

Atlantic Indoor Association By-Laws

Article I – Name and Purpose

- A. **Name:** The name of the organization shall be ATLANTIC INDOOR ASSOCIATION (Sometimes referred to as “AIA,” “organization,” or “we”).
- B. **Purpose:** AIA supports organizations which engage in or support youth activities in the performing arts arena. These include elements of music, choreography, and theatre in colorguard, percussion and winds units.
- C. **Statement of Equity:** AIA as an organization welcomes performers, instructors, board members, staff, judges, and spectators regardless of race, age, disability, gender identity, socioeconomic status, sexual orientation, country of origin, and cultural background.

Article II – Organization

- A. AIA was formed in 1994 as a 501(c) (3) exclusively for charitable and educational purposes. AIA promotes indoor colorguard, percussion and winds activities through training and indoor contests, thereby perpetuating the activities and effectiveness of its member units. AIA has two regions; North and South. Member units may choose to compete in either region.

Article III – Membership

- A. Any bona fide organization sponsoring one or more color guard, percussion, or winds units of a competitive nature is eligible for membership upon receipt of membership application and dues.
- a. Members may register between November 1st and February 1st. Membership is granted for a period of registration from date of registration through the following October 31.
 - b. Scholastic and Independent units sponsored by the same organization must have separate memberships
- B. A new member organization added to the membership at any time will be extended voting privileges in their region immediately.
- C. All member organizations will retain their voting rights for the following competitive season provided they remain a member in "good standing." For a member to be in good standing, a unit must have competed in the previous season of competition and have a zero balance with AIA by June 1st following the competitive season. Any member whose membership has lapsed will be considered for future membership as a new member.

Article IV- Meetings

- A. AIA will hold two meetings open to all member organizations: a caucus meeting to be held in the month of June and a general meeting to be held in the month of September. The specific date, time, and location will be designated by the Regional Presidents. There will be one

physical site in the North region and one physical site in the South region. The sites will be connected through audio and video conferencing. Representatives unable to attend the physical meeting may observe the meeting through this conferencing.

B. Voting

- a. The member organization representatives attending either the caucus or annual meeting(s) will serve as the region's Primary Voting Body (PVB) for the circuit as long as they are members in good standing. The PVB will constitute a quorum to take action. Actions will be decided by a simple majority vote of the PVB. In the event of a tie, the final decision will fall on the Governance Board.
- b. Each region's members will vote on that region's EBOD, but votes on issues that affect the entire organization will not be split by region.
- c. PVB will consist of members in "good standing".

C. The Caucus meeting serves for organizations to bring up points of change they wish to see in AIA. Prior to the caucus meeting, a call for proposals will be issued. All member units in "good standing" can submit proposals as they see fit that can enhance AIA as a whole.

- a. Proposal format – proposals submitted by member units shall focus on improving the overall performance of AIA; to include but not limited to adjustments to policies and procedures, improvements of operations, and how AIA can better promote learning. Submissions must also note whether or not there will be any impact on the budget.
- b. Member units shall have at minimum three weeks to prepare and submit their proposals to the EBOD via online form.
- c. All proposals shall be typed and submitted to the ED who will disburse to the Executive Board of Directors (EBOD) of the North and South.
- d. Each proposal will be presented by the member organization who submitted the proposal, or their appointee, in person. Following the presentation, discussion will commence solely focused on the proposal at hand. Each proposal will be withdrawn, tabled until the September meeting, or voted on. The person presenting may request their proposal be withdrawn at any time.
 - i. Tabled items are delayed until further research and/or information is presented for clarification.
 - ii. Declined proposals voted will have no further action.
 - iii. Approved proposals will be noted and presented at the September meeting for voting by the PVB of that election.

D. The Annual meeting shall take place in the month of September. At the annual meeting, the PVB shall elect new members to the EBOD as articulated in Article VII. The members will also receive reports on the activities of AIA and determine the direction of the organization for the coming season.

- a. The tentative show calendar will be distributed to the membership at the September meeting. All applications for hosting any given show date must be submitted no later than midnight on the posted deadline. An EBOD Officer will communicate electronically when applications are being accepted to host a contest for the upcoming season.

E. If proposals are not submitted prior to the Caucus meeting, they may be brought up in New Business at the Annual Meeting. These must be submitted to the Governance Board up to one week prior to the Annual Meeting and will be added to New Business at their discretion.

Article V – Officers

A. Officers are individuals who have been nominated by the PVB, accepted their nomination, and voted on by the present members in good standing. The PVB entrusts the delegates to uphold these bylaws; always acting in the best interest of the student participants, the unit directors and AIA.

B. GOVERNANCE BOARD

1. The representatives on the GB shall be:
 - b. Presidents – from the North and the South
 - c. 1st Vice Presidents -- from the North and South
 - c. 2nd Vice Presidents -- from the North and South

C. EXECUTIVE BOARD OF DIRECTORS

1. There will be an EBOD for both the North and South regions. Those officers shall be:
 - a. President
 - b. 1st Vice President
 - c. 2nd Vice President
 - d. Secretary
 - g. Colorguard Coordinator
 - h. Percussion/Winds Coordinator

D. ELECTIONS

1. Officers will be nominated at the September meeting on the schedule noted and take office immediately. Odd and even years will refer to the year of the contest season.

North Region		South Region	
Yr 1 Odd Yrs	Yr 2 Even Yrs	Yr 1 Even Yrs	Yr 2 Odd Yrs
President 2nd Vice President Percussion/Winds Coordinator	First Vice President Secretary Colorguard Coordinator	President 2nd Vice President Percussion/Winds Coordinator	1 st Vice President Secretary Colorguard Coordinator

2. Each regional PVB will elect its region’s EBOD.

E. VOTING

1. Officers will be elected by votes cast by each regional PVB. Each member organization will have only one vote. A unit representative must be physically present to vote.
2. PVB members may represent only one school or independent organization.
3. A member organization's fee balance must be current indicating that all dues and fees are paid in full for all previous seasons before that school or independent organization has the right to vote.
4. Nominees will be asked to vacate the room and the votes will be counted by a show of hands. In the event that a showing of hands proves to be unsatisfactory, written paper ballots will be the alternate polling method.
5. In the event of a contested election between the candidates, the PVB will be polled and the votes counted. The candidate receiving a simple majority of votes cast will be declared the winner.
6. All votes will be either counted or collected by the secretary; except for a vote for the secretary. In the case of a secretary election, any other officer may count/collect the votes.
7. In the event of a tie vote, the secretary will announce the result and a second vote for only the candidates who tied will be taken.
8. In the event of a second tie, the candidates who are tied will be offered the opportunity to withdraw from the election. The candidates may take a moment to confer together. If a candidate withdraws, the single remaining candidate will be declared the winner. If no candidate withdraws or ties remain, the tie will be broken by the secretary by drawing one name out of a hat.

F. REMOVAL OF OFFICERS

1. Regional EBOD members may be removed from office, due to non-performance of duties or misconduct related or unrelated to AIA, by a simple majority vote of that region's EBOD.
2. If the vote on removal passes, the officer will be terminated from the EBOD immediately. Furthermore, that individual may be barred from ever holding an elected position on the EBOD.
3. Emergency nomination and voting on a replacement officer will commence and the newly elected officer will begin their efforts immediately. The presidents of each region will coordinate an emergency vote.
4. Replacement of either vice president as a result of a president resignation will be handled as noted in Sections D and E of this Article.

G. RESIGNATIONS

1. An officer may resign without prejudice from the GB or EBOD at any time and for any or no reason upon providing written notification to the secretary; except for the Regional Presidents (see #4 below). Should the resigned be the secretary, he/she must provide written notification to the region's president.
 - a. There will be one exception to the resignation noted above: an officer for whom a vote on removal is pending may not resign without prejudice. The resignation of any such officer will carry with it the same conditions as though the vote on removal has passed. (See Article V-E for conditions).
2. The office of the resigning officer will be declared vacant on the effective date of the resignation as specified in the written notice.
3. If the written notice of resignation does not specify an effective date, the office will be declared vacant immediately.
4. In the event of a presidential resignation, or a resignation during the contest season, the secretary will conduct an online vote.

Article VI - AIA Governance Board

- A. The AIA GB administers top level activities for the whole of the circuit that may affect both regions such as changes in rules or procedures at the Winter Guard International (WGI) level, Internal Revenue Service filings, judging coordinators and education, bulk purchases, and other administrative duties.
- B. These duties are distributed among the AIA GB and include:
 1. Determining an annual budget for AIA GB activities in September of each year. This budget will be split equally by each region.

2. Appointing a webmaster. The GB will review annually the performance of the webmaster and make adjustments as necessary.
3. Appointing AIA contest staff. The GB will review annually the performance of the contest staff and make adjustments as necessary.
4. Appointing judging coordinators. The GB will review annually the performance of each judging coordinator and make adjustments as necessary.
5. Appointing an Executive Treasurer. The GB will review annually the performance of the Executive Treasurer and make adjustments as necessary.
6. Appointing an Executive Director. The GB will review annually the performance of the Executive Director and make adjustments as necessary.
7. Acting as liaison with WGI and represents the unified voice of AIA.
8. All contracts or other formal financial agreements between AIA regions and other parties, within or outside the organization, must have the approval of the GB. The written contract or agreement must be archived for no less than one year after the execution/completion date of the agreement.
9. At the first GB meeting a GB secretary will be voted in to take notes for the GB meetings.
10. A member of the GD or a designee will assume duties of any vacant appointed positions.

Article VII - Duties of the Officers

A. BASIC QUALIFICATIONS OF ALL OFFICERS

1. Must be thoroughly committed to AIA's nonprofit mission. All candidates should have proven leadership, coaching, and relationship management experience.
2. Must have an unwavering commitment to quality programs and program evolution and evaluation.
3. Must have excellent organizational skills with the ability to share, train, and guide AIA officers, volunteer staff, and directors utilizing one's institutional knowledge of AIA and WGI.
4. Must have the ability to establish and manage an annual budget with team members; staying within prescribed guidelines.
5. Must have strong written and verbal communication skills; a persuasive and passionate communicator with excellent interpersonal skills.

6. Must have the ability to work effectively in collaboration with diverse groups of people.
7. Must have passion, integrity, a positive attitude, and be mission-driven, and self-directed.
8. Must be at least 21 years of age prior to or on the date of the election.
9. Must attend all Caucus (June) and General (September) AIA meetings during term (with exceptions for extenuating circumstances), and actively participate in AIA contests including circuit championships.
10. Must attend online EBOD meetings which take place on designated evenings during the season (January-April) (with exceptions for extenuating circumstances).
11. Must attend online meetings in the off-season as scheduled.
12. Must have the ability to delegate or make decisions effectively and efficiently, and be an authority figure, and well-respected.

B. PRESIDENT

The president for each region oversees all regional operations. The president will supervise and control all the business and affairs of the region, will preside at all regional meetings and correspond directly with the judging coordinators as needed. Duties include but are not limited to:

1. Provide an accounting statement and proposed budget for its region at the annual meeting.
2. Responsible for providing all IRS and State Income tax statements and any other necessary filings such as salaries paid, etc. to the executive treasurer (ET) no later than two weeks before the annual meeting.
3. Ensure the webmaster has all information that needs to be posted, in a timely manner (ex: posting scores).
4. Should have access to the website to make postings in the event that the Webmaster is unavailable.
5. Ensure all units are informed, in a timely manner, about all logistical issues (ex: show cancellations due to weather).
6. Coordinate all regional EBOD meetings and attend and participate in all GB meetings.
7. Maintain full knowledge of AIA and WGI rules.
8. Serve as a member of the GB and oversee the regional EBOD.

9. Votes only in the case of a tie with the exception of EBOD elections. In EBOD elections, the president will cast a vote with the membership.

10. May appoint other non-voting positions to his or her region's EBOD as needed. The majority of that region's EBOD's voting members must approve the appointment (ex: championships coordinators).

C. 1st Vice President

The 1st Vice President for each region of the Atlantic Indoor Association assumes the duties of the President in their absence and is responsible for other regional functions assigned by the President. The duties of the 1st Vice President Include:

1. Oversight of AIA's annual championships planning process.
2. Actively participate in the work of standing colorguard and percussion committees. Such participation may include chairing committees.
3. Handle all matters related to staff (including sound and announcers) and judges' travel, such as hotel and flight reservations and information.
4. Ensure sound tech and announcer roles are staffed at each show.
5. Attend and participate in all EBOD and GB meetings.
6. Maintain full knowledge of AIA and WGI rules.
7. Assume additional related duties and responsibilities as necessary and assigned.
8. Serve as a member of the GB and report to the regional president.

D. 2nd Vice President

The 2nd Vice President for each region of the Atlantic Indoor Association assumes the duties of the 1st President in their absence and is responsible for other regional functions assigned by the President. The duties of the 2nd Vice President Include:

1. Oversee monthly and/or quarterly reporting to ASCAP, BMI, and SESAC for blanket licensing for colorguard and percussion events.
2. Coordinate trailers and equipment to assure proper storage in the off-season and ensure trailers, sound equipment and AIA laptops are at every show.
3. Actively participate in the work of standing colorguard and percussion committees. Such participation may include chairing committees.
4. Create Request for Proposals for photography and video for AIA Championships.
5. Manage and file colorguard and percussion contracts.
6. Attend and participate in all EBOD and GB meetings.

7. Maintain full knowledge of AIA and WGI rules.
8. Assume additional related duties and responsibilities as necessary and assigned.
9. Serve as a member of the GB and report to the regional president.

E. SECRETARY

The secretary for each region will be responsible for organization of all functions that relate to record keeping and correspondence for their region. The duties of the secretary include but are not limited to:

1. Take minutes at regional meetings and organize the minutes in a format to be posted on the AIA website.
2. Submit the minutes to the EBOD within two to three days for approval with ultimate submission to the webmaster for timely posting to the AIA web page. The minutes shall be posted within one week's time.
3. Perform all tasks related to updating all social media sites. Respond to questions on the AIA site and Facebook, checked daily and updated often.
4. Update documents to be posted on the Documents page (membership application, show application, show host application, scholarship application, etc.).
5. Create, edit, and post by the 1st of every month a monthly newsletter for the region from December to April.
6. Create and maintain a point of contact roster for all of the directors within their region. This roster must contain the director's name, email address, and cell phone number. The purpose of this roster is for ease of contact for any potential promotions, a mass information push via email as everyone does not access social media, or any other reason as the board sees fit. Any information on this roster will remain among the board and never disbursed without the email consent of the director.
7. Create Requests for Proposals for photography and video for AIA Championships.
8. Attend and participate in all EBOD meetings.
9. Maintain full knowledge of AIA and WGI rules
11. This position reports to the regional president.

F. COLORGUARD and PERCUSSION/WINDS COORDINATORS

The colorguard and percussion/winds coordinator will be the liaisons between the regional EBOD and their regional colorguard/percussion/winds units. For edification, the coordinator role is two separate entities and for the purpose of the duties it is to be understood that the colorguard and percussion/winds coordinators will answer to their area of responsibility

(colorguard to colorguard and percussion/winds to percussion). Other duties include but are not limited to:

1. Communication with member units via email or phone on any questions that arise relating to colorguard and percussion.
2. Maintain full knowledge of AIA and WGI rules related to colorguard and percussion including informing units of any rule changes or updates.
3. Assist the webmaster in keeping the webpage updated with colorguard and percussion information.
4. Communicate any classification changes to the Unit Director.
5. Attend and participate in all EBOD meetings.
6. Work with the respective judging coordinators and the respective vice presidents to establish educational seminars and clinics providing important information gained through the first line connection with the wants and needs of the Unit Directors.
7. This position reports to the colorguard or percussion vice president.

Article VIII – Other Staff Roles

A. EXECUTIVE DIRECTOR

The ED will have overall strategic and operational responsibility for AIA's staff, programs, expansion, and execution of its mission. The ED reports all business to the GB who in turn will report to the regional EBODs and PVB. The ED, through his/her vast knowledge of AIA will present, institute and monitor any and all operations, educational programs, and all business plans on behalf of AIA to the best of his/her ability and always with the participants', directors', business partners', and spectators' best interest in mind. Additional duties include but are not limited to:

1. Ensure ongoing program excellence and achievement of strategic goals through evaluation and monitoring of budgetary requirements, educational programs, vendor contract review, and consistent communication with GB and volunteers.
2. Actively and continually communicate with the GB to ensure all information is passed to both regional EBODs in a timely fashion.
3. Actively engage and energize the AIA GB, and partnering organizations to ensure all involved are on same page with regards to AIA's future endeavors.
4. Cultivate a strong GB by sharing institutional knowledge with the officers. Seek and build board involvement with strategic direction for ongoing local operations.
5. Attend all Governance Board meetings.

6. Pass all proposals on to the GB in a timely fashion to ensure everyone has the same information.
7. Expand local revenue generating and fundraising activities to support existing program operations and regional expansion
8. Explore cost effective avenues to generate additional funds for AIA
 - a. Partnering with local region vendors to reduce potential shipping costs for awards or t-shirts
 - b. Coordinate with the regions to determine the best design for championships attire to be sold
 - c. Coordinate design of additional AIA items for sale to all entities familiar with the organization
9. Refine all aspects of communications—from web presence; to include social media, to external relations with the goal of creating a stronger AIA awareness.
10. Use external presence and relationships to garner new opportunities
11. Continue to coordinate with the GB the regional expansion and strategic business planning process to complete the separation of duties between the two regions.
12. Review and evaluate other indoor organizations in order to build potential partnerships.
13. Act as liaison with the WGI and any other indoor organization.

B. TREASURY

To efficiently run the circuit financially, AIA will create a system to better manage funds and resources. Both region's EBODs will have equal access to financial resources while providing a system of checks and balances to expediently manage local and circuit wide expenses and incomes. This will allow the region's EBODs and GB to have all the necessary financial information required to efficiently run the circuit in a manner that is both beneficial and transparent to member units while maintaining compliance with all current 501c3 fiscal policies.

1. Executive Treasurer

The Executive Treasurer (ET) will be responsible for overseeing all financial transactions conducted by AIA and ensuring AIA's continued compliance with all 501c3 fiscal policy. The ET should be an experienced professional in a financial field, hired each year by the GB. The yearly contract should initiate at Fall Caucus and terminate at the following Fall Caucus. Responsibilities of the ET include but are not limited to:

- a. Assisting with the creation of the annual budget.
- b. Balancing all accounts receivable and payable.
- c. All payments made by ET must be approved by two members of the GB, one member from each region.

- d. Ensuring that both regions operate in accordance with the yearly budget.
- e. Should attend meetings at the request of the GB.
- f. Provide all relevant information and assist with filing all appropriate state and federal tax documents.

2. Regional Treasurer

Each regional EBOD shall appoint a Regional Treasurer (RT) to manage the daily fiscal responsibilities of the circuit. The RT should be appointed at the Fall Caucus for a one year term, terminating at the following Fall Caucus. Responsibilities of the RT include but are not limited to:

- a. Assisting with the creation of the annual budget.
- b. Executing and reporting all accounts receivable and payable.
- c. All payments made by a RT must be documented, receipted, and reported to the ET.

C. **JUDGING COORDINATOR**

1. Works with the regional EBOD to secure qualified judges for AIA contests.
2. Works with the coordinators and education coordinator/committee to hold training sessions for both instructors and judges.
3. Provides input on contest venues.
4. Works with the judges, travel agent, and treasurer to arrange judges' travel.
5. Attends and participates in all regional EBOD meetings.
6. Maintains full knowledge of AIA and WGI rules
7. The coordinators can receive compensation as approved at the September meeting of the EBOD in the annual budget.

D. **WEBMASTER**

1. Develops and maintains the AIA Web site.
2. Works with the GB in regard to content and functionality.
3. Provides website access to necessary EBOD members.
4. Inputs all required and updated information within two days of receipt of changes.
5. Keeps the webpage fresh and inviting; updating pictures and information regularly as required and in a timely fashion.

E. **CONTEST COORDINATORS**

1. There will be one contest coordinator for each region. In the event of an emergency where the contest coordinator cannot complete his or her duties, the region's President will arrange for a replacement.
2. Contest coordinators will be hired by the respective regional EBOD.
3. The contest coordinator will be responsible for the administration of AIA contests in that region.

F. SOUND TECH/ANNOUNCER

1. There will be a minimum of one sound tech/announcer per contest site. These individuals are coordinated by the Contest Coordinator or designee by the EBOD of each region.
2. It is prudent to establish a team of individuals to satisfy this function for each region in an effort to become budget conscious.
3. Each individual must maintain the IT knowledge to overcome site issues such as poor internet connection, transfer of digital recordings to Competition Suite, and loading of unit music into the AIA provided laptops.

G. PARLIAMENTARIAN

1. Will be appointed prior to or at the beginning of each caucus and general meeting by that region's President.
2. Will be responsible for maintaining order of the meetings, as well as knowing and maintaining the documents that govern AIA.
3. Will work with the of their respective region to track and update changes to documents that were made at the general meeting.
4. In the event it is deemed necessary to form a committee to revise the governing documents of AIA, the EBOD of each region may select a Parliamentarian to head that committee.

Article IX - Dues and fees

The GB will set annual dues, fees and all rules that govern them. Changes to annual dues and/or rules that affect the contest experience must be approved by the GB.

Article X – Amendments

A. These bylaws may be amended when necessary by two-thirds majority of the PVB. Proposed amendments must be submitted to the EBOD to be sent out with regular board announcements. A summer caucus meeting will be held to discuss submitted proposals.

Article XI - Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall be distributed to the a party determined by the Governance Board for the sole purpose of scholarship in the marching arts activity.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a simple majority vote on September 22, 2019.

North Secretary

Date

South Secretary

Date