

BYLAWS OF

TEXAS EDUCATIONAL COLORGUARD ASSOCIATION

A Texas Nonprofit public association

ARTICLE 1 OFFICE

SECTION 1. PRINCIPAL OFFICE

The principal office of this association for the transaction of business is located in Bexar County, Texas.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors of the association may change the principal office from one county to another county within the state of Texas by noting the changed address and effective date below, and such change will not be deemed an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The association may also have offices at such other places, within or without the State of Texas, where it is qualified to do business, as its business may require the Board of Directors may, from time to time, designate.

ARTICLE II PURPOSES

SECTION 1. MISSION STATEMENT

The Texas Educational Colorguard Association's mission is to create and foster positive, competitive, and educational experiences through the pageantry arts, both within the state of Texas and throughout all affiliated organizations.

ARTICLE III MEMBERSHIP

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

Membership in the Texas Educational Colorguard Association shall be as a UNIT, BOARD MEMBER, ADJUDICATOR. No member shall be allowed to hold more than one membership in the association. Except as expressly provided in or authorized by the Bylaws of this association. All memberships shall have the same rights, privileges, restrictions, and conditions.

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

Membership shall be open to those who qualify as one of the following membership Classifications:

- (a) **UNIT** - Any scholastic or independent unit, which is recognizable as a bona fide competitive color guard, percussion unit, or winds unit. Each unit may have one (1) official representative.
- (b) **BOARD MEMBER** - Any person holding an office on the Executive Board.
- (c) **ADJUDICATOR** - Any person is eligible for membership as an Adjudicator in this association. This group of members will constitute the TECA Judges Association.

SECTION 3. ADMISSION OF MEMBERS

Membership is attained through the annual submission of an application instrument, along with membership

dues in amounts specified by the circuit in its annual meeting.

- (a) Membership is considered to be "active" and voting privileges are granted upon receipt of annual dues.
- (b) No individual or unit shall be denied membership because of sex, race, religion, or national origin.
- (c) Membership in the Texas Educational Colorguard Association is active from the payment of membership dues until September 30th of the following year.
- (d) All roster updates done after initial registration through championships shall be communicated to the Circuit Administrator.
- (e) Roster updates done after the annual championships and effecting voting privileges must be executed in writing to the President and Circuit Administrator no later than 48 hours before the Spring Meeting.

SECTION 4. NUMBER OF MEMBERS

There is no limit on the number of members the association May admit. However, the Board of Directors may choose to close membership at any time.

SECTION 5. MEMBERSHIP ROSTER

The association shall keep a roster of the membership containing the name and address of each member as well as the name and address of at least one individual empowered to act on behalf of each member. Termination of the membership of any member shall be recorded as shall the date of termination of such membership. Such roster shall be kept by the Secretary of the association and shall be available for inspection upon written demand.

The roster of the membership of this association shall not be used, in whole or part, by any person for any purpose not reasonably related to the member's interest as a member.

SECTION 6. NON-LIABILITY OF MEMBERS

A member of this association is not, as such, personally liable for the debts, liabilities, or obligations of the association.

SECTION 7. NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer for value a membership or any right arising, therefore.

SECTION 8. DELEGATES

Each UNIT is allowed one (1) delegate to represent them at circuit meetings. The delegate must be listed as a staff member in Competition Suite of the unit they are representing, or in the case of scholastic units, must be an employee of the school they are representing. A proxy may be used if a delegate represents multiple units from the same school. For example, two (2) units from the same school have two (2) votes, and three (3) units from the same school have three (3) votes. A proxy may only be given to another staff member of the same unit or school. The proxy must already be on staff and listed on Competition Suite.

SECTION 9. TERMINATION OF MEMBERSHIP

- (a) Grounds for termination – The membership of a member shall be terminated upon the occurrence of any of the following events:
 - 1. Upon notice of such termination delivered to the Secretary of the association either personally, by mail, or by email, such membership is to be terminated upon the date of delivery of the notice or date of deposit in the mail.
 - 2. Upon determinations by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the association.
 - 3. Upon notice in writing, and the determination by the Board of Directors, that a Performing Unit and/or unit member of a Performing Unit or Adjudicator owes either money or equipment to the association or other member, and has failed to rectify the problem. Upon such failure, the member shall be immediately suspended from participation in TECA-sanctioned events, and such termination shall be effective thirty (30) days after receipt of written notification from the Secretary of the association of such a proceeding. A member may avoid such termination by rectifying the problem with the association or its membership within this thirty (30) day period.
 - 4. Upon determination by the Board of Directors and a majority vote of all Performing Unit and Adjudication members that a Performing Unit of Adjudication member does not take an active part in the work of the association, or does not abide by the association's Bylaws, Procedures, or Policies.
- (b) Procedure for Expulsion – Following the determination that a member should be expelled under subparagraph (a) (2-4) of this section, the following procedure shall be implemented:
 - 1. A notice shall be sent by registered mail to the last address of the member as well as the last address of the individual empowered to act on behalf of the member as indicated on the association's roster, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
 - 2. The member being expelled shall be given the opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of the proposed expulsion shall state the date, time, and place of the hearing on their proposed expulsion.
 - 3. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the association shall cease on termination of membership as herein provided.

ARTICLE IV MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meeting of members shall be held at such place or places within the State of Texas as May be designated from time to time by the Board of Directors.

SECTION 2. REGULAR MEETING

The Circuit will have biannual meetings for the purpose of electing officers, amending the TECA Bylaws, and conducting other circuit business. These biannual meetings of the association will occur in the Spring and Fall and shall be deemed as regular meetings and any reference in these Bylaws to regular meetings of the association refers to these biannual meetings. The membership shall receive proper notification for any meeting that is called. The elections of the Board of Directors will occur at the Spring meeting. The offices of President, Percussion Vice President, Treasurer, and Historian will be elected on odd-numbered years and the offices of Color Guard Vice President, Secretary and Parliamentarian will be elected on even-numbered years. The candidates receiving the highest number of votes by members in attendance at the meeting or represented by proxy vote will be elected. Each voting member shall cast one vote, with voting done by ballot or acclamation only. During any called meeting, the President will break a tie vote by casting one vote in the best interest of the circuit.

- a) A virtual option for membership in the Spring and Fall Meetings will be available, and voting will be allowed, but no discussion will be available to members joining the meeting virtually.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members of the Board of Directors May be called by the President as needed to address the needs of the circuit.

SECTION 4. NOTICE OF MEETINGS

- (a) Time of notice – Whenever members are required or permitted to take action at a meeting, a digitally transmitted notice of the meeting shall be given by the Secretary not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the recorded date for the notice of the meeting, is entitled to vote.
- (b) Manner of Giving Notice – Notice of a meeting or any report shall be given either personally or by digitally transmitted notice to the member at the address appearing on the books of the association and/or address of the individual empowered to act on behalf of the member as indicated on the association's roster. Notice shall be deemed to have been given at the time when delivered personally or digitally sent.
- (c) Contents of Notice – Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in case of a special meeting, the general nature of the business to be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice, is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Officers are to be elected shall include the names of all

those nominees at the time notice is given to the members. In the event of a special meeting of the Board of Directors, proper procedures to attend the meeting must be included if the meeting will take place via conference call or other means where the members are not physically present.

SECTION 5. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done, or made by a majority of the voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members. Quorum is met with 25% of the membership present in person or online.

SECTION 6. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be held by voice vote. Election of the Officers of the Board, however, shall be by ballot or acclamation.

SECTION 7. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the association and minutes will be recorded by the Secretary. In the absence of the President, the Color Guard Vice President will preside over the meeting. Meetings shall be governed by Robert's Rules of Order.

SECTION 8. NOMINATION AND ELECTION PROCEDURES

The association shall make available to the members reasonable nomination and election procedures with respect to the election of the Board of Directors. Such procedures shall be reasonable given the nature, size, and operations of the association, and shall include:

- (a) A reasonable means of nominating persons for election as Officers.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all applicable members to choose among the nominees.
- (e) If you are running for a position you must be physically present at the meeting.
- (f) The association may not distribute any written election material soliciting votes for any nominee at the expense of the association.
- (g) Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual May meetings are held for the purpose of electing officers. Any member may make a nomination for any office.

ARTICLE V OFFICERS

SECTION 1. NUMBER OF OFFICERS

The Board of Directors of the Texas Educational Colorguard Association shall consist of the following offices: President, Color Guard Vice President, Percussion Vice President, Secretary, Treasurer, Historian, and Parliamentarian. No office may be held by more than one individual and no such individual shall hold more than one office at any time. These officers shall be referred to as the Executive Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member may serve as an officer of this association. All officers shall be a minimum of 18 years of age. Officers shall be elected by the members at the annual Spring meeting held as specified in these Bylaws. Each officer shall hold office for the period of two (2) years or until he or she resigns, is removed, or is otherwise disqualified to serve.

SECTION 3. REMOVAL AND RESIGNATION

Any office may be removed from office, with or without cause, through the following:

- (a) A petition for recall must be signed and submitted to the executive board stating the officer(s) involved and the offense(s).
- (b) A copy of this petition will be presented to each member of the executive board for action.
- (c) A special meeting shall be called to allow the person the opportunity to be heard before any such vote takes place. There will be a discussion for the executive board, then a vote taken in which $\frac{2}{3}$ of the executive board will decide the outcome of the petition for recall.
- (d) Any officer may resign at any time by giving written notice to the president of the association. Any resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES

In the event of a vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer the remaining board will appoint a replacement to complete the elected term. If the President is unable to complete his/her elected term, the Colorguard Vice President will assume the office of President for the remainder of the term.

SECTION 5. DUTIES OF PRESIDENT

The President shall preside over all general membership meetings, oversee all decisions pertaining to the Circuit, guide the development/execution of a working budget, guide the development/execution of the circuit website, and monitor the assigned duties of the other officers. The President will call all necessary Executive Board meetings to discuss circuit matters on a regular basis.

SECTION 6. DUTIES OF COLOR GUARD VICE PRESIDENT

The Color Guard Vice President shall preside over all color guard division meetings and work with the Contest Administrator to oversee all aspects of the color guard division of the circuit. The Color Guard Vice-President may also be responsible for handling all aspects of the TECA Scholarships and may also arrange for all aspects of awards to be presented at the color guard circuit championships.

SECTION 7. DUTIES OF PERCUSSION VICE PRESIDENT & WINDS

The Vice President of Percussion and Winds shall preside over all percussion and winds division meetings and work with the contest administrator concerning all aspects of the percussion and winds divisions. The vice president of percussion and winds shall perform such other duties as from time to time may be assigned to them by the president or the board of directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall keep the minutes of all meetings and distribute these to the circuit membership, see that all notices of promotion/outstanding fees are given, distribute any notices required by the Executive Board officers, and be custodian of the Circuit records. The Secretary shall oversee the register of the membership on the circuit website.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall have charge and control of all monetary funds of the Circuit. The Treasurer will collect and deposit all Circuit dues and fees. This officer will be responsible for maintaining accurate records of the circuit budget, settling all outstanding financial matters with show sponsors and circuit members, filing all necessary income tax documents, and maintaining the Circuit bank account.

SECTION 10. DUTIES OF HISTORIAN

The Historian will be responsible for coordinating the program for the circuit championships to include ad sales. He or she will be responsible for managing all aspects of marketing for the circuit

SECTION 11. DUTIES OF PARLIAMENTARIAN

The Parliamentarian will advise the presiding officer of all matters of parliamentary procedure. The Parliamentarian shall keep a current Constitution and By-Laws and shall review these with the executive board at each change in board administration. The parliamentarian shall be responsible for making sure that all rules and regulations are followed by the membership.

SECTION 12. COMPENSATION

Officers shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Executive Board meetings. In addition, they shall be allowed reimbursement for expenses incurred in the performance of their regular duties as specified in this article.

SECTION 13. INSURANCE

The Executive Board may adopt a resolution authorizing the purchase of insurance and maintenance of insurance on behalf of any agent of the association against any liability other than that for violating provisions of the law to self-dealing.

ARTICLE VI COMMITTEES

SECTION 1. EXECUTIVE BOARD

The officers of this association shall be referred to as the Executive Board and shall have the following duties in addition to the individual duties of each office:

- (a) Advise the membership of the actions which need to be taken for the good of the association.
- (b) Serve as member's ex-officio of all committees which may be designated from time to time and act as advisors to all committee chairpersons.
- (c) Discuss and advise the membership on expenditures or avenues for new revenue which the committee believes are in the best interest of the association.
- (d) Nominate individuals to fill the offices of the association in the absence of a nominating committee.

- (e) Oversee that the objectives and purposes of the association are being followed and suggest a change of action to continue to follow the primary objectives and purposes of the association as stated in these Bylaws.

SECTION 2. OTHER COMMITTEES

The association shall have such other committees as may from time to time be designated by the President or resolution of the Executive Board. Such committees may consist of persons who are or are not members of the association. These additional committees shall act in an advisory capacity only to the membership and shall be clearly titled "advisory" committees.

SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of the Bylaws concerning meetings, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Executive Board or membership. Regular meetings of committees may be fixed by either the Executive Board or the committee. The President and/or Executive Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Executive Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and any such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose of in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the association shall be signed by the President and Treasurer.

SECTION 3. DEPOSITS

All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories as the Executive Board may select.

SECTION 4. GIFTS

The Executive Board may accept on behalf of the association any contribution, gift, bequest, or devise for the charitable or public purposes of this association.

ARTICLE VIII ASSOCIATION RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

The association shall keep at its principal office, or at such other place as the Executive Board may determine, in the State of Texas:

- (a) Minutes of all meetings of Board Members, committees, and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (c) A record of its members indicating their names and addresses (email and physical), the class of membership held by each member, and the termination date of any membership.
- (d) A copy of the association's Bylaws Policies and Procedures as amended to date, which shall be open to inspection by the members of the association at all reasonable times.

SECTION 2. ASSOCIATION SEAL

The Executive Board may adopt, use, and at will alter, a seal or logo for the association. Such seal or logo shall be kept at a place as the Executive Board may determine. Failure to affix the seal/logo to association instruments, however, shall not affect the validity of any such instrument.

SECTION 3. EXECUTIVE OFFICER'S INSPECTION RIGHTS

Every member of the Executive Board shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the association.

SECTION 4. MEMBER'S INSPECTION RIGHTS

The membership of this association shall have the right to inspect the books, records, or minutes of proceedings of the members of the Board, officers, or committees, upon written request for a purpose reasonably related to such person's or unit's interests as a member.

SECTION 5. ANNUAL REPORT

The Executive Board shall cause an annual report to be made available for inspection no later than one hundred and twenty (120) days after the close of the association's fiscal year to all Directors and members who request in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities during the fiscal year.
- (c) The revenue or receipts of the association, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the association, for both general and restricted purposes, during the fiscal year.

ARTICLE IX FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE ASSOCIATION

The fiscal year of the association shall begin on the first day of June and end on the last day of May in each calendar year.

ARTICLE X CONFLICT OF INTEREST

Section 1: DEFINITIONS

Interested Person: Any director, executive board member, or member of a committee, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest:

1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
2. An ownership or investment interest in any entity with which the Association has a transaction or arrangement
3. A compensation arrangement with the Association or with any entity or individual with which the Organization has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
4. Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 2: PROCEDURES

a) Duty to disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

b) Determining whether conflict of interest exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists

c) Procedures for addressing conflict of interest

An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest

The president shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 3: VIOLATIONS OF CONFLICT OF INTEREST POLICY

If the executive board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of proceedings-- The minutes of the board and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 4: COMPENSATION

A voting member of the board who receives compensation, directly or indirectly, from the Association for Services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for Services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE XI BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public nonprofit organizations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted by approval of the unit members and adjudication members, if any, of this association. Amendments may be made only during the Spring meeting of the membership and shall be approved by a majority of the voting membership present.

Guidelines for the submission and presentation of proposed amendments will be established by the Executive Board and made public at least 60 days prior to the date of the scheduled meeting. Only proposals fulfilling the guidelines will be added to the meeting agenda by the Executive Board.

ARTICLE XII PROVISIONS FOR DISSOLUTION

SECTION 1. DISSOLUTION

Upon liquidation or dissolution of the association, after payment of all liabilities and debts of the association due provision thereof, all of the assets of the association shall be disposed to one or more organizations exempt from federal income tax under section 501 (c) (3) or 501 (c) (6) of the Internal Revenue Code as allowed by law.

WRITTEN CONSENT OF OFFICERS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial officers in the Articles of Incorporation of the TEXAS EDUCATIONAL COLORGUARD ASSOCIATION, a Texas nonprofit association, and, pursuant to the authority granted to the Officers by these Bylaws to take action by unanimous written consent without meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of thirteen (13) pages, as the Bylaws of this association.

Dated: _____.

-President: 

-Vice President: 

-Treasurer: _____