

# Constitutional By-Laws



*Steel City Ambassadors, Inc*

**Adopted April 1, 2010**

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ARTICLE I

THE NAME OF THE ORGANIZATION SHALL BE  
**Steel City Ambassadors, Inc.**

## ARTICLE II

## PURPOSE OF THE ORGANIZATION

This corporation is established as a non-profit membership organization to promote and encourage the talent and ability of musical artists of all ages, to educate them in and to perfect their musical skills, to stimulate in and to foster the development in the community of an appreciation of the marching arts by sponsoring concerts and other similarly related events; provided however, that no part of the net earnings of this Corporation shall inure to the benefit of any private shareholder or individual, no substantial part of the purposes or activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and provided that this Corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, or any other activity not permitted to be engaged in by a corporation exempt from federal income tax under Section 501 (c) 3 of the Internal Revenue Code of 1954 as amended. All activities are to be in furtherance of an educational and charitable purpose within the intendment of said Section 501(c) 3.

## ARTICLE III MEMBERSHIP

### I. Members

### II. Qualifications for Membership:

Membership shall be open to all without regard to race, color, creed, gender, or sexual orientation, in accordance with the provisions set forth in these by-laws.

### III. Responsibilities:

- A. Each member will be responsible for generating a certain amount of income as determined necessary by the Board of Directors.
- B. The Board of Directors shall determine membership financial obligations annually.
- C. Each member will be responsible and financially liable for all equipment issued.

### IV. Fines

Any member of the corps willfully causing damage to corps property shall, at the discretion of the Board of Directors, be fined the cost of repair or replacement of said damage.

V. Probation, Suspension, and Expulsion

- A. Cases of probation, suspension, and/or expulsion of any member, for any reason, shall be initiated by the Board of Directors. Final disposition shall be decided by the Board of Directors.
- B. Causes for probation, suspension, and expulsion:
  - 1) Conduct unbecoming to this organization including but not limited to:
    - a. Use of alcoholic beverages or illegal drugs contrary to the rules set by the Board of Directors.
    - b. Causing dissension, either by disrupting the internal operations or the external image of his corps, as determined by the Board of Directors.
    - c. Any intentional disrespect shown toward Corps Officers, the Instructional Staff and other members of the corps.
  - 2) Failure or refusal to meet any financial obligations.
- C. Probation, suspension, and/or expulsion at any point in a service year will disallow that year of service as a service year in any consideration pertaining to future awards. Steel City continuous years of service, World Hall of Fame, Pennsylvania Drum Corps Hall of Fame, any related Hall of Fame or any service related awards etc.
- D. Members placed on probation, suspended or expelled shall be given the opportunity to have their case and status reviewed and reinstated at the start of a new year. The member must request review of status either in writing or through the Board of Directors.
- E. Offences that constitute permanent ban and/or permanent member not in good standing status:
  - 1) Misrepresenting the Steel City Ambassadors Inc. for one's own gain without Board of Director knowledge or approval.
  - 2) Theft of Steel City Ambassadors property or funds.
  - 3) Anyone convicted of a criminal offense inside or outside the organization.
  - 4) Anyone who engages in a physical confrontation with any member of the organization.
  - 5) At the Board of Directors discretion; anyone who the board feels would be a detriment to the peaceable operation and/or the purpose that this group is intended.

VI. Term

- A. A Corps year of service shall start every January 1 and conclude December 31 of that calendar year.
- B. Attendance at a minimum of one rehearsal every other month and make two performances to be considered a "member in good standing."
- C. Probation, suspension, and/or expulsion at any point in a service year will constitute a member "not in good standing" and disallow the year of service for PADCHOF service consideration.

## ARTICLE IV Board of Directors

- I. Board Members of the corps must have attained the age of 21 on or before the date of assuming office.
- II. The term for all Board Members shall be two (2) years.
- III. No one may hold more than one position at a time.
- IV. Board Members may be reappointed at the board's discretion.
- V. In the event of a resignation, remaining board members shall appoint a replacement at the next board meeting.

### Section A Appointed Board of Directors

- I. The officers of the corps shall be:
  - Corps Director
  - Assistant Corps Director/Secretary
  - Treasurer
  - Business Manager
  - Personnel Manager
  - (2) Two at Large Members
- II. These members shall have a vote on all Board of Director and corps business requiring said vote. The Corps Director shall have the deciding vote.
- III. Appointment of these officers shall be governed by ARTICLE VIII of this Constitution.
- IV. Duties of the Corps Director:
  - A. Responsible for all corps affairs and, through the election and appointment of adequate assistants, will see that all phases of the activity are carried out.
  - B. An ex-officio member of every standing or special committee with the exception of the Election Committee.
  - C. Will attend al Board of Directors meetings and corps rehearsals. If unable to do so, the Assistant Corps Director will act in his/her behalf.
  - D. Will ensure that each member of the Board of Directors is fully aware of his or her responsibilities and authority.
  - E. Will attend all conventions, seminars, and association meetings and will be familiar with the rules and by-laws of all organizations with which the corps is associated
  - F. Will arrange for an adequate Instructional Staff with agreed honorariums with Board of Directors Approval.

- V. Duties of the Assistant Corps Director/Secretary:
  - A. Will assume the duties and responsibilities of the Corps Director when assigned by same or when the Corps Director is unable to carry them out.
  - B. Is the liaison between the Instructional Staff and the Board of Directors.
  - C. Is responsible for negotiating appropriate honorariums paid to the Instructional Staff.
  - D. Shall assist other Board of Director members as necessary to conduct the business and the activities of the corps.
  - E. Responsible for conducting the day to day business affairs of the corps.
  - F. Records, prepares and maintains minutes of all Board of Directors meetings.
  - G. Assists Board of Directors members with business communications whenever necessary.
  - H. Keeps Constitution and by-laws up to date.
  - I. Prepares and maintains Instructional Staff contracts.
  - J. Handles all correspondence other than that relating to corps engagements.
  - K. Maintains an inventory of all corps equipment.
  - L. Turns over all chronological records to newly elected Secretary.
  
- VI. Duties of Treasurer:
  - A. Deposits and accounts for all income.
  - B. Pays all accounts and maintains books to record income and payout.
  - C. Records all assets acquired.
  - D. Prepares all financial reports based on the fiscal year.
  - E. Prepares year end statements.
  - F. Prepares any necessary government reports.
  - G. Assists the Business Manager and Director of Development in preparation of the annual budget.
  - H. Turns over all chronological financial records to newly elected Treasurer.

Section B Authority

- I. The Board has the sole authority to make all decisions on direction, personnel, finances, operations, and to all matters concerning the Steel City Ambassadors, Inc.

- VII. Business Manager:
- A. Responsible for all parade, exhibition, and competition bookings and maintenance of a filing system for same containing all pertinent information for future use.
  - B. Negotiates appearance fees with the event sponsors to maximize financial return.
  - C. Provides a schedule of corps commitments as they are finalized to the Board of Directors, Instructional Staff, and members to avoid conflicts with the schedules of others.
  - D. Arranges transportation and, when required, suitable housing when necessary.
  - E. Will attend all association meetings and seminars as well as any other meetings that can further the objectives of the corps in order to keep the corps informed and to develop valuable contacts.
  - F. Attends all manager meetings at performance.
  - G. Through attendance at association meetings, learns of and advises the Board of Directors and Instructional Staff of any and all competition rules changes.
  - H. With the cooperation of the Board of Directors, is responsible for all trip scheduling and itinerary preparation and seeing that everything runs smoothly and on schedule.
  - I. Assists the Treasurer and Director of Development with preparation of annual budget.
  - J. Handles all correspondence related to corps engagements.
  - K. Turns over all chronological business records to newly elected Business Manager.
- VIII. Personnel Manager:
- A. Responsible for all activities related to obtaining and retaining corps members.
  - B. Responsible for maintaining membership agreements and medical release forms.
  - C. Maintains a roster of current and past membership.
  - D. Maintains an accurate attendance record of every corps function.
  - E. Develops member recognition programs.
  - F. Works with the Director of Development on development of new member recruiting programs.
  - G. Maintains a mailing list of corps sponsors and supporters.
  - H. Functions as chairman of the Membership Committee.
  - I. Assists the Secretary in Maintaining a record of equipment assigned to the membership
  - J. Turns over all rosters to newly appointed Membership Manager.
- IX. At Large Positions:
- A. Responsible to assist the Board of Directors in keeping the best interest of the organization in mind.
  - B. Assist Board of Directors with operation of the corps as duties are assigned.
- X. If, for any reason, a Board Member vacates their position prior to the end of their term, the Board of Directors can either appoint a new member by majority vote or choose to leave the position vacant until the next scheduled Board Meeting for that position.
- XI. Appointed members of the Board of Directors shall have a vote on corps affairs when said vote is required.

Section B Appointed Executive Officers

- I. The appointed officers of the corps shall be:
  - Director of Development
  - Equipment Manager
  - Board Advisors
- II. These members shall be appointed by a simple majority vote by the elected Board of Directors on a year to year basis.
- III. These members shall have input on, but not vote on Board of Directors affairs.
- IV. Members may hold more than one appointed position simultaneously.
- V. Duties of the Director of Development:
  - A. Develops public awareness programs to increase recognition and visibility of the corps.
  - B. Develops programs to inform the public of the corps' purpose and objectives as well as to explain and define the drum corps activity.
  - C. Creates press releases, advertising materials, banners, signs, and other print media designed to promote the corps.
  - D. Works with the Membership Manager to develop and coordinate materials needed for recruiting new members.
  - E. Develops sources of funding for the corps beyond the event bookings obtained by the Business Manager.
  - F. Assists the Treasurer and Business Manager in preparation of the annual budget.
  - G. Assists corps membership in obtaining sponsorships, fund raising activities and other financial matters pertaining to the corps.
- VI. Equipment Manager:
  - A. Assist the Secretary and Personnel Manager in maintaining an accurate record of all outstanding uniforms and equipment.
  - B. To assist the Secretary and Membership Manager in ensuring that statements of responsibility have been signed by all corps members for their issued equipment.
  - C. To maintain all non-outstanding equipment in good condition.
  - D. To appoint any number of assistants with Board of Directors approval.

Section C      Duties of All Board of Director Members

- A. To hold organized meetings in order to conduct corps business.
- B. To accept or reject all invitations with discretion.
- C. To decide upon all business matters affecting the welfare of the corps.
- D. To inform all sponsors at least quarterly of the status of the corps, if said sponsors are supporting the corps financially.
- E. To act as the ways and means committee to provide a constant and necessary means of income.
- F. To appoint an Equipment manager, historian, Drum Major(s), Section Leader(s) and Souvenir Manager.
- G. To appoint a disinterested third party to audit the Treasurer's books at any time deemed necessary by the Board of Directors but at least annually as addressed in IRC Section 501 (c)(3).
- H. To assist the Membership Committee on all cases of probation, suspension, and expulsion.
- I. Any business or policy-making that is not provided for in these By-Laws shall come under the jurisdiction of the Board of Directors.

## ARTICLE V APPOINTED POSITIONS

The following positions will be appointed and approved by a majority vote of the Board of Directors. These positions may be filled by members or non-members.

- I. Historian
  - A. Duties:
    1. To keep an up-to-date record of all corps functions for posterity's sake.
    2. To maintain a roster of past and current members of the Steel City Ambassadors.
  
- II. Drum Major(s) and Section Leaders
  - A. Duties:
    1. To have complete authority at all rehearsals and engagements as permitted by the Instructional Staff and in accordance with guidelines set by the Board of Directors.
    2. To be appointed by the Board of Directors and the Instructional Staff.
    3. All Drum Major and Section Leader positions will be filled on a year to year basis.
  
- III. Representative(s) to the PADCHOF (Pennsylvania Drum Corps Hall of Fame) Board.
  - A. Duties:
    1. Represent Steel City Ambassadors in matters related to maintaining the integrity of the PADCHOF.
    2. Collect and deliver all Steel City Ambassador members applications for the consideration in PADCHOF membership.
    3. Appointments to PADCHOF will follow PADCHOF By-Laws. SCA will appoint one Organizational Member as long as SCA maintains ten (10) twenty-five-year service members in PADCHOF. SCA may be granted one additional appointment, as long as SCA maintains twenty (20) or more twenty-five-year service members in PADCHOF.

## ARTICLE VI INSTRUCTIONAL STAFF

- I. The Corps Director, with the approval of the Board of Directors, shall be responsible for the hiring of a qualified Instructional Staff.
- II. The Instructional Staff shall include, but is not limited too:
  - A. Program Coordinator
  - B. Brass, Percussion, Visual and Color Guard Caption Heads
  - C. Technicians to assist in the various captions
  - D. Consultants to assist in the various captions
  - E. Musical Arrangers
- III. The Instructional Staff shall report directly to the Board of Directors with the Assistant Corps Director acting as liaison.
- IV. The Assistant Corps Director shall be responsible for negotiating appropriate honorariums paid to the Instructional Staff.
- V. The Instructional Staff shall be hired and contracted on a year to year basis.
- VI. The Instructional Staff will assist the Membership Committee in the recruiting of new membership and the retention of current members.
- VII. To know the whereabouts or status of each corps prior to each corps engagement and to provide assistance as needed when conflicts arise.

## ARTICLE VII      STANDING COMMITTEES

### I.      Membership Committees

A. To consist of the membership Manager as chairman and at least on person from each section of the corps (horn line, drum line, color guard) and a member at large.

B. Duties:

1. To assist the Membership Manager in maintaining a complete and up-to-date roster of the corps.
2. To assist the Membership Manager in maintaining an accurate attendance record of every corps function.
3. To devise a policy for the indoctrination of new members.
4. To investigate members who become chronic absentees and members who appear to lose interest.
5. To procure new members and to induce former members to return.
6. To be constantly on the alert as to the corps' need for new members.
7. To receive all complaints from individuals or groups within the corps, to thoroughly investigate each complaint and initiate the appropriate action.
8. To know the whereabouts or status of each corps member prior to each corps engagement, and to provide assistance as needed when conflicts arise.
9. To assist the Board of Directors in all cases of probation, suspension, and expulsion.
10. To annually review the roster and all membership records, to aid in PADCHOF verifications.

C. Powers:

1. The committee shall have the power to advise the Board of Directors that a member be placed on probation or be denied membership showing just cause.
2. Complaints:
  - A. All complaints lodged with the Membership Committee must be in written form and signed.
  - B. Any member may lodge a complaint with the committee.
  - C. If a complaint is lodged against another member, and deemed valid, the member against whom the complaint is lodged will be given an opportunity to address the issue in front of the combined Board of Directors and Membership Committee.

## ARTICLE VIII SPECIAL COMMITTEES

The Board of Directors shall have the power to appoint special committees as needed.

- I. Election Committee
  - A. To be appointed by the Board of Directors at least four weeks prior to the election. To consist of four (4) members who shall be chosen for their non-partisanship.
  - B. Duties:
    1. To preside over the nomination and election of the Board of Directors.
    2. To follow the procedures set forth in ARTICLE VIII of this Constitution.
- II. Auditing Committee
  - A. To consist of three (3) members, including the chairman, as appointed by the Board of Directors.
  - B. Duties: To accurately audit the Treasurer's books and make a formal report to the corps at the next business meeting.

## ARTICLE IX MEETINGS

- I. Appointment as outlined in Article IV, V, VI, VII, & VIII of this Constitution.
- II. Special meetings shall be called at the discretion of the Corps Director or a quorum of the eligible membership. A Quorum is defined as over 50% of the eligible voting membership.
- III. Any meeting resulting in a vote casting for any reason must have quorum of the eligible membership.
- IV. An eligible voting member is one that is up to date with their current financial responsibilities and is free of disciplinary sanctions.
- V. Rehearsals shall be conducted as deemed necessary by the Board of Directors and coordinated with the Instructional Staff.

ARTICLE X PARLIAMENTARY AUTHORITY

- I. Robert's Rules of Order shall govern corps business in all cases to which they are applicable and in which they are consistent with the by-laws of the organization.

## ARTICLE XI      METHODS OF AMENDING THE BY-LAWS

- I.      Proposed amendments to these by-laws may be presented to any member of the Board of Directors by any member in good standing, at any rehearsal or meeting. Proposals must be submitted in written form.
- II.     Proposed amendments must be approved prior to December 31<sup>st</sup> in order to be effective during the current calendar year. Amendments proposed and approved after December 31<sup>st</sup> will not become effective until the following calendar year.
- III.    To be adopted, amendments must be carried by a two-thirds majority of the eligible voting Board of Director. Voting on proposed amendments will take place four (4) weeks following submission in order to allow for adequate discussion.
- IV.    Changes to a proposed amendment require a simple majority vote.

## ARTICLE XI CONFLICT OF INTEREST

### I. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### II. Definitions

#### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section III, Number 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### III. Procedures

#### 1. Duty to Disclose

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

#### 2. Determining Whether a Conflict of Interest Exists

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

#### 3. Procedures for Addressing the Conflict of Interest

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

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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

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

#### 4. Violations of the Conflicts of Interest Policy

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

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

#### IV. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### V. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### VI. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## VII. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## Article VIII

### Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII      Dissolution Clause

- I.      In the event Steel City Ambassadors, Inc. should cease operations and dissolve, all SCA owned equipment will be sold.
- II.     All revenue generated by sales shall be used to satisfy existing debt, if any.
- III.    All remaining funds shall be donated to another non-profit with a 501 (c) (3) status, which the Board of Directors deems deserving.

ARTICLE XII METHOD OF RATIFICATION

- I. These by-laws shall be ratified article by article by majority vote of at least a quorum of the eligible membership.

Current Board of Directors

Corps Director: Randall S. Kratofil  
Assistant Director: Gary Patterson  
Treasurer: Frank J. Rossi, Jr.  
Business Manager: Mike McGlinn  
Personnel Manager: Mike Blostein  
At Large Member: Terry Prosba  
At Large Member: Ron Rometo

