

**ARTICLES OF INCORPORATION
OF
*Iowa State Dance/Drill Team Association***

The undersigned, acting as incorporator for the purpose of forming a nonprofit corporation under the provisions of chapter 504A of the Code of Iowa, assuming and claiming all powers, rights, privileges and immunities granted or permitted bodies corporate under said laws, does hereby adopt the following articles of incorporation:

**Article I
NAME**

The name of this corporation shall be:
Iowa State Dance/Drill Team Association.

**Article II
REGISTERED OFFICE AND AGENT**

This address of the initial registered office of the association is:

10831 West 78th Street South
Monroe (Jasper County), Iowa 50170

The initial registered agent of the association at such address is:

Kathy Enyart

**Article III
PURPOSES, POWERS AND LIMITATIONS**

1. The association is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the United States internal revenue code. Subject to the foregoing limitation on authorized purposes, the association shall have full and unlimited authority to conduct any and all activities allowed under the Iowa nonprofit corporation act, Iowa code chapter 504A, as presently existing and as may, from time to time, be amended. The primary purpose of the association shall be the promotion of student dance/drill participation and competition. Membership requirements and qualifications shall be as provided in the bylaws.

2. This association shall have no capital stock and is not organized for profit. There shall be no dividends to members.

3. No part of the net earnings of this association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the

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association shall be authorized and empowered to pay reasonable compensation for services rendered.

4. No substantial part of the activities of the association shall involve the carrying on of propaganda or otherwise attempting to influence legislation; and, in the association shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

5. Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the United States internal revenue code of 1954 (or the corresponding provision of any future United States internal revenue law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the internal revenue code of 1954 (or the corresponding provision of any future United States internal revenue law).

6. Upon the dissolution of the association, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the association, dispose of all the assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the internal revenue code of 1954 (or the corresponding provision of any future United States internal revenue law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Iowa district court (with venue in Jasper County, Iowa), exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

Article IV

DURATION

The associations existence shall commence on April 1, 1997; and, the association shall have perpetual duration.

Article V

BOARD OF DIRECTORS

1. The affairs of this association shall be managed by a board of not less than five nor more than fifteen directors to be elected by and from the members thereof according to districts and procedures therefor established under the bylaws of the Association and shall serve as hereinafter specified until their successors are elected as assume the position. Except as hereinafter indicated, directors shall be elected for terms of three years. Any vacancy on the board of directors shall be filled for the remainder of the term by appointment of the chairperson. The at-large director shall be elected at each annual meeting by the membership. Representative directors are to be selected by the respective districts from the members whose situs is within such district.

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2. A majority of the directors must be present in person at a meeting to conduct the business of the association.

3. Until the annual meeting of the Association to be held in April or May of 1998 (with a date certain to be set by the board of directors or chairperson), the following persons shall be and remain directors until expiration of their respective terms shown below and the election and qualification of their respective successor (each such fixed term then commencing at the commencement of the next annual meeting of the Association). The election of directors shall be made by the members of each respective district, with initiation of such director to occur at the next annual meeting of the members/directors held on a date certain during April or May to be fixed each year by the board of directors or chairperson, at which time the positions of the four directors whose one-year terms have then expired will be filled by election of the members of four directors, each to serve a three-year term. Thereafter, the positions of four directors shall be filled for three-year terms by vote of the members present in person or by valid proxy, except that in all events the at-large director shall serve only a one-year term. The county location of the member's high school shall be used as the situs for determination of the district within which such member is deemed to be located. Alternate directors shall serve with full powers of a director in the absence of the district's director. Districts may be modified from time-to-time by the board of directors without need for amendment of these articles of incorporation, except that there may never be fewer than four nor more than fourteen such districts. The initial directors and alternate directors of the Association and their representative districts and their respective initial terms (each commencing April 1, 1997) are as follows:

NAME	REPRESENTATIVE DISTRICT	INITIAL TERM
Julie DeGroot, Director Penny Rosfjord, Alternate	District 1 Cherokee, Ida, Lyon, O'Brien, Osceola, Plymouth, Sioux, and Woodbury Counties, Iowa	1 year
Linda Thiges, Director Colleen Wabeke, Alternate	District 2 Buena Vista, Clay, Dickinson, Emmet, Humboldt, Kossuth, Palo Alto, Pocahontas, and Webster Counties, Iowa	1 year
Marla Acklin, Director Joan Schuller, Alternate	District 3 Butler, Cerro Gordo, Floyd, Franklin, Grundy, Hamilton, Hancock, Hardin, Mitchell, Winnebago, Worth, and Wright Counties, Iowa	1 year
Julie Rastetter, Director Robin Bostrum, Alternate	District 4 Allamakee, Bremer, Chickasaw, Clayton, Fayette, Howard, and Winneshiek Counties, Iowa	1 year

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Article VI
BYLAWS

The association may make and amend bylaws not inconsistent with these articles at its pleasure through its board of directors.

Article VIII
PERSONAL LIABILITY

Except as otherwise provided by Iowa law, a director, officer, employee, member or volunteer of the association is not liable on the debts or obligations of the association; and, a director, officer, employee, member or volunteer of the association is not personally liable in any such capacity for a claim based upon any act or omission of the person performed in the discharge of the person's duties except for a breach of the duty of loyalty to the association for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law or for a transaction from which the person derives an improper personal benefit. The association may indemnify any present or former director, officer, employee, member or volunteer in the manner and in the instances authorized under the provisions of Iowa law, as may be from time to time amended.

INCORPORATOR

The name and address of the incorporator is:

Kathy Enyart
10831 West 78th Street South
Monroe, Iowa 50170.

IN WITNESS WHEREOF, the undersigned incorporator executes this instrument this
31 day of January, 1997.

Kathy Enyart
Kathy Enyart

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STATE OF IOWA>> JASPER COUNTY>> ss:

On this 31st day of January, 1997, before me, the undersigned, a Notary Public in and for said County, personally appeared Kathy Enyart, to me known to be the person named in and who executed the foregoing instrument, and acknowledged the execution thereof as a voluntary act and deed.

Jean A Kennedy

Iowa Notary Public



Bylaws
of
Iowa State Dance/Drill Team Association

Article I
Membership

Section I-1

Membership in the Iowa State Dance/Drill Team Association is open to each public and private secondary high school in Iowa which sponsors or otherwise supports a dance/drill team/color guard comprised of students attending such school and which pays annual membership dues in a sum fixed at least every other year by the board of directors of the association.

Section I-2

Members of the association are those high schools which subscribe to the objectives of the organization, attend meetings of the members of the association, and meet the requirements as further set forth by these bylaws.

Section I-3

Association members shall have voting privileges through their respective chosen representative directors at all board and special meetings of the association. Association school representative members shall have voting privileges at the annual meeting with one vote per school.

Article II
Board of Directors

Section II-1

The board of directors shall consist of not less than nine nor more than fifteen persons selected by the members on a district basis as set forth in the articles of incorporation of the association, except that one director may be deemed "at large." Each director must have completed three years experience as an active dance/drill/color guard director or co-director and be recognized by his/her school district, except that persons designated by the board of directors as "lifetime members" may also serve as district representatives and as directors if so elected by the association membership.

Each district shall be represented by one member on the board of directors. District representatives to the board of directors of the association shall be elected on a rotating basis every three years beginning with districts 1, 2, 3, and 4 in 1998, followed by districts 5, 6, 7, and 8 in 1999, and districts 9, 10, 11, and 12 in 2000; and, the terms of each such director shall be three years in order that each year one-third of the association director positions shall be deemed open and eligible for election. In addition, there shall be one "at large" representative of the board of directors of the association whose term of office shall be one year and who shall be elected annually upon nominations from the floor at the annual meeting of the members of the association.

The district representatives to the board of directors of the association shall be elected in the following manner. At the first meeting of the board of directors during the calendar year, the treasurer of the association shall present respective listings of current members of each district for which a seat on the board of directors will expire during such calendar year.

Members in good standing as shown on each such district listing shall be deemed entitled to vote on the issue of filling such upcoming district representative seat on the board of directors of the association. Prior to such meeting, the treasurer will both solicit and receive nominations from such eligible lists. Such nominations, whether solicited or otherwise received in any reasonable manner from any source, shall not require a "second." Not less than two weeks prior to such first meeting in such calendar year, the treasurer shall prepare from such nominations an election ballot and shall submit one such ballot to each eligible voting member of such district calling for a vote for two of the nominees shown thereon and detailing the timing and means of return for such ballot. Immediately following passage of the deadline for receipt of such election ballots, such shall be forwarded by the treasurer to the secretary of the association, who shall promptly tabulate the results thereof. The person receiving the highest number of valid votes shall be deemed elected to serve as such district's representative to the board of directors of the association for a three-year term, and the person receiving the next highest number of votes shall be deemed the alternate and shall serve with full powers of a director in the absence of the primary director for such district. The secretary shall first notify the president of the results and then shall without delay notify the members of such district of such results. Such process shall be completed by no later than March 15th of such year. Should the current secretary's term on the board of directors be up for election and if the secretary seeks or is nominated for re-election, then and in such event the duties of the secretary relative to such election shall be completed by a vice president.

Section II-2

The board of directors shall have general supervision of the affairs of the organization. The board shall determine all policies and procedures consistent with the provisions of the articles of incorporation and all applicable laws, rules and regulations. The board may establish committees and may act upon reports from its committees, shall authorize and approve expenditures by the treasurer, and shall act as trustee for all funds. Each committee shall be chaired by a director.

Section II-3

Terms of the directors shall be for as set forth in the articles of incorporation.

Section II-4

Vacancies shall be filled by appointment by the chairperson for the remainder of the term.

**Article III
 Officers/Employees**

Section III-1

Officers of the association shall be elected from and by the association board of directors and shall include: the chairperson, vice-chairperson, secretary, and treasurer. These officers shall perform the duties prescribed by these bylaws and by applicable state and federal rules and regulations and laws.

Section III-2

The board may hire, for compensation, an executive director or chief executive officer of the association and delegate to such person such authority, duties and responsibilities as the board deems appropriate. The board may hire such other employees and agents as it deems appropriate and delegate to such person(s) such authority and duties and responsibilities as the board deems appropriate, provided that such not be in conflict in any manner with the authority delegated to the executive director or chief executive officer of the association.

Section III-3

The officers shall be elected by a majority of the membership in attendance at the annual or special meeting of such directors called for such purpose and shall serve for one year or until their respective successors shall have been elected and qualified.

Section III-4

No director shall hold more than one office at a time, except that, the offices of secretary and treasurer may be combined into one office from time to time at the pleasure of the board of directors. A director may serve an unlimited number of terms on the board of directors of the association; however, no director may hold the same office for more than five consecutive years. The board of directors may employ a chief financial officer and/or other persons to assist with the financial operations of the association upon such terms and conditions as the directors may deem fit.

**Article IV
Duties of Officers**

Section IV-1

The chairperson shall preside at all board of directors meetings; shall have general supervision over all activities of the organization; shall appoint committees and designate a chairperson of each such committee. The chairperson of each such committee must be a director of the association, and the board chairperson and the executive director or chief executive officer of the association shall each be an ex officer (non-voting) member of each such committee and entitled to notice thereof and to attend each such committee meeting or event. The board chairperson shall have the right to vote at all times and upon all issues.

Section IV-2

The vice-chairperson shall assume duties of the chairperson in the event of his/her absence; shall assume the duties of the secretary in the absence of that officer; and shall assume other responsibilities as deemed necessary by the board of directors and/or the chairperson.

Section IV-3

The secretary shall keep minutes of all board meetings and shall perform such other duties as usually pertain to such an office.

proposed draft of any such amendment had been submitted in writing at the previous regular meeting of the directors or had been mailed or otherwise delivered to each director not less than ten days prior to the first meeting at which such proposed amendment would be considered.

These bylaws have been duly adopted by resolution of the board of directors of the association this 30 day of April, 1998.

IOWA STATE DANCE/DRILL TEAM ASSOCIATION:

By: Trance E. Lubhauer
Its chairperson

Attest: Maule K. Aklin
Its secretary