

NORTH STAR CIRCUIT, INCORPORATED

ARTICLES OF INCORPORATION AND BYLAWS

REVISION V – SUBMITTED MAY 2019

Andy Combites

NORTH STAR CIRCUIT, INCORPORATED

Mission Statement

To provide opportunity for expression of the visual performing arts through competition, encouragement of leadership skills, and educational advancement.

NORTH STAR CIRCUIT, INCORPORATED

ARTICLES OF INCORPORATION

Article I: The name of this organization shall be the North Star Circuit, Incorporated.

Article II: The place in this state where the principal office of the organization is to be located is in the City of St. Paul, Ramsey County. The address of the registered office is:

619 Galtier St.

St. Paul, MN 55103

Article III: The names and addresses of the persons who are the initial trustees of the organization are as follows: See Addendum I: ORGANIZATIONAL CHART AND LINE OF SUCCESSION

Article IV: No part of the net earnings of the corporations shall insure to the benefit of, make payments and distributions in furtherance of the purposes set forth in this Constitution. This organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

Article V: Upon the dissolution of the 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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.

NORTH STAR CIRCUIT, INCORPORATED

BYLAWS

ARTICLE I: ORGANIZATIONAL STRUCTURE:

- Article I, section 1: This organization shall be governed by one Board of Directors in accordance with these bylaws.
- Article I, section 2: Members of the Board of Directors shall be elected at the second-half general membership meeting, by the general membership. The general membership shall be empowered to impeach any member of the Board of Directors.
- Article I, section 3: There shall be at least five and no more than eleven members of the Board of Directors, excluding the President.
- Article I, section 4: Each member of the Board shall hold their position for the indicated term and should submit a letter of resignation to the Board if unable to uphold their time commitment.
- Article I, section 5: Members of the North Star Circuit will be comprised of Competitive Units and Individual Members. Competitive Unit membership is comprised of the dues paying units that compete in the North Star Circuit. Individual Members are comprised of individuals not associated with a competitive unit who pay dues and wish to contribute to the advancement of the organization. All membership types have the ability to vote on all business matters and in elections.

NORTH STAR CIRCUIT, INCORPORATED
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ARTICLE II: BOARD OF DIRECTORS AND CONTEST STAFF:

Article II, section 1: The Board of Directors shall consist of four officers, and between two and seven non-officers. The officers shall be:

President
Vice-President
Treasurer
Secretary

The non-officers shall be, but are not limited to:

Member at Large (4)
Contest Director
Chief Judge

Article II, section 2: The actual assignments of the above officers, and Members at Large shall be elected at one of the general membership meetings. The Contest Director and Chief Judge will be nominated by the board and elected by the general membership.

Article II, section 3: The Board of Directors shall be empowered to impeach the President or any other position on the board with documented grounds based on the individual's inability to complete the responsibilities of the position due to ethical issues, incomplete work, or repeated absences from meetings

Article II, section 4: In the event two or more members of the Board of Directors are dismissed, or resign at the same time, a general membership meeting will be called to elect new persons to head the vacated positions.

Article II, section 5: **IMPEACHMENT OF BOARD OF DIRECTORS:**

The general membership shall be empowered to impeach a member of the Board of Directors who shall fail to properly perform the assigned and accepted duties of their position.

To initiate impeachment proceedings, a member must submit in writing to the President a reason or evidence of violation. The Board of Directors will then review and investigate the allegations and report all findings to the general membership. A member of the

Board may only be removed from office by a two-thirds vote of the general membership.

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Article II, section 6: APPOINTMENT OF STAFF MEMBERS:

The President of this circuit, with the approval of the Board of Directors, may appoint and hire individuals to fill various staff positions.

Article II, section 7: DISMISSAL OF STAFF MEMBERS:

If it is deemed necessary to dismiss a staff member for cause before the contract has expired, the President shall submit documented proof of inadequate performance of duties-through with responsibility to the Board of Directors. The Board shall review the reasons for and conditions of dismissal and either authorize the President to proceed with the dismissal or reject the request.

Article II, section 8: PERIODIC REVIEW OF STAFF MEMBERS:

The President will be responsible for conducting annual reviews with appropriate staff. The Board of Directors will support the judgment of the President in making reasonable, rational feedback to the staff members.

Article II, section 9: APPOINTMENT OF COMMITTEES:

The President of the Board of Directors shall have the authority to appoint committees as needed. The committees, as they are appointed, shall have one member report to the President at the monthly Board meetings. Detailed reports of committee achievements, recommendations for future similar activities and projected and actual budgets of activities shall be submitted to the Board of directors at the end of the appointed activity.

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ARTICLE III: VOTING

- Article III, section 1: Voting in this organization shall be by voice vote on all matters except elections of the Board of Directors, which shall be by paper or electronic ballot.
- Article III, section 2: Proxy votes and mailed ballots shall be allowed. Members are to inform the Secretary via mail/email if another member will be voting their proxy or who they wish to vote for when elections or important matters are being voted upon. Written Proxy votes and Mailed Ballots shall be allowed for matters of General Membership, not Board of Directors elections or business.
- Article III, section 3: Each member of the Board of Directors, other than the President, shall be entitled to one vote. The President shall be entitled to cast a vote only in the event of a tie.
- Article III, section 4: Each competitive ensemble and each individual circuit member shall have one vote.
- Article III, section 5: General Membership Meetings require that each competitive ensemble appoints one voting representative at the first meeting of the fiscal year. A board member who is also a competitive ensemble representative shall only be allowed one vote, and it will be on behalf of his/her competitive ensemble, not as a board member. In the absence of the unit representative, board members will not be allowed to proxy vote for a competitive ensemble.

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ARTICLE IV: MEETINGS OF BUSINESS

- Article IV, section 1: The general membership meetings of the North Star Circuit, Incorporated shall be held during the first half of the fiscal year and second half of the fiscal year.
- Article IV, section 2: The general membership meetings shall be called by the Board of Directors. The secretary shall send written notification of the meeting to all members and interested parties. As the last order of business at the final half of the fiscal year meeting, elections for the Board of Directors shall be held.
- Article IV, section 3: The Board of Directors shall meet at least ten times per year. These meetings shall be open to all members. Members of the Board of Directors who miss one meeting without notification to the President or Vice-President, and notified of same in writing, shall be on probation, with a second violation resulting in removal from the Board.
- Article IV, section 4: All members of the organization shall accept and abide by the decisions of the majority.
- Article IV, section 5: Submission of an item to the agenda may be presented at any time between meetings to the President and can be initiated by any concerned party within the organization
- Article IV, section 6: The Board of Directors expects of itself and its members ethical and business-like conduct consistent with involvement in a youth-based, educational non-profit organization. This commitment includes use of appropriate decorum in group and individual behavior when acting as Board members or when perceived to be representing the Corporation and participating in its activities. Directors must represent, with loyalty, the interests of North Star Circuit while participating in meetings and in their decision-making within the organization. This accountability supersedes any conflicting loyalty such as that to individual units. Members of the Board of Directors must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no conduct of private business or personal services between any Director and North Star Circuit except as procedurally controlled to assure openness, competitive opportunity and equal access to information.

NORTH STAR CIRCUIT, INCORPORATED
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ARTICLE V: FISCAL YEAR/FINANCES

- Article V, section 1: The fiscal year of this organization shall run from July 1 to June 30. The year will consist of two halves: June to December, and January to June. The year will be named for the year in which all contests for the season occur. For example, July 1, 2018 is the beginning of fiscal year 2019, also known as the 2019 season.
- Article V, section 2: The Board of Directors will review budget statements at each board meeting to ensure full awareness of fiduciary responsibilities are clearly reviewed and adhered. At the end of each quarter, the financial status of the organization will be assessed to adjust budgets as needed. One member of each committee shall submit a summary of his/her committee's progress and present detailed reports as appropriate.
- Article V, section 3: The annual budget shall be submitted in the first half of the current year.
- Article V, section 4: Signatures of at least two Executive Board of Directors members will be required on all drafts, notes, checks, etc. totaling \$1000 or more.
- Article V, section 5: The approval of the Board of Directors will be required on all expenditures and purchases that are not included in the approved annual budget.
- Article V, section 6: Expenses incurred by elected officials or appointees in the performance of their duties are reimbursable at the discretion of the Board of Directors if not reported.
- Article V, section 7: The Board must be notified of all purchases, of any amount. Board shall then communicate with the Treasurer before any purchase can be made.
- Article V, section 8: The members of the Board of Directors shall make no charge for any services rendered to this organization. Other members may be entitled to reasonable compensation for services rendered to the organization.
- Article V, section 9: Bank debit cards can be issued to the President, Treasurer, Contest Director, and Chief Judge as agents of the organization with permission to use for approved/authorized purchases and expenses approved within the annual budget.
- Article V, section 10: Invoices, statements, reimbursements requests and expense reports shall be reviewed and approved by at least two board officers.

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BYLAWS

ARTICLE VI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of the Minnesota Non-Profit Corporation Act (Chapter 317A) Minnesota Statutes Annotated) and in the current edition of Robert's Rules of Order Newly Revised, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the Constitution and any special rules this organization may adopt. In particular, the following items are governed by the Minnesota Non-Profit Corporation Act:

- 317.15.2(1) Adoption and Alteration of Bylaws
- 317.20 Vacancies on Board of Directors, removal of members of Board of Directors
- 317,20.8 Meetings of the Board of Directors
- 317.22 Meetings of members
- 317.23 Quorums
- 317.27 Amendment of Articles of Incorporation
- 317.28 Books and records, financial statements

ARTICLE VII: DISSOLUTION

This organization may be dissolved either voluntarily or involuntarily. In the event of dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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PROLOGUE TO BYLAWS

Discrimination against any organization member, prospective member, staff person, or associated party based on race, creed, sex, sexual orientation, marital status, disability, or national origin by anyone associated with the North Star Circuit will not be tolerated. Anyone found guilty of such actions will be removed from any position that the guilty person holds.

All members, staff, and Board of Directors shall conduct themselves appropriately while representing this organization as well as assist in the assurance of the safety and well-being of its members.

Any person or organization representing or acting on behalf of this organization, or using part of the organization's title, without written permission should be reported immediately to the Board of Directors.

The growth of the organization will be within the constraints of the funding that is available. All budgets and expenditures must be based only on income that is reasonably assured.

At the first general membership of each fiscal year, at least one instructor from each member of the North Star Circuit must complete the North Star Circuit Code of Conduct as laid out in Addendum II:
CODE OF CONDUCT

NORTH STAR CIRCUIT, INCORPORATED
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ADDENDUM I:
ORGANIZATIONAL CHART AND LINE OF SUCCESSION

North Star Circuit Board of Directors: 2020-2021

President:

Jared Peterson
4633 Blaine Ave
Inver Grove Heights,
MN 55076

Vice-President:

Julie Woodbury
N7273 N Lincoln Rd.
Taylor, WI 54659

Treasurer:

Penny O’Kane
1271 Mapleview Ave.
St. Paul, MN 55109

Secretary:

Jessi Foell
6005 Gardena Cir NE
Fridley, MN 55432

Member at Large:

Paige Nelson
22, 115th Ave
Blaine, MN 55434

Member at Large:

Kaity Schlagel
417 E Main St
Waconia, MN 55343

Member at Large:

Matt Nielson
16235 Garner Ct W
Rosemount, MN 55068

Member at Large:

Jason Harden
W5730 Hypoint Dr.
La Crosse, WI 54601

Contest Director:

Becci O’Kane
2171 Mapleview Ave
Maplewood, MN 55109

Chief Judge:

Andy Combites
1396 16th Ave NW
New Brighton, MN 55112

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RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors will bear sole responsibility for the strict enforcement of all rules and regulations of this Circuit and will initiate and enforce such rules and regulations as it deems necessary. The Board of Directors is responsible to the General Membership for all actions taken on its behalf.

The Board of Directors shall be in charge of auditing the financial books and records of this Circuit before the quarterly meeting, and upon demand of the majority of the General Membership.

Outgoing board members at the end of their term, and incoming board members at the start of their term, will “overlap” by one month, with all outgoing and incoming board members present at a Board Meeting in order to facilitate a smooth transition from one year to the next. This “overlap” board meeting will be the last meeting of the current fiscal year. Only the current/outgoing board members will be eligible to vote at this “overlap” meeting.

The Board of Directors shall be in charge of the following and make known any changes:

1. Proposing changes in the rules for sponsoring competitions and presenting those changes to the General Membership for voting.
2. Reviewing yearly and proposing revisions of the Constitution and presenting those changes to the General Membership for voting.
3. All meetings and committees.
4. All workshops, clinics, and schools.
5. The Circuit championship competition.
6. Securing and disbursing scholarship moneys.
7. The Premiere Show.

NORTH STAR CIRCUIT, INCORPORATED
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DUTIES OF PERSONNEL

PRESIDENT: Elected by the membership to a 2-year term. (Elected at the second- half general membership meeting, in even numbered years).

The retiring President shall conduct the meeting and set the agenda for the following Board Meeting.

Only submits a vote to break a tie.

Job Description: Shall supervise and control all business affairs of this Circuit.
Shall preside at all meetings and appoint all committees.

Shall represent or send representatives to organizations, circuits, or meetings that have business affecting the Circuit.

Shall co-sign all checks over \$1000.

Shall make a yearly report to the general membership at the second half of the year meeting.

Shall make all necessary appointments to Circuit positions.

Shall make all necessary appointments to vacant board positions until the next general membership meeting.

Shall be responsible for conducting yearly code of ethics reviews.

Shall be responsible for introducing policies and procedures.

NORTH STAR CIRCUIT, INCORPORATED
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DUTIES OF PERSONNEL

SECRETARY: Elected by the membership to a 2-year term. (Elected at the second half of the year general membership meeting, in even numbered years).

Job Description: Shall maintain all meeting minutes, committee reports, and correspondence from within the organization.

Shall send written notification of meetings to the General Membership and interested parties.

Shall be responsible for notifying the General Membership of changes in policy and rules and regulations.

Shall handle all correspondence and records of the circuit.

Shall publish a yearly up to date membership listing.

Shall conduct all roll call votes at circuit meetings.

Shall update the Organized Chart on an annual basis.

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DUTIES OF PERSONNEL

TREASURER: Elected by the membership to a 2-year term. (Elected at the second half of the year general membership meeting, in odd numbered years).

Job Description: Shall have responsibility for maintaining all funds, checking accounts, savings accounts, scholarship accounts, escrow accounts, etc. of the Circuit.

Shall sign all checks.

Shall receive and give receipts for all moneys due and payable to the circuit as well as all moneys paid.

Shall deposit all funds in the name of the circuit in banks as selected by the Board of Directors

Shall maintain a current accounting of all income, bonds, dues, and expenditures.

Shall prepare budget documents for the board of directors for review and preparation for general membership approval.

Shall prepare budget documents for board audit review monthly/ quarterly.

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DUTIES OF PERSONNEL

MEMBERS AT LARGE: Elected to a 2-year term by the membership. (Elected yearly at the second half of the year general membership meeting).

Job Descriptions: Shall contribute to all responsibilities of the Board of Directors, as listed earlier.

 Shall serve on all committees as appointed by the President or on a volunteer basis.

NORTH STAR CIRCUIT, INCORPORATED
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DUTIES OF PERSONNEL

CONTEST DIRECTOR: Shall be approved by the general membership annually.

Job Description:

Receives information on all shows

Assists in finding a show site for the premiere, regional and championship shows

Ensures that all contests are appropriately staffed

Shall submit the show expense report to the treasurer

Ensures all show materials are prepared and available onsite before the show begins
Reviews the tabulator scoring

Collects information from units for the announcer

Publishes the show schedule 2 weeks before all shows

Ensures all shows are run in a timely manner

Ensures contest sites meet circuit guidelines

Cannot vote on any matters that represent a conflict of interest

Communicates regularly with the board and general membership

NORTH STAR CIRCUIT, INCORPORATED
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DUTIES OF PERSONNEL

CHIEF JUDGE: Shall be approved by the general membership annually.

Job Description: Submits the list of proposed judges for the upcoming season to the board

Submits annual judges fee schedule for approval by the board

Submits show expense report to the Treasurer

Ensures all shows have adequate judging staff

Coordinates judges training

Communicates any show needs to the Contest Director

Is the liaison to the judge's guild

Cannot vote on any matters that represent a conflict of interest

Communicates regularly with the board and general membership

NORTH STAR CIRCUIT, INCORPORATED
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ADDENDUM II:
CODE OF CONDUCT

The Code of Conduct applies to Instructor-to-Instructor situations as well as Instructor-to-Member situations during the competitive season. This includes any inappropriate behavior over social media, text messages, phone messages, or other forms of communication. Taunting, aggressive language, bullying, threats, and verbal abuse are some examples of inappropriate behavior. As the North Star Circuit board, we will look at each individual violation when it is brought to us. In each case, we will determine the severity of the violation, and decide if the action is in need of reprimand.

1. If undue and unfair pressure is applied to judges through inappropriate behavior, then this places the competitive experience at risk. Examples cited include, but are not limited to: Instructors shouting at judges in public and/or at critique, inappropriate conduct of any instructor while accompanying the guard onto the contest floor, inordinate and unauthorized telephone calls to judges. These will not be tolerated by the North Star Circuit.
2. Disruptive behavior in warm up area and rude behavior from the performers of one group towards another will not be tolerated. Good sportsmanship is something that should be practiced at all North Star Circuit events.
3. It is the policy of this circuit to maintain a learning, working and performance friendly environment that is free from intolerant and harassing behavior.

Harassment is a form of discrimination which violates Minnesota Statutes 15.85, the Minnesota Human Rights Act, and various section of the Civil Rights Act of 1964, as amended. The North Star Circuit prohibits any form of harassment and discrimination that deprives an individual of his/her dignity. Harassment may include, but is not limited to: verbal harassment or abuse, implied or overt threat(s) of aggression, etc., which have the effect of substantial or unreasonable interference with an individual's ability to work, learn or participate with the organization.

4. Drug and alcohol use and/or possession is forbidden on school grounds, or in the vicinity of any North Star Circuit competition. Smoking of tobacco products is also forbidden on school grounds. Infraction of the drug and alcohol policy will be brought to the attention of the hosting school administrator.

Code of conduct “statement of agreement”:

_____ I/my staff will not interfere with other units, members, or instructors’ rights of participation

_____ I/my staff will not hinder competition, instruction, or education

_____ I/my staff will not interfere with the personal rights of others

Every substantiated violation of the Code of Conduct will be reported to the appropriate person(s). The North Star Circuit reserves the right to ask anyone in violation to leave the contest premises.

“I have read the statements above and will abide by the guidelines.”

Instructor signature _____ date _____

Pres/Vice Pres _____ date _____

Unit _____