit shall be eligible to hold office as Secretary, Treasurer, Member at Large. Qualified educators and instructors shall be eligible to hold office as Vice President.

SECTION I - DUTIES

PRESIDENT- Upon completing term of office, the President Elect shall become President. The president shall preside at all meetings of the members and the Board of Directors. He/she shall be an ex-officio member of all standing and special committees. He/she shall have the general powers and duties as prescribed by the Board of Directors.

PRESIDENT ELECT- The President Elect shall participate in all board meetings and work with the President on all organizational matters in order to gain a better understanding of the daily and seasonal workings of the NWAPA. He/she shall be an ex-officio member of all standing and special committees. The President Elect must be a Band Director with a unit in good standing with the NWAPA.

VICE PRESIDENT- (Fall)- He/she shall have such powers and perform other such duties as prescribed by the Board of Directors. He/she shall act as, or provide direction to, the Contest Coordinator for all Fall NWAPAsanctioned events. Additionally, the Fall VP will preside over classification assignments, designations and changes as prescribed in the Fall Member Handbook.

VICE PRESIDENT- (Winter VP Guard, Winter VP Percussion)- He/she shall have such powers and perform other such duties as prescribed by the Board of Directors. The Winter VP will chair a committee comprised of teachers, judges and clinicians that will advise their assigned units on appropriate classification based on applicable national and local standards. He/she shall act as, or provide direction to, the Contest Coordinator for all Winter NWAPA sanctioned events.

SECRETARY- The Secretary shall keep or cause to be kept minutes of all meetings of members and the Board of Directors and shall maintain (or direct maintenance of) all current and past documents of the organization and make them available to the membership. He/she shall maintain a register of the names and addresses of all members and shall give or cause to give notice of all meetings of the members and the Board of Directors in a manner prescribed by the By Laws

TREASURER- The Treasurer shall keep or cause to be kept accounts of all financial transactions of the organization; shall deposit or cause to be deposited all funds to the credit of the organization with depositories designated by the Board of Directors.

PAST PRESIDENT- Upon completing term of office, President shall become Past President. Past President shall serve as proxy for President during times of his/her temporary absence. He/She shall have such powers and perform other such duties as prescribed by the Board of Directors. In a permanent absence of the President, the Past- President shall perform all duties of the President, and when so acting shall have all powers and be subject to all limitations of the President, until such time as duties are assumed by President Elect according to Section II – Terms of Office.

MEMBER AT LARGE - He/she shall have such powers and perform other such duties as prescribed by the Board of Directors.

SECTION II - TERMS OF OFFICE

The President Elect, Vice Presidents, Secretary, and Treasurer shall be elected for a two-year term. Elections shall be held at the May meeting of each year. Terms of office shall commence on June 1st and terminate on May 31st.

SECTION III – RESIGNATION, ABSENCE and VACANCY

In the event of the resignation or permanent absence of an elected officer, the office shall be declared vacant and the Board of Directors shall appoint a qualified replacement in a timely manner. In the event of a vacancy in the office of President, Past President shall assume duties of President as described in SECTION I – DUTIES

SECTION IV - REMOVAL

The Board of Directors may remove an elected officer by a 2/3 super majority vote in favor of removal. The officer subject to removal shall vote “abstain” in such cases. In the event of the removal of an elected officer, the office shall be declared vacant and subject to stipulations and procedure described in SECTION III – RESIGNATION, ABSENCE and VACANCY

ARTICLE IV – BOARD OF DIRECTORS

SECTION I - MEMBERSHIP

The Board of Directors of the organization shall consist of the elected officers and the Immediate Past President.

SECTION II - DUTIES AND RESPONSIBILITIES

The Board of Directors shall conduct the business of the organization between general membership meetings and establish such rules and policies as are consistent with the purpose, the Constitution, and By Laws of the organization. The Board of Directors shall be empowered to appoint or remove officers, shall submit a proposed annual budget to the general membership for approval, shall present a slate of candidates to the general membership for approval, and shall establish standing and special committees and appoint chairpersons thereto. All elected officials of the Northwest Association for Performing Arts shall be bonded.

ARTICLE V - COMMITTEES

SECTION I - COMMITTEES

The NWAPA President has the power to create any and all necessary committees and appoint applicable committee chairpersons.

ARTICLE VI- MEETINGS

SECTION I - BOARD OF DIRECTORS

At a time, date, and location to be determined by the President, the Board shall meet a minimum of four times per year. Each member of the Board of Directors shall have one vote to cast in all deliberations put before the Board of Directors. Each Board member may cast only one vote for items put forth to the General Membership provided they are acting as a unit director, show sponsor or assigned proxy as appropriate.

SECTION II- GENERAL MEETINGS

At a time, date, and location to be determined by the President, three meetings will be held each calendar year, one in August, one in December, and one in May.

Fall Meeting – August

- A. Board Meeting
- B. Fall Show Sponsor Meeting
- C. General Membership Meeting (Business and applicable policy and procedure changes)
- D. Fall Season Draw
 - 1. Draw will take place
 - 2. To be considered in the draw a school must have their show entry fees paid by the draw time or have submitted a written request for an exception signed by their paying organization.

Fall Wrap-Up and Winter Meeting – December

- A. Board Meeting
- B. Winter Show Sponsor Meeting
- C. Membership Meeting (Business and applicable policy and procedure changes)
- D. Winter Membership begins.

Winter Wrap-Up and General Meeting – May

- A. Board Meeting
- B. Membership Meeting (Business and applicable policy and procedure changes)
- C. Winter Season Wrap-Up
- D. Officer Elections
- E. Fall Membership begins.

SECTION III- COMMITTEES

The scheduling and frequency of any meetings of any Committees of this organization shall be determined by the respective chairs on a basis of need, consistent with the purposes and responsibilities assigned to the committees.

SECTION IV - SPECIAL MEETINGS

With the concurrence of the Board of Directors, the President may call such other meetings of the general membership or the Board of Directors, as he/she deems necessary. Written notices of special meetings stating the nature of business to be transacted shall be given each member at least three (3) days prior to the meetings. No other business shall be transacted at such meeting.

ARTICLE VII - VOTING AND ELECTIONS

SECTION 1 - GENERAL MEMBERSHIP

All NWAPA business conducted through a vote at a General Membership meeting must meet a quorum of the eligible membership for the season in question. Any number of members present at any General Membership meeting will constitute a quorum. All voters are counted as "Yea", "Nay" or "Present" with regard to the quorum.

A simple majority of "Yea" verses "Nay" votes shall carry the vote. Each member in good standing, or their designated proxy, shall have one vote to cast in all deliberations of the membership body. Independent (not affiliated with a member school) show sponsors in good standing receive one vote. Show sponsors affiliated with member schools shall not have voting rights unless serving as an officer of NWAPA. Voting may be by voice vote or written ballot, or as determined to be appropriate by the President. All voice votes may be verified by a poll of the membership present.

Approval of the Membership is required to adopt the annual budget, to elect the Officers of the organization, and to approve amendments to the Constitution or Bylaws of the organization. The General Membership may also vote to remove a Board Member from office.

Proposals concerning only Winter or Fall will be put forth to only units that are eligible members under that season. Each school or independent organization in good standing will have ONE vote regardless of how many units the organization sponsors. Winter season show sponsors that do not sponsor a unit in good standing may cast ONE vote for winter season specific proposals. Winter proposals concerning only Guard, Percussion or Winds will be put forth to only units that are eligible members of that particular unit type. Each school or independent organization in good standing will have ONE vote regardless of how many units the organization sponsors.

Winter proposals concerning only Guard, Percussion or Winds will be put forth to only units that are eligible members of that particular unit type. All units in good standing will have a vote in unit type specific elections, even if the units are sponsored by the same organization.

Proposals concerning all seasons, Board of Director elections and amendments to the Constitution and Bylaws will solicit a vote from the entire membership of both seasons. Each school or independent organization will have ONE vote regardless of how many units the organization sponsors.

The President shall audit the proposals put forth before the membership for correct affected constituency (Fall, Winter, All) and advise the membership on what bodies will be allowed to vote on each proposal.

SECTION II - BOARD OF DIRECTORS

A quorum for actions taken at a meeting of the Board of Directors shall be a majority of the Officers. A simple majority of votes in favor is required to approve a motion.

ARTICLE VIII - AMENDMENTS

Amendments to the Constitution or By Laws may be initiated by a petition of at least ten (10) signatures from the general membership. This petition may be established through email and presented to the board. The board may initiate amendments to the general membership for approval as well.

ARTICLE IX CODE OF CONDUCT

SECTION I – DEFINITION AND PURPOSE

The below shall be included in appropriate NWAPA contracts, documents, and notices:

Code of Conduct. All those participating in a NWAPA sanctioned event are held to the highest ethical standards. Good manners, courtesy and common sense are expected. Conduct or language that could be perceived by a reasonable person as threatening, rude, inappropriate, abusive, derogatory, immoral or discriminatory will not be tolerated.

Harassment of any other individual at a NWAPA sanctioned event is not tolerated. This is considered behavior that is found to be threatening or disturbing including, but not limited to:

- Repeated unwanted sexual flirtations, advances or propositions.
- Verbal abuse of a sexual nature.
- Verbal comments about an individual's body, gender, ethnicity or sexual orientation/identification.
- Degrading words used to describe an individual.
- Unwanted physical contact.
- Any other behavior that is not socially acceptable in a professional environment.

Any participant, staff member, or volunteer at an NWAPA event that is found, after appropriate investigation, to be in violation of the above Code of Conduct could be subject to appropriate disciplinary actions with regard to their role for the NWAPA or its affiliated organizations. If you feel that you have been subject to harassing or discriminatory behavior, you are expected to report it to an NWAPA Staff or Board Member.

SECTION II – DUTIES AND PROCESS

NWAPA Staff or Board Members receiving reports of Code of Conduct violations occurring at NWAPA events must report occurrences to the NWAPA President. The President will record occurrences and, at their discretion, conduct or delegate appropriate investigations. Pertinent details of written and verbal communication shall be recorded.

Board members under investigation for potential violations or who are affiliated with persons, member units, or organizations under investigation shall abstain from investigation, voting, and deliberation.

If a person, unit, or organization is found to be in violation, the President may bring a Motion for Sanction before the NWAPA Board.

SECTION III – SANCTIONS

The NWAPA Board, via majority vote, may impose Sanctions on a person, member unit, or organization found to be in violation of The NWAPA Code of Conduct.

Sanctions may include, but are not limited to:

- Reducing or limiting the scope of participation while at NWAPA event(s) for a person, unit, or organization.
- Dismissal of an NWAPA Staff Member or Employee.
- Reporting conduct of a person, unit, or organization to appropriate administrative and civic authorities.
- Prohibiting a person, unit, or organization from attending stipulated NWAPA event(s) or from being present at the location (immediate vicinity) of NWAPA event(s) during events.
- A written warning to person, unit, or organization.

The NWAPA Board of Directors shall perform due diligence in issuing sanctions so as to not unnecessarily disrupt or impact the ability of affected persons to benefit from NWAPA Mission, Purpose, and educational opportunities.

Sanctions shall be recorded by NWAPA Secretary or their designee.

Sanctions concerning an individual will be issued in writing and delivered to the individual (via electronic or conventional means) by the NWAPA President or their designee. If the individual is a student, said notice will also be delivered to their parent or guardian, applicable unit directors, and appropriate school administration. If the individual is an adult associated with a member unit or organization, said notice will be delivered to appropriate unit directors and school administrators.

Sanctions concerning a member unit or organization will be delivered to appropriate unit directors and school/organization administrators.

Official Notice of Sanctions must include the following:

- Header: NWAPA Sanction for <<person, unit, organization>>
- Header: Current Date
- Date(s) and location(s) of observed or reported Code of Conduct Violations.
- Details of observed or reported behavior.
- NWAPA Code of Conduct.
- Details of Sanction, which must include applicable prohibition concerning locations, events, dates.
- Notice and timeline for appeal.
- Salutation from President and NWAPA Board of Directors
- List of correspondents

SECTION IV – SANCTIONS APEALS

A person, member unit, or organization that has received Sanctions may appeal in writing to The NWAPA Board within seven (7) days of receiving Official Notice of Sanctions. The President, at their discretion, may conduct or delegate additional appropriate investigations. The NWAPA Board will timely deliberate the appeal and make necessary updates to the Sanctions, or rule that the Sanctions will stand. A final written notice of the appeal findings will be delivered to the appellant.