

BYLAWS OF  
WINTER GUARD ASSOCIATION OF SOUTHERN CALIFORNIA  
A California Nonprofit Public Benefit Corporation

ARTICLE I OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Orange County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 20 \_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 20 \_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 20 \_\_\_\_

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

## ARTICLE II PURPOSES

### SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- (a) to promote pageantry through various activities such as indoor winter color guard and tall flag contests, educational seminars, and clinics;
- (b) the publication of educational materials such as rules, handbooks, and newsletters designed to inform and educate both the membership, participants, and the general public about the activity of indoor winter color guard;
- (c) the sponsorship of an annual Evaluation Show and Clinic and annual Championship competition thereby educating, evaluating, rating, and awarding the participants in the activity of indoor winter color guard;
- (d) to keep those young people participating actively in good, wholesome, competitive and non-competitive activities, promoting good sportsmanship and excellence in musical, dance, movement training and discipline, through education and instruction, thus aiding in the elimination of juvenile delinquency;
- (e) to inspire the participants, through the activity of indoor winter color guard, to achieve higher standards of accomplishment.

## ARTICLE III MEMBERSHIP

### SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

No member shall be allowed to hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

### SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

Any color guard or tall flag unit is eligible for membership as a Performance Unit in this corporation.

Any person 18 years or older is eligible for membership as an Adjudicator in this corporation.

### SECTION 3. ADMISSION OF MEMBERS

- (a) Applicants shall be admitted to membership in this corporation at any time during the fiscal year upon making an application therefor in writing and the payment of the application fee and/or annual dues, as specified in the following sections of this Bylaw.
- (b) There is no deadline for applications and payment of application fee and/or annual dues for membership. Eligibility of Performance Units to compete in the Championship Contest may be restricted by application deadlines for sanctioned contests. Adjudication assignment is subject to qualification.
- (c) No member of an organization (instructor, director, manager, or staff member) shall solicit or accept members from any member unit between December 2<sup>nd</sup> and April 30<sup>th</sup> except upon written consent by the directors of both units involved. A member unit found guilty of violation of this bylaw shall be penalized by not being allowed to perform or compete in the Championship Contest for that year. Final decision and notification to the units involved shall be in writing.

### SECTION 4. FEES, DUES AND ASSESSMENTS

- (a) A fee may be assessed in such amount as may be specified from time to time by resolution of the Board of Directors for, and payable with, the application for membership.
- (b) The annual dues payable to the corporation by the members shall be \$30.00 per fiscal year.
- (c) Dues must be paid in order to be eligible to vote on Association matters. Members in good standing may vote at any Fall meetings of the new fiscal year prior to paying their annual dues provided they attend those meetings and declare their intent to renew their membership.
- (d) The annual dues and fees, if any, must be paid by Performance Units in order to apply for entry into any WGASC sponsored regular season contest. Adjudicators pay their dues upon application for entry into the Association.

### SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

### SECTION 6. MEMBERSHIP ROSTER

The corporation shall keep a roster of the membership containing the name and address of each member as well as the name and address of at least one individual empowered to act on behalf of the member. Termination of the membership of any member shall be recorded as shall be the date of termination of such membership. Such

roster shall be kept by the Vice President of Records of the Association and shall be available for inspection upon written demand.

The roster of the membership of this corporation shall not be used, in whole or part, by any person for any purpose not reasonably related to the member's interest as a member.

#### SECTION 7. NON LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### SECTION 8. NON TRANSFERABILITY OF MEMBERSHIPS

No member may transfer for value a membership or any right arising therefrom.

#### SECTION 9. DELEGATES

Each Performing Unit member shall submit to the Vice President of Records a written list of the delegates, not to exceed three (3), authorized to represent their respective unit. This list must be signed by the director or manager of the unit and be on file before any unit delegate may vote.

A Performing Unit delegate shall be entitled to vote for no more than two percent (2%) of the Performing Units during an Association meeting. For purposes of clarity, the number of votes allowed shall be rounded up if the fractional remainder is equal to or greater than .50.

An Adjudication member shall be entitled to one vote.

A member must be in good standing to have a vote.

Any change in the names of the registered delegates must be presented in writing to the President or Vice President of Records prior to the meeting.

#### SECTION 10. TERMINATION OF MEMBERSHIP

- (a) Grounds for termination – The membership of a member shall be terminated upon the occurrence of any of the following events:
1. Upon notice of such termination delivered to the President or Vice President of Records of the corporation either personally or by mail, such membership to be terminated upon the date of delivery of the notice or date of deposit in the mail.
  2. Upon determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
  3. Upon notice in writing, and upon determination by the Board of Directors, that a Performing Unit and/or unit member of a Performing Unit or Adjudicator owes either money or equipment to the corporation or other member, and has failed to rectify the problem. Upon such failure, the member shall be immediately suspended from participation in Association sanctioned events, and such termination shall be effective thirty (30) days after receipt of written notification from the Vice President of Records of the corporation of such a proceeding. A member may avoid such termination by rectifying the problem with the corporation or its membership within this thirty (30) day period.
  4. Upon determination by the Board of Directors and a majority vote of all Performing Unit and Adjudication members that a Performing Unit or Adjudication member does not take an active part in the work of the corporation, or does not abide by the corporation's Articles of

Incorporation, Bylaws, or Standing Rules. This shall include: attendance at meetings, participation in Association sanctioned contests, and assistance from boosters at Association sponsored events. EACH PERFORMING UNIT MAY BE EXPECTED TO PROVIDE AT LEAST ONE (1) PERSON FOR EACH ASSOCIATION SPONSORED EVENT. Such expectation shall be decided in each fiscal year by the Executive Committee. The notice shall be given by the Vice President of Records of the corporation not less than thirty (30) days before the date of the Association sponsored event.

- (b) Procedure for Expulsion – Following the determination that a member should be expelled under subparagraph (a) (2-4) of this section, the following procedure shall be implemented:
1. A notice shall be sent by registered mail to the last address of the member as well as the last address of the individual empowered to act on behalf of the member as indicated on the corporation's roster, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
  2. The member being expelled shall be given the opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of the proposed expulsion shall state the date, time, and place of the hearing on their proposed expulsion.
  3. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

#### SECTION 11. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

#### SECTION 12. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of membership, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE IV MEETINGS OF MEMBERS

### SECTION 1. PLACE OF MEETINGS

Meeting of members shall be held at such place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

### SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The Performing Unit and Adjudication members shall meet annually between April 30<sup>th</sup> and June 30<sup>th</sup> in each year. The meeting shall be for the purpose of electing Directors, Officers, and transacting other business as may come before the meeting. Cumulative voting for the election of the Directors and/or Officers shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors and/or Officers to be elected, shall be elected. Each voting member shall cast one vote, with voting done by ballot only. The annual meeting of the Performing Unit members for the purpose of electing Directors and/or Officers shall be deemed a regular meeting and any reference to these Bylaws to regular meetings of members refers to this annual meeting.

The Adjudication members shall meet at least once annually between April 30<sup>th</sup> and June 30<sup>th</sup> in each year. Their meeting must occur prior to or concurrent with the Performing Unit meeting.

### SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors or the President of the corporation. In addition, special meetings of the Performing Unit or Adjudication members for any lawful purpose may be called by five percent (5%) or more of their respective members.

### SECTION 4. NOTICE OF MEETINGS

- (a) Time of Notice – Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Vice President of Records of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, e-mail, or certified mail, that notice shall be given twenty (20) days before the meeting.
- (b) Manner of Giving Notice – Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communications, addressed to the member at the address appearing on the books of the corporation and/or the address of the individual empowered to act on behalf of the member as indicated on the corporation's roster. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram, e-mail, or other means of written communication.
- (c) Contents of Notice – Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in case of a special meeting, the general nature of the business to be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors and/or Officers are to be elected shall include the names of all those nominees at the time notice is given to the members.
- (d) Notice of Meetings Called by Members – If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegram to the Chairman of the Board, President, Vice President of Adjudication, and Vice President of Records of the corporation. Upon receiving such request the officers shall promptly cause

notice to be given to the members entitled to vote that a meeting will be held, stating the date, time, and place of such meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty (30) nor more than ninety (90) days after receipt of the request for the meeting. If the notice is not given within twenty (20) days after the receipt of the request, then the members calling the meeting may give notice themselves.

- (e) Waiver of Notice of Meeting – The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if before the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Waivers of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.
- (f) Special Notice Rules for Approving Certain Proposals – If action is proposed to be taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
  - 1. Removal of Director without cause;
  - 2. Filling of vacancies on the Board by Performing Unit and Adjudication members;
  - 3. Amending the Articles of Incorporation; and
  - 4. An election to voluntarily wind up and dissolve the corporation.

#### SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of one-third (1/3) of the applicable classes' voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall be necessary to officially close the meeting at the next regular meeting or special meeting called by the Board of Directors, President, or members. Advance notice of such action shall be required to be given to the members along with the notice of the regular or special meeting.

#### SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of the voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, Articles of Incorporation of this corporation, or these Bylaws require a greater number.

#### SECTION 7. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors and Officers, however, shall be by ballot.

## SECTION 8. PROXY VOTING

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such member and filed with the Vice President of Records of the corporation. No proxy shall be valid after eleven (11) months from the date of its execution. No individual may represent, either by authorized agent or proxy, more than twice the number of members they are allowed to represent as specified in Article III, Section 9, paragraph 2 at a regular or special meeting called by the members.

## SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by either a member of the Board, President of the corporation, or Vice President of Records of the corporation. The Vice President of Records of the corporation shall act as Secretary of all meetings of members, provided that if the Vice President of Records is absent, the presiding officer shall appoint another person to act as Secretary for that meeting.

Meetings shall be governed by Roberts' Rules of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the corporation, or with any provision of law.

## SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular meeting or special meeting called by the members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide reasonable time within which to return the ballot to the corporation. The ballots must specify the time by which they must be received by the corporation in order to be counted. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

## SECTION 11. NOMINATION AND ELECTION PROCEDURES

The corporation shall make available to the members reasonable nomination and election procedures with respect to the election of Directors and/or Officers by members. Such procedures shall be reasonable given the nature, size, and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as Directors and/or Officers.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all applicable members to choose among the nominees.

If the corporation distributes any written election material soliciting votes for any nominee for Director and/or Officer at the corporation's expense, it shall make available, at the corporation's expense, to each other

nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors or as an Officer of the corporation, shall be nominated at the annual meeting of the members held for the purpose of electing Directors and/or Officers by any Performing Unit or Adjudication member present at the meeting in person or by proxy. However, if the corporation has five hundred (500) or more Performing Unit and Adjudication members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5521 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

The method of nomination for election of the office of Vice President of Adjudication shall be a recommended person for the position of Vice President of Adjudication as selected by the Adjudication membership of the corporation. Such selection by the Adjudication membership shall take place during the regularly scheduled meeting just prior to or during the Performing Unit and Adjudication meeting for election of this office.

#### SECTION 12. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE V DIRECTORS

### SECTION 1. NUMBER

The corporation shall have three (3) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

### SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### SECTION 3. DUTIES

It shall be the duties of the Directors to:

- (a) Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Regulate, govern, and control all of the business and management affairs of this corporation in a manner as shall not conflict with the law, or the provisions of the Articles of Incorporation of this corporation, or by these Bylaws.
- (c) Prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- (d) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- (e) Register their addresses with the Vice President of Records of the corporation, and notices of meetings mailed, e-mailed, or telegraphed to them at such addresses shall be valid notices thereof.

### SECTION 4. TERMS OF OFFICE

Each Director shall hold office until resignation, removal by the membership according to the Articles of Incorporation of the corporation or the Bylaws, or their death. Vacancies shall be filled at the annual meeting at which time an election will be held as specified in these Bylaws, and a successor is elected and qualifies.

### SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such compensations is reasonable and is allowed under the provisions of Section 6 of this Article.

### SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provisions of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, or father-in-law of any such person.

#### SECTION 7. PLACE OF MEETINGS

Meetings shall be held at such place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

#### SECTION 8. REGULAR AND ANNUAL MEETINGS

The Directors shall meet at least twice annually with one meeting scheduled in the Fall between August 31<sup>st</sup> and October 31<sup>st</sup>, and one meeting scheduled in the Spring between April 30<sup>th</sup> and June 30<sup>th</sup> in each year.

#### SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any two Directors, and such meetings shall be held at the place, within or without the State of California, as designated by the person or persons calling the meeting.

#### SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days notice by first-class, e-mail, or registered mail or forty-eight (48) hours notice delivered personally or by telephone or telegraph. Notice shall be deemed to be delivered on its deposit in the mail or delivery to the telegraph company. Such notice shall be addressed to each Director at their address as shown on the roster of the corporation. Additionally, if all Directors are present at one location at the same time, and all agree to hold a meeting on a specified set of topics, such agreement shall constitute valid notification of the subsequent meeting for the specified topics.

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present.

#### SECTION 11. CONTENT OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, date and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

#### SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which shall be entertained at such meeting is a motion to adjourn.

The Directors present at a duly called and held meeting at which a quorum is initially present may not continue to do business with the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting.

### SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5238e), require a greater percentage of different voting rules for approval of a matter by the Board.

### SECTION 14. CONDUCT OF MEETINGS

Meetings shall be governed by Roberts' Rule of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the corporation, or with any provision of law.

### SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

### SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or has been found by a final order of judgement of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed by a vote of a majority of the votes represented at a Performing Unit and Adjudication membership meeting at which a quorum is present.

Any Director may resign effective upon giving written notice to the Chairman of the Board. No Director may resign if the corporation would be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled only by the approval of the Performing Unit and Adjudication members. The Performing Unit and Adjudication members may elect a Director at any time to fill any vacancy that may arise.

A person elected to fill a vacancy as provided in this Section shall hold office until the annual meeting at which time an election will be held as specified in these Bylaws, and a successor is elected and qualifies.

### SECTION 17. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgement against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claims, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgement against him or her, then indemnification against expenses, judgements, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**SECTION 19. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than that for violating provisions of law related to self-dealings (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE VI OFFICERS

### SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a President, a Vice President of Public Relations, a Vice President of Records, a Vice President of Finance, and a Vice President of Adjudication. No office may be held by more than one individual and no such individual shall hold more than one office at any time. These officers shall be referred to as the Executive Committee.

### SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. All officers shall be a minimum of 18 years of age. Officers shall be elected by the Performing Unit and Adjudication membership at the annual meeting held as specified in these Bylaw, and each officer shall hold office for the period of two (2) years or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The offices of President and Vice President of Records shall be elected in even numbered years. The offices of Vice President of Public Relations, Vice President of Finance, and Vice President of Adjudication shall be elected in odd numbered years.

### SECTION 3. SUBORDINATE OFFICERS

The President may appoint such other officers, agents, or chairpersons as necessary, and such other officers, agents, or chairpersons shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the President.

### SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed from office, with or without cause, through the following:

- (a) A petition for recall must be signed by 2/3 of the Performing Unit and Adjudication membership stating the officer(s) involved and the offense(s).
- (b) Submitting a copy of this petition to each member of the Executive Committee for action.
- (c) A special meeting shall be called within one (1) month of the date of the submission of the petition; all Performing Unit and Adjudication members must be given two (2) weeks written notice of this special meeting.
- (d) At this special meeting, the petition for recall will be read and the officer(s) involved will be allowed to present their case. There will be a discussion from the Performing Unit and Adjudication membership, then a vote taken in which 2/3 of the Performing Unit and Adjudication membership will decide the outcome of the petition for recall.

Any officer may resign at any time by giving written notice to the President of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of the Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors or the Executive Committee relating to the employment of any officer of the corporation.

### SECTION 5. VACANCIES

Any vacancies caused by death, resignation, removal, disqualification, or otherwise, of any officer other than the President, shall be filled by the President with ratification by the membership. In the event of a vacancy in the office of the President, then the Vice President of Records shall fill that vacancy and appoint a new Vice President of Records according to the procedures in this Section. In the event that all offices become vacant, then

new elections shall be held from the Performing Unit and Adjudication membership according to the procedures in these Bylaws.

#### SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by the Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall attend all meetings of the Board of Directors, and shall preside at all meetings of the Performing Unit and Adjudication membership. Except as otherwise expressly provided by law, by the Articles of Incorporation of this corporation, or by these Bylaws, he or she shall, in the name of the corporation execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors or the Performing Unit and Adjudication membership.

The President will enforce all rules as described in the Standing Rules for all Performing Unit member units, making any interpretations of the Standing Rules and Bylaws, as needed. Interpretations will be made in consultation with the Standing Rules Committee, the Bylaws Committee, or the Executive Committee. The President shall also receive and handle all protests pertinent to the activities of the corporation. A record of each protest and subsequent resolution shall be provided to the Vice President of Records for storage with the corporate minutes.

#### SECTION 7. DUTIES OF VICE PRESIDENT OF PUBLIC RELATIONS

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President of Public Relations shall perform all the duties of the President not already specified by other Articles, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

The Vice President of Public Relations shall:

- (a) Perform all duties as described in the Policies and Procedures Manual.
- (b) In general, perform all duties incident to the office of the Vice President of Public Relations and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned from time to time by the President.

#### SECTION 8. DUTIES OF VICE PRESIDENT OF RECORDS

The Vice President of Records shall:

- (a) Certify and keep at the principal office of the corporation or at such other place as the Executive Committee may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the corporation, or at such other place as the Executive Committee may determine, a book of minutes of all meetings of the membership. Executive Committee meetings, Board of Directors meetings, Adjudication meetings, and the meetings of all committees, recording therein the time and place of holding, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof. These meeting minutes shall be distributed to the applicable membership within two (2) weeks of each meeting.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

- (d) Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.
- (e) Keep at the principal office of the corporation, or at such other place as the Executive Committee may determine, a register or roster of members containing the names and current addresses of each and any members or authorized representatives, and, in the case where membership has been terminated, he or she shall record such fact together with the date on which such membership ceased.
- (f) Exhibit at all reasonable times to any Director, officer, member of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership roster, and the minutes of the proceedings of the corporation.
- (g) In general, perform all duties incident to the office of the Vice President of Records and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned from time to time by the President.
- (h) Perform all duties as described in the Policies and Procedures Manual.

#### SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds", the Vice President of Finance shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or the depositories as shall be selected by the President or the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Distribute, or cause to be distributed the funds of the corporation as may be directed by the Board of Directors, President, or membership taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses and prepare a statement of all accounts at every corporation meeting and an annual report.
- (e) Exhibit at all reasonable times the books of account and financial records to any Director, officer, member of the corporation, or to his or her agent or attorney, on request thereof.
- (f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Vice President of Finance and of the financial condition of the corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) Prepare annually, or cause to be prepared, all necessary State and Federal financial documents for the past fiscal year. A copy of these documents shall be forwarded to the Vice President of Records for the corporation records. The original shall be filed by the Vice President of Finance.
- (i) Assure that all signature cards, for all accounts, are current. New signature cards shall be brought to the annual meeting for retiring and newly elected officers to properly sign.
- (j) Attend all contests held for the financial benefit of the corporation and assist as needed. A designated assistant may fulfill this requirement when there are multiple events occurring at the same time.

- (k) In general, perform all duties incident to the office of Vice President of Finance and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned from time to time by the President.
- (l) Perform all duties as described in the Policies and Procedures Manual.

#### SECTION 10. DUTIES OF VICE PRESIDENT OF ADJUDICATION

The Vice President of Adjudication shall:

- (a) Represent the judging community as a member of the Executive Committee.
- (b) In general, perform all duties incident to the office of Vice President of Adjudication and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned from time to time by the President.
- (c) Perform all duties as described in the Policies and Procedures Manual.

#### SECTION 11. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation if paid a Director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of ARTICLE V, Section 6, of these Bylaws. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the charitable or public purpose of this corporation.

## ARTICLE VII COMMITTEES

### SECTION 1. EXECUTIVE COMMITTEE

The officers of this corporation shall be referred to as the Executive Committee and shall have the following duties in addition to the individual duties of each office:

- (a) Advise the membership of the actions which need to be taken for the good of the corporation.
- (b) Serve as members ex-officio of all committees which may be designated from time to time and act as advisors to all committee chairpersons.
- (c) Discuss and advise the membership on expenditures or avenues for new revenue which the committee believes is in the best interest of the corporation.
- (d) Nominate individuals to fill the offices of the corporation in the absence of a nominating committee.
- (e) Oversee that the objectives and purposes of the corporation are being followed and suggest a change of action to continue to follow the primary objectives and purposes of the corporation as stated in these Bylaws.

### SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by the President or resolution of the Executive Committee. Such other committees may consist of persons who are not members of the corporation. These additional committees shall act in an advisory capacity only to the membership and shall be clearly titled as "advisory" committees.

### SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors, officers, or membership. Regular meetings of committees may be fixed by either the Executive Committee or the committee. The President and/or Executive Committee may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulation are not inconsistent with the provisions of these Bylaws.

ARTICLE VIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and any such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contact or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Vice President of Finance and countersigned by the President of the corporation.

SECTION 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 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE IX CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office, or at such other place as the Executive Committee may determine, in the State of California:

- (a) Minutes of all meetings of Directors, officers, committees, and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members indicating their names and addresses, the class of membership held by each member, and the termination date of any membership.
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation, or at such other place as the Board of Directors of the corporation may determine. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

### SECTION 4. MEMBERS' INSPECTION RIGHTS

The membership of this corporation shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Vice President of Records of the corporation, upon written demand and payment of a reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for the election of the Directors or officers as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board, officers, or committees, upon written demand on the corporation by the member, for a purpose reasonably related to such person's or unit's interests as a member.

### SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

### SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished no later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors and officers of the corporation, and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives TWENTY FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent

accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

#### SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all Directors, officers, and all members a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

- (1) any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
- (2) any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnification's or advances aggregating more the TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

### ARTICLE X FISCAL YEAR

#### SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of September and end on the last day of August in each calendar year.

## ARTICLE XI BYLAWS

### SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) subject to the power of the members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of the members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or visa versa, may not be adopted, amended; or repealed except as provided in subparagraph (b) of this section;
- (b) by approval of the Performing Unit and Adjudication members, if any, of this corporation.

## ARTICLE XII AMENDMENT OF ARTICLES

### SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

### SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of a two-thirds (2/3) majority vote of the Performing Unit and Adjudication members of this corporation present at an annual or special meeting called for this expressed purpose.

It shall be required that the membership be notified in writing, by the Vice President of Records, prior to any meeting at which a proposed change is to be voted.

Each change must be approved at two (2) successive readings.

### SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and addresses of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XIII PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for the services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

The following paragraph contains the original adoption decree of this corporation and is retained for historical purposes. For current Directors, please contact the Vice President of Records of the corporation, or review the "Statement by Domestic Non-Profit Corporation" as filed with the State of California.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of the WINTER GUARD ASSOCIATION OF SOUTHERN CALIFORNIA, a California nonprofit corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of twenty-two (22) pages, as the Bylaws of this corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_  
NOREEN F. ROBERTS, Director

\_\_\_\_\_  
RICHARD A. KRAMER, Director

\_\_\_\_\_  
STEVE WARNER, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly modified by the Board of Directors of said corporation on the date set forth below.

Dated: 19 - MAR - 08

\_\_\_\_\_  
AMY MACK, Director

\_\_\_\_\_  
GREGORY LLACER, Director

\_\_\_\_\_  
DARYL LEE SPECTER, Director

Respectfully Submitted

Dated: \_\_\_\_\_

\_\_\_\_\_  
Vice President of Records