

**AMENDED AND RESTATE BYLAWS  
OF  
MISSOURI DANCE TEAM ASSOCIATION**

**ARTICLE I. PURPOSES**

The organization is organized exclusively for charitable, educational, and cultural activities permitted under Chapter 355 of the Missouri Revised Statutes and Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as reflected in the Articles of Incorporation of the corporation as may be amended from time to time. The corporation shall be a public benefit non-profit corporation.

**ARTICLE II. OFFICES**

**SECTION 2.1. PRINCIPAL OFFICE.** The principal office of the corporation shall be at 3039 Wood Poppy Dr.; Florissant, MO 63031. The corporation may have such other offices within the State of Missouri as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**SECTION 2.2. REGISTERED OFFICE.** The name and address of the initial registered agent of the corporation shall be Danna McKittrick P.C., 7701 Forsyth Blvd. Suite 800, St. Louis, MO 63105. The corporation shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by the Missouri Nonprofit Corporation Act. The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III. MEMBERSHIP**

- a) Membership is open to any individual, who has served a school dance team as a coach or who is affiliated with the sale of dance products. and is interested in the promotion of Dance (dance, pom-pon, dance/drill) in the state of Missouri
- b) The membership year is from August 1 to July 31.
- c) The Missouri Dance Team Association (“MDTA”) Executive Board shall establish the annual dues for membership.
- d) The members, who have submitted completed membership applications by March 1, shall have the privilege of voting in the May election.
- e) The members may hold any elected or appointed position on the MDTA Executive Board.

- f) The members have the right to attend all open MDTA Executive Board meetings. These meeting dates shall be published on the MDTA website 30 days in advance.
- g) The members have the right to vote in all elections and on any issue presented to the membership for consideration.
- h) The members, who are head coaches/directors of a varsity team, may enter their teams in the annual MDTA State Championships, if their completed membership application is submitted by November 1. Special circumstances related to membership application submission after November 1 shall be considered by the MDTA Executive Board as related to the state contest.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **SECTION 4.1. POWERS**

The property and affairs of the corporation shall be managed by the Board of Directors of the corporation. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the corporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the corporation, to determine the policies of the corporation, to do or cause to be done any and all lawful things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

(a) The Board of Directors shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation of the corporation or by a corporation organized under the Missouri Nonprofit Corporation Act;

(b) None of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation; and

(c) All income and the property of the corporation shall be applied exclusively for its nonprofit purposes. No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, officer, contributor or any other private individual having, directly or indirectly, a personal or private interest in the activities of the corporation.

**SECTION 4.2. CONSTITUTION OF THE BOARD.** The Board of Directors shall consist of all elected positions, which include the President, Vice-President, Recording Secretary, State Secretary, Newsletter Secretary, Treasurer, and Regional Representatives from Western Missouri, Eastern Missouri, and Southwestern Missouri.

**SECTION 4.3 ELECTIONS.**

- (a) The Board of Directors shall be elected by the general membership.
- (b) Each member shall serve a two year term. The term begins with the publication of election results.
- (c) The positions elected in the odd years shall be: Vice-President, Recording Secretary, and Regional Representatives from Western Missouri, Eastern Missouri, and Southwestern Missouri
- (d) The positions elected in the even years shall be: President, State Secretary, Newsletter Secretary, and Treasurer

**SECTION 4.4 QUALIFICATIONS:** All members of the Board of Directors shall:

- (a) Shall be a current member of the association
- (b) Shall provide a resume which delineates qualifications for the office and goals for the association
- (c) Regional Representatives shall be actively coaching a high school team
- (d) An individual running for the position of president shall be a member of MDTA for two years prior to the election

**SECTION 4.5 VOTING / QUORUM** Voting/decisions shall only be made when a quorum (51% of the members of the Board of Directors) are present at the meeting. When a quorum is not present, all agenda items may be discussed but no final decisions shall be made.

- 1. Meetings shall be held using the following venues:
  - a. In person
  - b. Conference Call
  - c. Conference video

## **SECTION 4.6 DUTIES OF BOARD OF DIRECTOR POSITIONS**

### **(a) *General Duties and Responsibilities***

- i. Attend all meetings unless exempted by the President
- ii. Attend all MDTA events unless exempted by the President
- iii. Decide all appeals from coaches by majority vote; when appropriate solicit additional input from the Executive Board
- iv. Record all decisions

### **(b) *President:***

- i. Shall preside over all meetings and act as the chief executive officer for MDTA.
- ii. Shall set regularly scheduled meetings
- iii. In case of a vacancy, shall immediately appoint a person (s), with the approval of the Board of Directors, to fill the position until the next General Election. The newly elected person shall finish the term of the person who vacated the position.
- iv. Shall call special meetings when necessary
- v. Shall attend or appoint a representative from the general membership to attend the annual MSHSAA Pom-Pon Advisory Board Meeting
- vi. Shall prepare the agenda for all Board of Directors, Executive Board, and General Membership meetings
- vii. Shall approve all expenditures and reimbursements
- viii. Shall designate the specific responsibilities of the Board of Directors and Executive Board Members at the annual MDTA competition
- ix. Shall appoint at-large members and committee directors with the approval of the Board of Directors
- x. Shall publish the election results or designate a person from the Executive Board to publish the results via the association's official website, emails, or newsletter
- xi. Shall act upon any concerns related to the state contest not resolved by the State Secretary
- xii. Shall perform such other duties as designated by the Board of Directors, Executive Board, and the General Membership

### **(c) *Vice President***

- i. Shall assume the position of President if the office is vacated
- ii. Shall assume all duties of the President's in his/her absence
- iii. Shall assist in the running of the State Competition

- iv. Shall perform any such duties as may be designated by the Board of Directors, Executive Board, and the General Membership

(d) *Recording Secretary*

- i. Shall keep official records for the association, including but not limited to:
  - 1. attendance at all meetings
  - 2. minutes from all Board of Directors and Executive Board meetings
  - 3. official Board decisions related to requests and appeals made by individual coaches/school
  - 4. official announcements related to operations of the association.
- ii. Shall answer all correspondence as designated by the President
- iii. Shall publish all minutes of the meeting via the association's newsletter
- iv. Shall submit a copy of the minutes to the Executive Board and to any entity designated by incorporation including the association's lawyer, accountant, and financial institutions as required
- v. Shall keep current list of amendments to the Constitution and decisions made at the meetings which need to be acted upon
- vi. Shall assist in the running of the State Competition as designated by the President
- vii. Shall perform any other duties designated by the Board of Directors or the General Membership

(e) *Newsletter Secretary*

- i. Shall publish the official newsletter in January, May, September, and November
- ii. Shall assist the Membership Director by including a membership application in the statewide mailing of the September newsletter
- iii. Shall publish in the newsletter: summary of the minutes from all open meetings, an annual financial report from the treasurer, pertinent events, and other educational articles important to the development of the membership
- iv. Shall provide a copy of the newsletter to the webmaster
- v. Shall obtain an official list of the membership from the Membership Chairperson
- vi. Shall fulfill any additional responsibilities as designated by the Board of Directors and General Membership

vii. Shall assist in the running of the State Competition as designated by the President

(f) *State Secretary*

- i. Shall coordinate the annual state competition:
  1. Publishes the state rules and application
  2. Submit a copy of the state rules and application to the webmaster
  3. Shall receive all state applications and all-state registration materials
  4. Coordinate the schedule of performances
  5. Shall communicate with all coaches concerning matters related to registration and scheduling of the contest
- ii. Shall obtain an official list of the membership from the Membership Chairperson
- iii. Shall maintain a complete list of eligible routine and safety judges for the State contest
- iv. Shall perform any other duties designated by the Board of Directors or the General Membership

(g) *Treasurer*

- i. Shall receive all funds and keep accurate financial records of such funds
- ii. Shall deposit all monies into the official MDTA accounts
- iii. Shall provide an accurate financial record at all Board of Directors and Executive Board meetings
- iv. Shall provide an annual financial record to the General Membership
- v. Shall have two or more signatures on all bank accounts
- vi. Shall pay all bills of the association
- vii. Shall arrange for an annual audit as directed by incorporation guidelines
- viii. Shall obtain an official list of the membership from the Membership Chairperson
- ix. Shall fulfill any additional responsibilities as designated by the Board of Directors and General Membership
- x. Shall assist in the running of the State Competition as designated by the President

(h) *Regional Representatives*

- i. Shall act as liaisons between the General Membership and the Executive Board
- ii. Shall write and disseminate press releases for all MDTA events
- iii. Assist in the recruitment of new members
- iv. Contact members in their regions twice a year to solicit concerns and proposals for membership consideration
- v. Shall fulfill any additional responsibilities as designated by the Board of Directors and General Membership
- vi. Shall assist in the running of the State Competition as designated by the President

**SECTION 4.7 ASSOCIATION'S FINANCIAL ACCOUNTS**

- (a) The President, Vice-President and treasurer shall have access to all MDTA financial accounts.
- (b) The Vice-President will receive all financial statements associated with the checking account and other investment accounts
- (c) All financial documents shall be reviewed by either the president or vice president
- (d) Financial statements and related paperwork shall be maintained for a period designated by the Association's legal counsel and accountant, after which such statements and paperwork shall be destroyed to protect the integrity of the association.

**SECTION 4.8 REMOVAL FROM OFFICE**

- (a) A member of the Board of Directors may be removed from office for:
  - i. Failure to fulfill the duties of said office
  - ii. Conduct detrimental to the financial and professional reputation of the association
  - iii. Failure to attend Board meetings
  - iv. Lack of active participation in the association's programs and events.
- (b) Two-thirds of the Board of Directors at a meeting where a quorum is present must vote in favor of a Board of Director's member's removal.

**ARTICLE V. COMMITTEES**

**SECTION 5.1. EXECUTIVE BOARD**

- (a) The Executive Board shall consist of the Board of Directors and all appointed chairpersons.
- (b) Appointed positions and related duties are determined by the President

- (c) All members of the Executive Board shall have voting privileges
- (d) Voting/decisions shall only be made when a quorum (51% of the members of the Executive Board) are present at the meeting. When a quorum is not present, all agenda items may be discussed but no final decisions may be made.
- (e) Meetings shall be held:
  - a. In person
  - b. Conference Call
  - c. Conference video

### **SECTION 5.2. OTHER COMMITTEES**

Other committees may be created, and the members thereof may be approved, by a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present. Any member thereof may be removed by the Board of Directors of the corporation whenever in its judgment the best interests of the corporation shall be served by such removal.

### **SECTION 5.3. TERM OF OFFICE**

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

### **SECTION 5.4. CHAIRMAN**

One member of each committee shall be appointed chairman by the Board of Directors of the corporation.

### **SECTION 5.5. VACANCIES**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### **SECTION 5.6. QUORUM**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### **SECTION 5.7. RULES**



Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VI. FISCAL AUTHORITY**

### **SECTION 6.1. CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### **SECTION 6.2. CHECKS, DRAFTS, ETC.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the corporation.

### **SECTION 6.3. DEPOSITS**

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

### **SECTION 6.4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

### **SECTION 6.5. PROHIBITED LOANS**

The corporation shall not lend money to, or guarantee the obligations of, any officer or director of the corporation in excess of the amounts permitted by law.

### **SECTION 6.6. FISCAL YEAR**

The fiscal year of the corporation shall be determined by the Board of Directors. The Board of Directors shall have the power to change the fiscal year of the corporation, from time to time, which shall become the taxable year of the corporation upon the approval of the Internal Revenue Service.

## **ARTICLE VII. BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors.

## **ARTICLE VIII. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Missouri Nonprofit Corporation Act or under the provisions of the Bylaws of the corporation, a waiver thereof whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE IX. INDEMNIFICATION**

Every Director, Officer, or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may have become involved, by reason of his being or having been a Director, Officer, or employee of the Corporation, or any settlement thereof, whether or not he is a Director, Officer, or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, or employee may be entitled.

## **ARTICLE X. INSURANCE**

At the beginning of each fiscal year, the Board of Directors must consider, contemplate and evaluate the corporation's options with respect to the purchase of insurance covering the liabilities of the corporation and its directors, officers, employees or agents for actions taken in their capacities on behalf of the corporation.

## **ARTICLE XI. MERGER OF THE CORPORATION**

### **SECTION 11.1. AUTHORIZATION AND APPROVAL**

Conditioned upon compliance with the Missouri Nonprofit Corporation Act, the corporation may merge with another one or more nonprofit corporations upon the approval of a plan of merger of a majority of the directors in office at the time the transaction is approved. In addition, the corporation shall provide notice of any directors' meeting at which such approval is to be obtained in accordance with subsection 3 of Section 355.386 of the Missouri Nonprofit Corporation Act.

## **ARTICLE XII. DISSOLUTION OF THE CORPORATION**

### **SECTION 12.1. AUTHORIZATION AND APPROVAL**

Conditioned upon compliance with the Missouri Nonprofit Corporation Act, the corporation may be dissolved upon the approval of a majority of the directors in office at the time the transaction is approved. In addition, the corporation shall provide notice of any directors' meeting at which such approval is to be obtained in accordance with subsection 3 of Section 355.386 of the Missouri Nonprofit Corporation Act. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the corporation and contain or be accompanied by a copy or summary of the plan of dissolution. The plan of dissolution shall indicate to whom assets owned or held by the corporation will be distributed after all creditors have been paid. Upon dissolution of the corporation, 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation 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.

### **SECTION 12.2 NOTICE TO ATTORNEY GENERAL**

Pursuant to Section 355.676.1 of the Missouri Nonprofit Corporation Act, the corporation shall give the attorney general written notice that it intends to dissolve at or before the time it delivers articles of dissolution to the secretary of state. The notice shall include a copy or summary of the plan of dissolution. No assets shall be transferred or conveyed as part of the dissolution process until twenty days after the corporation has given the written notice required by the Act, or until the attorney general has consented in writing to, or indicated in writing that he will take no action in respect to, the transfer or conveyance, whichever is earlier.

## **ARTICLE XIII. AMENDMENTS**

- (a) Amending the Articles of Incorporation. The Articles of Incorporation shall be amended by a vote of 2/3 majority of the returned ballots from the membership voting on the amendment.
- (b) Members may propose amendment changes via the established proposal procedure set forth by Board of Directors and published in the association's newsletter and on its official website
- (c) Proposed amendments shall be published in the official newsletter or on the official website. The membership shall be afforded the opportunity to discuss the proposals via the official website

- (d) The Executive Board, upon considering the membership discussion, shall decide by a 2/3 majority which amendments will be voted on by the General Membership
- (e) Amending the Bylaws. The Bylaws may be amended by a simple majority vote of the Executive Board or the General Membership
- (f) Members shall propose amendment changes via the established proposal procedure set forth by Board of Directors and published in the association's newsletter and on its official website.
- (g) Proposed amendments shall be published in the official newsletter or on the official website. The membership shall be afforded the opportunity to discuss the proposals via the official website.
- (h) The Executive Board, upon considering the membership discussion, shall decide by a simple majority which amendments will be voted on by the General Membership and which will be voted on by the Executive Board.
- (i) Changing rules and regulations related to MDTA events. Changes in the rules regulating MDTA events may be made by a simple majority vote of the Executive Board or the General Membership.
- (j) The General Membership or the Executive Board may propose changes via the established proposal procedure set forth by Board of Directors and published in the association's newsletter and on its official website.
- (k) Proposed changes shall be published in the official newsletter or on the official website. The membership shall be afforded the opportunity to discuss the proposals via the official website.
- (l) The Executive Board, upon considering the membership discussion, shall decide by a simple majority which changes will be voted on by the General Membership and which will be voted on by the Executive Board.
- (m) During the Executive Board meeting prior to the May elections, the Executive Board shall determine which proposals shall be sent to the membership for a vote
- (n) The membership shall vote on proposals during the May election.
- (o) All proposals accepted by the Executive Board or the General Membership shall become amendments to the constitution and bylaws or official changes in MDTA procedures

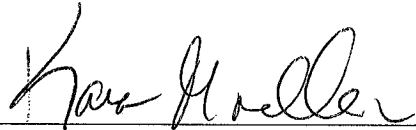
#### **ARTICLE XIV. POLICIES & PROCEDURES**

The Board of Directors shall adopt a Policies and Procedures Manual to establish policies and procedures for the operation of the Corporation in greater detail than is set forth herein. The

Board of Directors shall have the power to revise or amend the Policies and Procedures Manual in its sole and absolute discretion, from time to time, as it deems necessary. Said Policies and Procedures Manual is fully incorporated herein by reference. In the case of any conflict between the terms set forth herein or in the Corporation's Articles of Incorporation and the terms set forth in the Policies and Procedures Manual, the terms set forth herein or in the Articles of Incorporation, whichever is applicable, shall govern and the terms in the Policies and Procedures Manual shall be modified to the least extent necessary to correct such conflict.

**CERTIFICATE**

The foregoing Bylaws were duly adopted as and for the Bylaws of Missouri Dance Team Association by the Board of Directors of said corporation by Written Consent dated ~~May~~ 7 June, 2014.



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Kara Mueller, Secretary