

**Constitution and By Laws
of the
Mid East Performance Association
Current as of July 2021**

1. Nonprofit Purpose

1.1-

The Mid East Performance Association (MEPA) is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

1.2-

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions.

1.3-

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. Specific Purpose

2.1-

The Mid East Performance Association sanctions and administers competitive events for Winter Guard, Winter Percussion and Winter Winds groups. In addition, it provides training and enrichment for students, staff, show sponsors, and spectators of pageantry arts.

2.2-

The specific objects and purpose of this organization shall be:

- a. To sanction and sponsor competitive events in predominantly, but not limited to, the Ohio, Kentucky, and Indiana areas.
- b. To provide facilities, equipment, and trained contest personnel for said events.
- c. To provide educational activities and enrichment in the pageantry arts.
- d. To sponsor, host and/or participate in events and activities that promote and provide awareness to the pageantry arts.

3. Membership

3.1-

Any color guard, percussion ensemble, or wind ensemble meeting the general requirements of a winter ensemble as defined by Winter Guard International is eligible for membership in the association.

3.2-

A performing group is a member:

- After successful completion and receipt of an annual membership application and annual dues.
- After verification of no outstanding debts from prior seasons.
- After verification of no prior removals from the circuit for causes deemed as detrimental to the association
- Performance in at least 3 MEPA sanctioned events

3.3-

Membership is not necessary to perform at a MEPA sanctioned event but only members receive voting rights at the annual membership meeting.

3.4-

The amount required for annual dues shall be set by majority vote of the Board of Directors at the annual MEPA board meeting based on a review of prior financial records, current market conditions, and other factors determined by the board.

3.5-

Each member performing group shall be allowed one delegate and two alternates whose names shall be included on the annual membership application. Changes to the delegate or alternates must be made by electronic communication or writing no later than 30 days prior to the MEPA championship event.

3.6-

Only one of the aforementioned delegates or alternates will be allowed to vote. In the event that none of these delegates are present at the annual meeting, that performing group will not have a vote. No proxy or absentee votes are permitted.

3.7- A person may only vote on an issue a maximum of 2 times regardless of the number of performing group affiliations or status as a member of the Board of Directors

3.8-

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. Membership dues are not refundable. A member can have their membership terminated by a majority vote of the Board of Directors for any reason it sees fit.

3.9-

The board shall have the authority to establish and define non-voting categories of membership.

4. Meetings of Members

4.1-

An annual meeting of the members shall take place between the months of April and July. The specific date, time and location will be designated by the Board of Directors and communicated through electronic means no less than 30 days prior to the meeting date. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year. This meeting may not be conducted through teleconferencing.

4.2-

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

4.3-

The Board of Directors shall meet at least once per year coinciding with the annual membership meeting. They will also conduct regular meetings through electronic means including but not limited to video conferencing and e-mail and group messaging technologies.

4.4-

At least 50% of the voting members of the Board of Directors shall be physically present, present in a video or audio conference, or actively involved in e-mail or group messaging of a Board of Directors meeting to submit a motion and vote on an issue.

5. Board of Directors

5.1-

The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

5.2-

The number of Directors may change from time to time but shall consist of no less than 5 and no more than 20.

5.3-

The President, the First Vice President, Second Vice President, the Secretary, the Education Directors and the Treasurer constitute the executive board. The President may call a meeting of this group to discuss highly sensitive information but may not call a vote.

5.4-

The members of the Board of Directors shall, upon election, immediately enter into performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting.

5.5-

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

5.6-

Members of the Board of Directors do not have to be paid members of the association to serve.

5.7-

Board members will serve 2-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half of all members of the Board of Directors shall expire.

5.8-

Each member of the Board of Directors shall attend the annual meeting and serve as a board member, defined by the President, at no less than 3 MEPA sanctioned events, including, but not limited to contests and MEPA hosted events.

5.9-

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The Board will mutually agree on a meeting place or agree to conduct the meeting as a teleconference at a specified time. Notice of any special meeting of the Board of Directors shall be given at least two days in advance of the meeting by any means including electronic methods.

5.10-

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

5.11-

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 5.8 of this article by April 30th shall automatically forfeit his or her seat on the Board. The Secretary shall notify that member in writing that his or her seat has been declared vacant and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 5.8 of this Article are not entitled to vote at the annual meeting unless they are also a member of the Association.

5.12-

Whenever any vacancy occurs during the Director's term in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors. All scheduled vacancies will be voted on by the members at the annual membership meeting.

5.13-

Members of the Board of Directors shall not receive any compensation for their services as Directors. They may receive mileage reimbursement at the standard IRS rate for 501(c)(3) entities at the discretion of the Board.

5.14-

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing through either written or electronic means occurs. Informal actions will be written into the permanent records of the Association.

5.15-

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent with this article upon being voted onto and accepting appointment to the Board of Directors.

5.16- Directors

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent with Article 5.16 upon being voted onto and accepting appointment to the Advisory Council.

5.17-

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

5.18-

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Article 5.8 of this Article, and are not entitled to the removal procedure outlined in Article 5.17

5.19

Up to two seats on the Board of Directors will be reserved for Judge representatives, with balanced representation of divisions. Judge representatives shall attend all MEPA Board and general meetings. These representatives will be voted on by the Board of Directors.

6. Executive Board/Committee

6.1-

The administration of the Association shall be vested in the President. The President shall supervise and control all the business and affairs of the Association. He/she shall preside at all meetings of the Association. No person shall be eligible for the office of president without first serving at least one year as a member of the Board of Directors. Although not required, the Board of Directors should look for somebody with prior and/or current business experience.

Other duties include but are not limited to:

- Shall serve as the primary communicator for the association.
- Shall preside at all membership, Board of Directors, and Advisory Council meetings
- Shall have general and active management of the business of this Advisory Council.
- Shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- Shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

6.2-

The Vice President #1 shall, in the absences of the President, perform the duties of the President. Other duties include but are not limited to:

- Shall preside over the promotion committee of his/her division (guard, or percussion/winds) of expertise.
- Shall provide leadership to board members outside of the Executive Board that serve in his/her division of expertise.
- Shall serve on the finance committee and have full access to all bank records.
- Other duties as assigned by the President.
- Shall attend and serve in the capacity of a board member at no less than 3 MEPA sanctioned events.

6.3-

The Vice President #2 shall, in the absences of the President and Vice President #1, perform the duties of the President. Other duties include but are not limited to:

- Shall preside over the promotion committee of his/her division (guard, or percussion/winds) of expertise.
- Shall provide leadership to board members outside of the Executive Board that serve in his/her division of expertise.
- Shall serve on the finance committee and have full access to all bank records.
- Other duties as assigned by the President.
- Shall attend and serve in the capacity of a board member at no less than 3 MEPA sanctioned events.

6.4-

The Secretary shall attend all meetings of the Board of Directors, Executive Committee, and Membership, and will act as a clerk thereof. The Secretary's duties shall consist of:

- Shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Advisory Council, including the annual meeting of the organization.
- Shall record and keep current the competitive rules document on file with the Board of Directors and made available to the public on the MEPA website.
- Shall send notices of all meetings to the members of the Advisory Council and shall make reservations for the meetings.
- Shall perform all official correspondence as may be prescribed by the President
- Shall perform any correspondence laid out in these bylaws.
- Shall keep updated background checks for all board members.
- Shall attend and serve in the capacity of a board member at no less than 3 MEPA sanctioned events.

6.5- The Vice President positions must be filled by 1 person representing the guard division and 1 person representing the percussion/winds division. The most senior Vice President will retain the #1 position.

6.6-

The treasurer oversees all financial activities of the Association and provide general financial leadership to ensure all funds are used responsibly. The treasurer should have prior experience or related expertise in money management and must pass a background check. The Treasures duties shall be:

- Shall submit for approval of the Board of Directors and membership a record of all expenditures and deposit of funds, balance sheet, and general financial health report annually or upon request of the Board of Directors or membership.
- Shall serve on the finance committee and have full access to all bank records including signing and check writing rights.
- It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to financial oversight guidelines attached to these bylaws as an addendum and generally accepted accounting principles.
- Shall provide monthly reports to the financial oversight committee.
- Shall attend and serve in the capacity of a board member at no less than 3 MEPA sanctioned events.
- He/She shall perform such other duties as may be prescribed by the President under whose supervision he/she shall be.

6.7 -

The Education Directors

Two Education Directors, filled by one person from Color Guard and one person from Percussion/Winds, shall oversee the Education needs of the Board of Directors and the members of MEPA. The Education Directors' duties shall be:

- Shall work with the VP of their division to oversee classification issues and promotions of members in their division.
- Shall foster, create, and share education materials with members in their division.
- Shall educate the Board of Directors on Board responsibilities.

- Shall serve on the finance committee and have full access to all bank records.
- Other duties as assigned by the President.
- Shall attend and serve in the capacity of a board member at no less than 3 MEPA sanctioned events.

6.8-

Other voting positions on the Board of Directors may be added by the Executive committee. These shall include no less than 3 color guard representatives, 2 percussion representatives, 1 winds representative, and up to 2 judge's representative that serves as a current or prior pageantry arts judge. Job descriptions of these positions shall be attached as an addendum to these bylaws and may be modified by the Executive Board without formal action.

6.9-

The Board of Directors will vote to create, add to, or remove positions based on circuit size, needs, and other factors. A two-thirds affirmative vote of the board is required to adjust board personnel. The executive committee may not change without modification of these bylaws.

6.10-

The Board of Directors shall submit to the membership at the annual membership meeting the names of those persons intending to run for vacant positions. Nominations shall also be received from the floor after the report of the Board of Directors. The election shall be held at the annual meeting of the Advisory Council. Those officers elected shall serve a term of 2 years, commencing immediately.

6.11-

The Board of Directors, with the concurrence of 3/4 of the members voting at the meeting, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing 10 days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

6.12-

The Executive Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to the Board of Directors at least 1 week prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

6.13-

All members of the Board of Directors, Advisory Councils, and any contractor working around children and hired by MEPA shall submit to a background check. The Executive Committee shall evaluate each background check and make a decision on their fitness to serve.

6.14-

All members of the Board of Directors or Advisory Councils shall adhere to the MEPA Board of Directors Code of Conduct document attached as an addendum to these bylaws. Failure to adhere to this document will result in dismissal from the Board of Directors or Advisory Council.

7. Committees

7.1-

The board may create committees as needed, such as fundraising, competitive rules, technology, social, etc. The board chair appoints all committee chairs.

7.2-

The 7 officers serve as the members of the Executive Board/Committee. Except for the power to discuss sensitive information to determine if it should go in front of the entire Board of Directors, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

7.3-

The Treasurer is the chair of the Finance Committee, which includes all members of the Executive Board. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members as well as adhere to the financial procedures attached to these bylaws as an addendum. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be June 1 to May 31. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

8- Contractors

8.1-

The Board of Directors may hire independent contractors in accordance with IRS guidelines with compensation agreed upon by the Financial Committee.

8.2-

Contractors who will operate in the presence of minors must submit to and successfully pass a background check at the expense of MEPA.

8.3-

Contractors must adhere to the Code of Conduct document attached as an addendum to these bylaws.

9. Indemnification

9.1-

To the full extent authorized under the laws of Ohio, the association shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the association, or any person who may have served at the association's request against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being

or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

9.2-

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

9.3-

Any person violating policies in these bylaws or any attached addendum may not be eligible for indemnification.

9.4-

The Association may purchase and maintain insurance on behalf of any Board Member or selected contractor against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Association would have the power or obligation to indemnify such person against such liability under this Article.

10- Books and Records

10.1-

The Association shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

11- Amendments

11.1-

The Articles of Incorporation may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least 3 days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. Amendments of the Articles shall require the affirmative vote of 3/4 of the Board of Directors.

11.2-

The Board of Directors may amend these Bylaws by an affirmative vote from 3/4 of the Board of Directors at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

12- Dissolution

12.1

Upon the dissolution of the Association, after paying or making provisions for the payment of all the legal liabilities of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this Association.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Lynsey M. Tyson, President - The Mid East Performance Association

Brandy Viol, Secretary - The Mid East Performance Association

Addendum 1 - Roles of the Board Representatives

- Representatives are MEPA's customer service department and are the primary liaison between the Circuit and its members. Vice Presidents will assign members to representatives to manage communications throughout the season. Reps are the first line of representation to promptly answer member questions, represent members' interest and escalate issues appropriately. Representatives are to foster a sense of community within their division. VPs or the President may assign other duties to them as needed. Representatives shall attend all Board of Director meetings and shall attend/serve in the capacity of a board member at no less than 3 MEPA sanctioned events.

Addendum 2 - Board of Directors Code of Conduct

MEPA has adopted the following Code of Conduct that all Board members, agree to adhere to by signing below:

1.) Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with MEPA. Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of MEPA and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.

b) It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from MEPA such compensation will be determined by and approved by the full Board in advance.

c) Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.

d) Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.

e) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.

f) Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.

g) This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.

2. Prohibition Against Sexual Harassment

MEPA strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct

towards another MEPA representative, member, or guest is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Executive Committee.

3. Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

4. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the board a high priority.
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Putting the interests of the organization above personal interests.
- Representing the organization in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all board and committee meetings.
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.
- Observing established lines of communication and directing requests for information or assistance to the executive director.

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of MEPA, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

Signature

Date