



**BY-LAWS OF
INTERMOUNTAIN PERCUSSION ASSOCIATION**

INTRODUCTION

Intermountain Percussion Association (sometimes referred to as “IMPA”) requires the utmost in trust and goodwill among its members. Deliberations and decisions must be made on the basis of what is good for the advancement of the indoor percussion activity rather than for the gain of any one or few groups. May the members of this organization always be equal to the responsibility of membership.

DEFINITION OF CERTAIN TERMS

In these By-Laws, the terms “he”, “him”, and “his” are used in traditional grammar: these terms refer to either a male or female person, interchangeably and equally.

ARTICLES

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ARTICLE 1
STATEMENT OF PURPOSE

1.1 Aims and Goals

The Aims and Goals of the Intermountain Percussion Association are to utilize the collective influence of its members to improve the standards and quality level of the indoor percussion and indoor winds activities so they will be of maximum benefit to its participants and continue to be worthy of the support of the general public. Such goals are accomplished primarily by the following:

- a. Ensuring the continued improvement of the guidelines under which we operate and compete.
- b. Developing those who judge our performances and the adjudication system to encourage continued improvement of the general level of education and competence of the judges so that we can obtain consistent and fair evaluation of our programs based on the rules.
- c. Partnering with those in the marching arts industry and the music education community to ensure that IMPA and its members and participants have a valued and influential role.
- d. Collaborating with contest sponsors to produce and stage well-run, financially successful competitions and events. IMPA will strive to ensure that events are held in locations and facilities that provide an optimum balance between the needs of the participating and percussion ensembles, those attending, and the sponsors.

1.2 Mission Statement

IMPA is established for the benefit of the indoor wind and percussion ensembles that participate in the activity at all levels of achievement. Our purpose is to provide a venue for young musicians to achieve the extraordinary through performance and competition. We seek to foster positive experiences for all who participate by promoting education, creativity and freedom of expression through the unification of marching, music, and performance.

ARTICLE 2 MEMBERSHIP

2.1 Membership Guidelines

Membership with IMPA is open to all marching wind, marching percussion, or concert percussion ensembles wishing to compete at IMPA sanctioned events. No monetary fee will be required of any group for membership in IMPA.

2.2 Rights of Member Ensembles

Member ensembles who have not competed in a recent season shall be considered Provisional. Provisional Member Ensembles may attend meetings but are not eligible to vote. A Provisional member ensemble will become a Current member ensemble once they have competed in the most recent season of IMPA.

Each Current member ensemble who has competed in the most recent season shall have the right to vote in Board of Directors elections, changes to the By-Laws of IMPA and on any change to the IMPA Competition Rulebook. Each Current member ensemble has the right to have input into decisions discussed at IMPA meetings, held at the discretion of the Board of Directors. Each Current member ensemble shall be treated as one entity and have one vote. If any school or organization fields more than one competing ensemble, they will be allotted one vote per Current ensemble under their control.

2.3 Expectations of Member Ensembles

IMPA expects each ensemble, and those representing it, to act in a professional, cordial manner consistent with involvement in a youth-based, educational activity. This commitment includes use of appropriate decorum in group and individual behavior. Each ensemble should have an attitude of cooperation with other IMPA member ensembles rather than an attitude of confrontation.

2.4 Persons Not Affiliated With an Ensemble

Persons not affiliated with a member ensemble may attend IMPA meetings and voice their opinion. However, voting rights are reserved to those ensembles that compete at IMPA sanctioned events.

ARTICLE 3 MEETINGS

3.1-Annual General Membership Meetings

The General Membership shall meet once annually prior to the beginning of the season but no later than December 1 and once annually following IMPA Championships but no later than June 1. Board members shall be elected at the fall meeting and any other proper business may be transacted at both meetings.

3.2-Board Meetings

The Board of Directors shall meet at least 4 times per year. Meetings will be in January, April, July, and October. Exact dates will be set by the Board of Directors. At these meetings, proper business will be transacted.

3.3-Notice of Meetings

Notices of annual general membership meetings and/or the Board meetings shall be sent or otherwise given no less than thirty (30) nor no more than ninety (90) days before the date of the meeting by the Executive Director at the direction of the President. The notice shall specify the place, date and hour of the meeting.

3.4-Manner of Giving Notice

Notice of any meeting of the general membership and/or the Board of Directors shall be given by electronic mail. If any notice is returned to sender and/or marked as undeliverable, all future notices or reports shall be deemed to have been duly given without further mailings.

3.5-Regular or Special Meetings

Regular or special meetings of the general membership and/or the Board of Directors, including telephonic conference calls, shall be called upon the request of the President and/or the Executive Director. The Executive Director shall communicate, or cause to communicate, notices of special meetings at least one week in advance by electronic mail or by phone message.

3.6-Quorum

Except as otherwise provided by law or these By-laws, a majority of the number of voting Board members shall constitute a quorum, for the transaction of business of the Board of Directors, but a majority of the voting members present (though less than such quorum) may adjourn the meeting from time to time without further notice.

3.7-Voting

Each voting member shall have one vote. The vote may be by voice or by ballot, provided that any election of officers must be by ballot if requested by any Director before voting has begun. Vote by proxy is not allowed.

3.8-Conduct of Meetings

In the absence of the President, the most senior officer, including the Executive Director, shall call to order meetings of the general membership and/or the Board of Directors. In the absence of or with the permission of the President, the presiding officer may appoint any other person present to act as secretary of the meeting.

3.9-Unanimous Consent Without Meeting

Any action required or permitted by the By-laws or any provision of law to be taken by the Board or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board or members of such committee entitled to vote with respect to such action.

ARTICLE 4 EXECUTIVE DIRECTOR

4.1-Executive Director

The Executive Director is the Chief Executive Officer of the Corporation.

The Board of Directors shall appoint and engage in the Corporation's employment an Executive Director. Compensation and other terms of employment for the Executive Director shall be established by the President and approved by the Board of Directors.

The Executive Director shall, in general, supervise and control all the business and affairs of the Corporation subject to the parameters set forth by the Board of Directors.

4.2-General Responsibilities of the Executive Director

- a. Translation of the mission and strategic plan through collaboration with both internal and external constituencies.
- b. Development of collaborative partnerships with other national performing arts organizations, foundations, corporations or other entities relevant to the mission of the IMPA.
- c. Oversight of marketing and public relations strategies.
- d. Oversight of the regular season competitions and state championship event.
- e. Development of an annual business plan for the Corporation that reflects balancing of annual needs and long-term planning.

4.3-Annual Evaluation

The Executive Director reports to the Board of Directors through the President of the Board. An annual evaluation of the performance of the Executive Director will be conducted by the Board of Directors based on criteria developed by the Board of Directors.

4.4-Removal

The Executive Director may be removed by the Board of Directors whenever in its judgement the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Executive Director.

4.5-Vacancy

A vacancy of the Executive Director because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

ARTICLE 5
BOARD OF DIRECTORS

5.1 Purpose of the Board of Directors

The purpose of the Board of Directors (also referred to as “The Board”) is to run the day to day business operations of IMPA and to vote on certain matters of conflict within IMPA. The Board of Directors is tasked with placing the needs of IMPA ahead of any ensemble they may individually represent. Any action taken by the Board of Directors will be communicated to the membership of IMPA as soon as possible and appropriate.

5.2 Composition of the Board

The Board of Directors shall be made up of 6 voting members selected and voted upon by the Member Ensembles of IMPA and one ex-officio position for the Executive Director. The Executive Director shall have no voting rights within the Board of Directors, except as the tie breaking vote, when applicable. Roles within the Board shall be determined by the Board of Directors after the election process. The Board shall be divided into the following responsibilities and titles:

- a. **President**- The President is responsible for organizing meetings for both the Board of Directors and for the general membership of IMPA. It is the responsibility of the President to ensure that ALL Member Ensembles are kept up to speed on the activities of the Board of Directors and IMPA. The President will act as Secretary at all Membership and Board of Directors meetings. The President shall work in tandem with the Executive Director to ensure that the goals and needs of the Corporation are met.
- b. **Vice President** – The Vice President is tasked with assisting the President and Executive Director in fulfilling their roles within the Board of Directors. In the absence of the President of the Board, the President will be considered the most senior Director and will have the duty to preside over the responsibilities of the President.
- c. **Competition Coordinator**-Responsible for coordinating IMPA sanctioned competitions. His responsibilities include creating competition schedules, spiel sheets, coordinating with competition hosts, coordinating with the Adjudication Coordinator to make sure that all the judges’ needs are take care of, and making sure each performer has a safe environment to perform in. The Competition Coordinator also maintains the Show Host Handbook and provides ongoing support to the contest sponsors on how to successfully host an IMPA contest and such other duties as many be assigned by the President.
- d. **Adjudication Coordinator**-Responsible for maintaining a list of qualified, approved judges to draw on to adjudicate IMPA sanctioned events. The list of judges to be used by the Adjudication Coordinator shall be approved by the IMPA Membership. Additions or subtractions to this list must be approved by the IMPA Membership except in the case of an emergency vacancy on a competition judging panel. Last minute additions shall be approved by a majority vote of the Board of Directors. The Adjudication Coordinator is responsible for providing information to the Executive Director to ensure each judge is scheduled and compensated accurately and in a timely manner.

- e. **Director at Large** – At large members of the Board of Directors will fill roles as needed and assigned by the President and the Executive Director.
- f. **Executive Director**-The Executive Director shall be an ex-officio member of the Board of Directors. In the event a vote of the Board of Directors ends in a tie, the Executive Director will hold the tie-breaking vote. The Executive Director is responsible for the day-to-day operation of IMPA. The Executive Director shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation and shall have such authority, responsibility, and duties as may be granted to or imposed upon him by the President and/or the Board of Directors. The Executive Director shall act as Treasurer for the Corporation and assist in the duties of Secretary at all Membership and Board of Directors meetings. The Executive Director shall be responsible for maintaining a yearly budget to be approved by the Board of Directors, coordinating with the Adjudication Coordinator to ensure that the budget for judges is followed and that each judge is scheduled and receives payment in a timely manner and maintaining an accurate list of paid entry and host fees. Any payment or reimbursement from IMPA shall be done through the Executive Director. The Executive Director is responsible for keeping record of all income and expenses and providing an annual financial report to the Board of Directors, IMPA Member Ensembles and any public or government entity that wishes to view them.

5.3 Board of Directors Term

Each member of the Board of Directors shall be elected to a 2-year term. The term of all directors shall be staggered so that the terms of half of the directors shall begin at the Annual Fall General Membership Meeting in even- numbered years and the other half shall begin in odd-numbered years. There will be no limit to how many times a person can run for or serve on the Board of Directors.

5.4 Selection and Election

Board members shall be selected by a nomination/election process. To be a candidate for the Board of Directors, a person must be nominated by a Member Ensemble and have that nomination seconded by a separate Member Ensemble. In the event there are fewer nominees than open positions on the Board of Directors, the Board may place a candidate into the pool with a majority vote. Any member of the music community may run for a place on the Board of Directors, whether or not they are affiliated with a Member Ensemble. The IMPA Membership shall decide who is, and is not, qualified to serve.

5.5 Vacancies

Vacancies on the Board of Directors because of death, resignation, removal, disqualification, or otherwise, shall be filled pursuant to section 6.4 at the earliest IMPA meeting. Responsibilities of the vacated position shall be delegated throughout the remaining Board of Directors. If more than one vacancy exists at a time, an emergency IMPA meeting shall be called to elect replacements, as soon as possible.

5.6 Removal

A Board Member may be removed, for cause, by a two-thirds vote of the Board of Directors at any duly scheduled meeting where notice is given. The Board member against whom removal is contemplated shall be given the opportunity to be heard before any such vote takes place. If a two-thirds majority is reached, the selection process for the new vacancy shall proceed as outlined in section 6.4.

A Board member who misses more than two consecutive Board of Directors meetings without communication will lose their position on the Board of Directors; however, the Board of Directors may waive this provision if a failure to attend is beyond the control of such member. The President shall notify the member of the Board of Directors of their dismissal from the Board under this paragraph.

ARTICLE 6 COMMITTEES

6.1-Committees

The Board of Directors may establish one or more committees, each committee to consist of at least one voting member of either the Board of Directors or the general membership.

The President may appoint one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee.

Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors.

The President and Executive Director are ex-officio members of all Committees.

All policies established by any committee must be approved by a majority vote of the Board of Directors before they are adopted and implemented.

The designation of a committee and the delegation of authority to that committee do not relieve the Board of Directors or any general members of any responsibility imposed upon the Board of Directors or any general member by law.

6.2 - Established Committees

- a. Performer Safety Committee** - This committee will be chaired by a member of the Board of Directors and is open to all in the community who may wish to serve. The focus of the committee will be to develop and implement policies and practices related to performer safety to be approved by the Board of Directors.
- b. Show Host Committee** - This committee will be co-chaired by a member of the Board of Directors and a representative from a hot ensemble. This committee is made up of one representative from each IMPA show host, and any other members appointed by the President. The focus of the committee will be to develop and implement policies and practices to improve attendance, community support, and the performer and spectator experience at IMPA sanctioned events.

ARTICLE 7
LIABILITY/ CODE OF CODUCT

7.1 - Liability of Board of Directors and Representatives

No person shall be liable to IMPA for any loss or damage suffered by it on account of any action taken or omitted to be taken by them while serving on the Board of Directors or as a representative of IMPA. So long as said person exercised his responsibilities in good faith, and (a) used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for IMPA or upon statements made or information help by Board Members of IMPA which they had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which they may be entitled as a matter of law or to which IMPA may be entitled if the foregoing conditions are not met.

7.2- Code of Conduct

The Board of Directors expects of itself and its members ethical and business-like conduct consistent with involvement in a youth-based, educational non-profit organization. This commitment includes use of appropriate decorum in group and individual behavior when acting as Board Members or when perceived to be representing IMPA and participating in its activities.

Board Members must represent, with loyalty, the interests of IMPA while participating in meetings and in their decision-making within the organization. This accountability supersedes any conflicting loyalty such as that to individual units. Members of the Board of Directors must avoid any conflict of interest with respect to their responsibility. There must be no conduct of private business or personal services between any Director and IMPA except as procedurally controlled to assure openness, competitive opportunity and equal access to information.

Failure to adhere to this Code of Conduct can be considered cause for removal from the IMPA Board of Directors, pursuant to section 6.6.

ARTICLE 8
AMENDMENT OF BY-LAWS

8.1 Amendment of By-Laws

The procedure for the amendment of By-Laws is as follows:

- a. The Board of Directors may propose an amendment to the By-Laws of the Intermountain Percussion Association.
- b. Upon approval of the proposal, by a simple majority, the proposal will be submitted to the Membership of IMPA at the earliest IMPA meeting or via email, if available.
- c. The IMPA Membership will be allowed to vote to accept or reject the amendment.
- d. With a simple majority, the amendment will be passed and added to the by-laws of IMPA.
- e. The Board of Directors will record voting results in the minutes for the meeting and, if passed, ensure that the changes to the by-laws are accurately made and an updated copy of the by-laws is provided to the Membership of IMPA.