

**BY-LAWS
OF
WINTER GUARD INTERNATIONAL, INC.
(An Ohio Non-Profit Corporation)**

INTRODUCTION

Winter Guard International, Inc. (Sometimes referred to as “Winter Guard International”, “WGI”, the “Corporation”, the “organization”, or “we”) requires the utmost in trust and good will among its members. Deliberations and decisions must be made on the basis of what is good for the indoor color guard and percussion ensemble movement rather than for the gain of any one or few groups. May the members of this organization always be equal to the responsibility of membership.

DEFINITION OF CERTAIN TERMS

In these By-Laws, the terms "he", "him", and "his" are used in traditional grammar: these terms refer to either a male or female person, interchangeably and equally.

"Sign" means to execute or adopt a manual, facsimile, conformed, or electronic signature or any symbol with intent to authenticate a writing.

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ARTICLE I STATEMENT OF PURPOSE

1.1 AIMS AND GOALS

The Aims and Goals of Winter Guard International are to utilize the collective influence of its members to improve the standards and quality level of winter guard and indoor percussion ensemble programs so it will be of maximum benefit to its participants and continue to be worthy of the support of the general public. Such goals are accomplished primarily by the following:

- a. Ensuring the continued improvement of the rules under which we operate and compete;
- b. Developing those who judge our performances and the adjudication system to encourage continued improvement on the general level of education and competence of the judges so that we can obtain consistent and fair evaluation of our programs based on the rules;
- c. Partnering with those in the marching arts industry and the music education community to ensure that Winter Guard International and its members and participants have a valued and influential role;
- d. Collaborating with contest sponsors to produce and stage well run, financially successful competitions and events. Winter Guard International will strive to ensure that events are held in locations and facilities that provide an optimum balance between the needs of the participating color guards and percussion ensembles, those attending and the sponsors.

1.2 MISSION STATEMENT

WINTER GUARD INTERNATIONAL is established for the benefit of color guards and percussion ensembles that participate in the activity at all levels of achievement throughout the world.

WE SEEK:

To foster positive experiences for all who participate, by promoting education, creativity and freedom of expression through the unification of the marching arts industry, music education and the performing arts.

ARTICLE II ADVISORY BOARDS

2.1 ADVISORY BOARDS

Advisory Board membership is available to all organizations in the color guard and percussion ensemble community based on achievement.

These organizations that achieve Advisory Board membership shall have the responsibility of defining the adjudication and competitive attributes of Winter Guard International, and electing representatives to the Board of Directors who will be responsible for the business and strategic management of Winter Guard International.

2.2 COLOR GUARD ADVISORY BOARD

The Color Guard Advisory Board shall be composed of one representative from each Independent World and Scholastic World finalists and the top three (3) finalists from all other classes of competition at the preceding world championships for the term of one (1) year. For color guards from outside North America, the term shall be two (2) years.

2.3 PERCUSSION ADVISORY BOARD

The Percussion Advisory Board shall be composed of one representative from each of the Independent, Scholastic and Concert World finalists and the top three (3) finalists from all other classes of competition at the world championships for the term of one (1) year. For percussion ensembles from outside North America, the term shall be two (2) years.

2.4 DEFINITION OF ADVISORY BOARD

Primary Advisory Board members are those color guards or percussion ensembles that have been Advisory Board members for three consecutive years. Upon a group's third consecutive year, designated representatives of Primary Advisory Board members are eligible for election to Board of Directors. For color guards and percussion ensembles from outside North America, Primary Advisory Board status is conferred as of the third occasion on which the ensemble achieves membership on the Advisory Board, not considering years in which the ensemble did not enter World Class Championships.

Should a Primary Advisory Board Member fail to achieve Advisory Board status in subsequent years, Primary status is regained if the color guard or percussion ensemble returns to the Advisory Board within a three-year period and has not taken more than one year off from active competition in World Class. For color guards and percussion ensembles from outside North America, the ensemble would again be considered a Primary Advisory Board member if it achieves finalist status within its next three entries in World Class Championships, regardless of years in which it did not enter the competition.

Secondary Advisory Board members are those color guards or percussion ensembles who have been Advisory Board members for one or two consecutive years. Representatives of Secondary Advisory Board members are not eligible for election to the Board of Directors.

2.5 ANNUAL ADVISORY BOARD MEETING

Each Advisory Board shall convene an annual meeting to be conducted by their respective Vice-President after the World Championships and prior to the start of the next competitive season. The Executive Director may designate any place as the meeting place for the annual meeting. All eligible color guards and percussion ensembles must have a representative in attendance at the annual meeting or forfeit their position on the Advisory Board. Only those listed on the published staff roster as of the date of their respective world championship may represent a color guard or percussion ensemble to the annual meeting.

2.6 NOTICE OF ANNUAL GENERAL MEETING

Notices of annual meetings of the Advisory Board(s) shall be sent or otherwise given no less than thirty (30) nor more than ninety (90) days before the date of the meeting by the Executive Director. The notice shall specify the place, date and hour of the meeting.

2.7 MANNER OF GIVING NOTICE

Notice of any meeting of the Advisory Board(s) shall be given by electronic mail or other written communication at the address of the Director appearing on the books of the Corporation. If any notice addressed to a Director is returned by the United States Postal Service marked as undeliverable, all future notices or reports shall be deemed to have been duly given without further mailings.

2.8 REGULAR OR SPECIAL MEETINGS

Regular or special meetings of the Advisory Board(s), including telephonic conference calls, shall be called upon the request of the Executive Director or one-third (1/3) of the Advisory Board members. The Executive Director shall communicate, or cause to communicate, notices of special meetings at least one week in advance by mail, electronic mail or by phone message.

2.9 VOTING

Each Advisory Board member shall have one vote.

2.10 EXPENSES

The individual color guard or percussion ensemble covers all expenses for representatives to the annual Advisory Board meeting.

2.11 CODE OF CONDUCT

Advisory Board members must represent, with loyalty, the interests of WGI while participating in meetings and in their decision-making within the organization. This accountability supersedes any conflicting loyalty such as that to individual units.

ARTICLE III BOARD OF DIRECTORS

3.1 BOARD OF DIRECTORS

The Board of Directors is comprised of representatives from the Color Guard and Percussion Advisory Boards and Directors-At-Large and is legally and financially responsible for the conduct of Winter Guard International. The Board of Directors is empowered to exercise the management of the business and affairs of the Corporation. Notice of any action taken by the Board of Directors shall be communicated to the community as soon as possible and appropriate thereafter.

3.2 COMPOSITION

The Board of Directors shall be comprised of a maximum of nineteen members, comprised of up to eighteen (18) voting members and one (1) non-voting, ex-officio member. The voting members of the Board of Directors shall be referred to as Directors of the Corporation.

- a. Fourteen (14) color guard and percussion ensemble representatives elected by the Advisory Boards. The number from each Advisory Board shall be determined by the Executive Director based on overall participation at regional contests from each division. An elected Director is defined as an individual having a current fiduciary, management, instructional or oversight role with an Advisory Board member organization, whether paid or unpaid, whose organization has achieved Primary status as defined in Article 2.4 at the time of their election.
- b. Up to four (4) At-Large Directors nominated and elected by the Board of Directors to a two-year term to commence at the Annual General Meeting. Directors-at-large shall be elected by the Board prior to the Annual General Meeting. The number of directors-at-large shall neither meet nor exceed the number of elected representatives from either division as defined in Article 3.2.a.
 - i. Directors-at-large are those individuals whose interest or involvement in the activity benefits the organization as a whole through the Board and its work. Directors-at-large shall be drawn from those whose experience, skills or knowledge are an addition to those members of the Board who are elected by the Advisory Boards.
 - ii. Directors-at large shall not be affiliated with any color guard or percussion ensemble that is eligible to become an Advisory Board member, nor have been affiliated within the previous twelve (12) months prior to election as a Director-at-large. Directors-at-large shall not be an employee or contractor of WGI when elected to the Board, nor while serving on the Board.
- c. The Executive Director shall be a non-voting, ex-officio member of the Board of Directors.

3.3 TERMS

Members of the Board of Directors shall each serve a two-year term. The terms of all directors, including at-large directors, shall be staggered so that the terms of half of the directors shall begin at the Annual General Meeting in even numbered years and the other half shall begin in odd-numbered years.

If a member of the Board of Directors ceases their affiliation with the Primary Advisory Board member from which they were elected during their term as a member of the Board of Directors, they shall continue as a Director until the end of their term.

3.4 RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Responsibilities of the Board of Directors include, but are not limited to:

- a. Approval of annual budget.
- b. Review financial statements and annual audit.
- c. Appointment of Executive Director.
- d. Overall management and strategic direction.
- e. Review bylaws and organizational structure.
- f. Elect officers.
- g. Establish committees and their membership.
- h. Review proposals presented to Board of Directors for change or adoption.
- i. Review project proposals.
- j. Selection of the site of the World Championships.
- k. Any other matters brought before the Board of Directors.

3.5 VACANCIES

A vacancy in any Director position because of death, resignation, removal, disqualification, or otherwise, shall be filled by the respective Advisory Board at their next meeting. In the case of Directors-at large, a vacancy shall be filled by the Board of Directors for the balance of the term.

3.6 REMOVAL AND DISQUALIFICATION

A Director may be removed by a two-thirds (2/3) vote of the Board of Directors at any duly scheduled meeting where notice is given. Directors against whom removal is contemplated shall be given the opportunity to be heard before any such vote takes place.

A Director who misses more than two (2) consecutive Board of Directors meetings without communication will lose their position on the Board of Directors; however, the Board of Directors may waive this provision if a failure to attend is beyond the control of such member. The President shall notify the member of the Board of Directors of their dismissal from the Board under this paragraph.

ARTICLE IV MEETINGS

4.1 ANNUAL MEETING

The Board of Directors shall meet at least once annually following the world championships but no later than July 31. At this meeting officers shall be elected and any other proper business may be transacted.

4.2 NOTICE OF ANNUAL GENERAL MEETING

Notices of annual meetings of the Board of Directors shall be sent or otherwise given no less than thirty (30) nor more than ninety (90) days before the date of the meeting by the Secretary at the direction of the President. The notice shall specify the place, date and hour of the meeting.

4.3 MANNER OF GIVING NOTICE

Notice of any meeting of the Board of Directors shall be given by electronic mail or other written communication at the address of the Director appearing on the books of the Corporation. If any notice addressed to a Director is returned by the United States Postal Service marked as undeliverable, all future notices or reports shall be deemed to have been duly given without further mailings.

4.4 REGULAR OR SPECIAL MEETINGS

Regular or special meetings of the Board of Directors, including telephonic conference calls, shall be called upon the request of the President or one-third (1/3) of the Directors. The Secretary shall communicate, or cause to communicate, notices of special meetings at least one week in advance by mail, electronic mail or by phone message.

4.5 QUORUM

Except as otherwise provided by law or these Bylaws, a majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

4.6 VOTING

Each Director shall have one vote. The vote may be by voice or by ballot provided that any election of officers must be by ballot if requested by any Director before voting has begun. Vote by proxy is not allowed.

4.7 CONDUCT OF MEETINGS

In the absence of the President, the most senior Vice President, and in his/her absence, any Director chosen by the Directors present shall call to order meetings of the Board of Directors. In the absence of or with the permission of the Secretary, the presiding officer may appoint any Director or other person present to act as secretary of the meeting.

4.8 UNANIMOUS CONSENT WITHOUT MEETING

Any action required or permitted by the Bylaws or any provision of law to be taken by the Directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members of such committee entitled to vote with respect to such action.

ARTICLE V OFFICERS

5.1 QUALIFICATIONS

Only individuals currently serving as directors on the Board of Directors may serve as principal officers of the Corporation

5.2 ELECTION AND TERM OF OFFICE

The Board of Directors at the Annual General Meeting shall elect the officers of the Corporation to a one (1) year term. Each officer shall hold office until his/her successor shall have been duly elected or until his/her prior death, resignation or removal.

5.3 REMOVAL

An officer may be removed by a two-thirds (2/3) vote of the Board of Directors at any duly scheduled meeting where notice is given. Officers against whom the Board of Directors considers removal shall be given the opportunity to be heard by the Board of Directors before such a vote is taken. An officer may be removed from office yet remain a member of the Board of Directors.

5.4 VACANCIES

A vacancy in the office of any Officer because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term at the next meeting.

If the Office of President becomes vacant, the Vice-President with the most seniority assumes the office of President (see section 5.7) for the balance of the term.

5.5 PRINCIPAL OFFICERS

The officers of the Corporation shall be a President, Vice-President of Color Guard, Vice President of Percussion, Secretary and Treasurer each of whom shall be elected by the Board of Directors. The officers of the Corporation shall serve as the Executive Committee.

5.6 PRESIDENT

The President is the senior officer of the Corporation and shall preside at all meetings of the Board of Directors. The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation and shall have such authority, responsibility, and duties as may be granted to or imposed upon him/her by the Board of Directors.

5.7 VICE-PRESIDENTS

In the absence of the President or in the event of death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice-Presidents (in order of seniority of service on the board) shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors.

5.8 SECRETARY

The Secretary shall keep or arrange for the keeping of the minutes of the meetings of the Board of Directors and Executive Committee in one or more books provided for the purpose; and in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or by the Board of Directors.

5.9 TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and earnings. The Treasurer shall render to the President and Board of Directors, whenever they request, an account of the Corporation's transactions and of the financial condition of the Corporation. Together with the President, the Treasurer shall be responsible for assuring the Corporation's non-profit tax-exempt status is maintained and the requirements imposed by federal and state laws for non-profit, tax-exempt status are at all times satisfied. The Treasurer shall have such other powers and perform such other duties as from time to time may be delegated or assigned by the President or by the Board of Directors.

5.10 PAST PRESIDENT

The Past President shall serve for a period of one (1) year as non-voting, ex-officio member of the Board of Directors and Executive Committee following the completion of their service as President. The Past President may act as a resource to insure stability and continuity while conducting the business of the Corporation. The Past President does not stand for election to serve as Past President. The Past President shall have such other powers and perform other duties as from time to time may be delegated or assigned to him/her by the President, the Board of Directors or the Executive Committee.

5.11 HONORARIUM

Officers may receive a small honorarium in consideration of their time and efforts as members of the Executive Committee as well as reimbursement of expenses as provided by the Board of Directors in the annual budget.

ARTICLE VI COMMITTEES

6.1 COMMITTEES

The Board of Directors may establish one or more committees, each committee to consist of at least three (3) voting Directors appointed by the President.

The President may appoint one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee.

Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors.

The President and Executive Director are ex-officio members of all Committees.

The designation of a committee and the delegation of authority to that committee do not relieve the Board of Directors or any Director of any responsibility imposed upon the Board of Directors or any Director by law.

6.2 THE EXECUTIVE COMMITTEE

The Executive Committee consists of the Officers of the Corporation and the Past President (if one exists). The Executive Committee is responsible for the development of a budget with the Executive Director for presentation to the Board of Directors, to provide ongoing direction and guidance to the Executive Director, to consider compensation matters and other human resource issues in confidence as well as to consider ethical or conduct matters for internal redress and to refine policies and procedures as established or where delegated by the Board of Directors.

The Executive Committee is responsible for ongoing issues as they arise between meetings of the Board of Directors and acts on behalf of the full Board in this context, subject to the policies and direction given by the Board. The Board reserves the ability to reconsider decisions made by the Executive Committee at its next meeting, as necessary.

ARTICLE VII EXECUTIVE DIRECTOR

7.1 EXECUTIVE DIRECTOR

The Executive Director is the Chief Executive Officer of the Corporation.

The Board of Directors shall appoint and engage in the Corporation's employment an Executive Director. Compensation and other terms of employment for the Executive Director shall be established by the President and approved by the Executive Committee.

The Executive Director shall in general supervise and control all of the business and affairs of the Corporation subject to the parameters set forth by the Executive Committee and/or the Board of Directors as well as such other duties as prescribed by the Board of Directors from time to time.

7.2 GENERAL RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

- a. Translation of the mission and strategic plan through collaboration with both internal and external constituencies;
- b. Development of collaborative partnerships with other national performing arts organizations, foundations, corporations or other entities relevant to the mission of Winter Guard International;
- c. Oversight of marketing and public relations strategies;
- d. Oversight of the regional and world championship events;
- e. Development of an annual business plan for the Corporation that reflects balancing of annual needs and long-term planning; and
- f. Supervision and development of the capacities of WGI staff to carry out the strategic plan of the Corporation.

7.3 ANNUAL EVALUATION

The Executive Director reports to the Executive Committee through the President of the Board. An annual evaluation of the performance of the Executive Director will be conducted by the President based on criteria developed by the Board of Directors and will be reported to the Board of Directors on an annual basis.

7.4 REMOVAL

The Executive Director may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Executive Director.

7.5 VACANCY

A vacancy of the Executive Director because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

ARTICLE XIII FINANCIAL CONTROLS

8.1 TAX-EXEMPT STATUS

Notwithstanding any other provision in these Bylaws, Winter Guard International shall conduct its business and affairs at all times in a manner consistent with its status as a tax-exempt corporation under Section 501©(3) of the Internal Revenue Code (“Code”) having public charity status under Section 509(a)(1) of the Code.

8.2 FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1 each year and end on June 30.

8.3 BUDGET

The Executive Director shall be responsible for the preparation of a budget for the fiscal year to be reviewed by the Executive Committee and presented to the Board of Directors for approval at the Annual General Meeting.

8.4 ANNUAL AUDIT

The Executive Director will insure that an audit of the financial records is performed annually and presented to the Board of Directors for approval.

8.5 LOANS

No indebtedness or borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

8.6 CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Executive Committee.

8.7 DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Executive Committee.

**ARTICLE IX
OFFICERS' AND DIRECTORS' LIABILITY AND INDEMNITY;
TRANSACTIONS WITH CORPORATION AND CODE OF CONDUCT**

9.1 LIABILITY OF DIRECTORS AND OFFICERS

No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by them while serving as a director or officer of the Corporation, or of any other Corporation, which they serve as a director or officer at the request of the Corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information held by officers or employees of the Corporation which they had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which they may be entitled as a matter of law or to which the Corporation may be entitled if the foregoing conditions are not met.

9.2 INDEMNITY OF DIRECTORS, OFFICERS, AGENTS AND EMPLOYEES

- a. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative or against whom liability of any character, whether statutory or at common law, is or is threatened to be asserted or imposed by reason of the fact that they are or were a director, officer, committee member, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, committee member, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against all expenses (including attorneys' fees), judgments, settlements, penalties, assessments, forfeitures, and fines actually and reasonably incurred by them in connection with such action, suit, or proceeding, to the fullest extent permitted, by Ohio Corporation Law, as amended from time to time
- b. The Corporation shall also reimburse any such person for all expenses, costs, and other payments actually and reasonably incurred by them in connection with any action, suit, proceeding, or liability described above to the fullest extent permitted by Ohio Corporation Law, as amended from time to time.
- c. Indemnification hereunder shall include, without limitation, indemnification of the directors, officers, employees, or agents of the Corporation with respect to all potential liability arising under the Employee Retirement Income Security Act of 1974 (the "Act") and the Internal Revenue Code of 1986 (the "Code"), as the Act and the Code are from time to time amended.
- d. Indemnification under this Section shall not be deemed exclusive of any other right provided for or available to such person under any law agreement, vote or otherwise, or under insurance purchased and maintained by the Corporation on behalf of such person against liability to an extent greater than the power of the Corporation to indemnify such person under the provisions of Ohio Corporation Law, as amended from time to time. The indemnification provided or permitted by this Section shall continue as to a person who has ceased to be a director, officer, employee, or agent

and shall inure to the benefit of the heirs, executors, and administrators of such. The provisions of this Section shall be given retroactive effect.

- e. No right of indemnification shall apply in the following instances in regard to the person seeking indemnification: (i) a willful failure to deal fairly with the Corporation or its Members in connection with a matter in which such person has a material conflict of interest; (ii) a violation of the criminal law, unless such person had reasonable cause to believe that his/her conduct was lawful or no reasonable cause to believe that his/her conduct was unlawful; (iii) a proceeding brought by or on behalf of the Corporation naming the person as a defendant or respondent in which the person is found liable to the Corporation (iv) a transaction from which such person derived an improper personal profit or benefit; or (v) willful misconduct on the part of such person.

9.3 CODE OF CONDUCT FOR DIRECTORS

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 WGI 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 WGI except as procedurally controlled to assure openness, competitive opportunity and equal access to information.

**ARTICLE X
AMENDMENT OF BYLAWS**

10.1 METHOD

These bylaws may be amended by majority vote of the Board of Directors at the Annual General Meeting, a Special Meeting or any scheduled Board meeting.