

**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 Sport of the Arts”, 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, percussion ensemble, and winds group 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 “they”, “them”, or “their” are used in traditional grammar. These terms refer to a gender-neutral 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.

ARTICLES

- I - Statement of Purpose
- II - Advisory Boards
- III - Board of Directors
- IV - Meetings
- V - Officers
- VI - Committees
- VII - Chief Executive Officer
- VIII - Financial Controls
- IX - Officers’ and Directors’ Liability and Indemnity; Transactions with Corporation and Code of Conduct
- X - Amendment of Bylaws

ARTICLE I STATEMENT OF PURPOSE

1.1 AIMS AND GOALS

The Aims and Goals of Winter Guard International is to organize high-energy and enjoyable events and experiences for color guards, percussion ensembles, and winds groups at the highest standard worldwide. Such goals are accomplished primarily by the following:

- a. Excellence and driving our participants and designers to achieve the highest performance standards;
- b. Teamwork and collaboration with a positive and open attitude towards new ideas;
- c. Honesty and transparency as essential in everything we do;
- d. Inclusivity for all participants and stakeholders regardless of race, ethnicity, disability, sex, gender identity, or sexual orientation;
- e. Creativity and driving our participants and designers to achieve the highest artistic standards;
- f. Safety and protection for all participants and stakeholders.

1.2 MISSION STATEMENT

The mission of Winter Guard International is to inspire and educate young performers around the world with unparalleled competitions and events with the spirit of inclusion, personal development, and community.

ARTICLE II ADVISORY BOARDS

2.1 ADVISORY BOARDS

Advisory Board membership is available to all organizations in the color guard, percussion ensemble, and winds 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 of the Independent World and Scholastic World finalists and the top five (5) 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 five (5) 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 WINDS ADVISORY BOARD

The Winds Advisory Board shall be composed of one representative from each of the Independent and Scholastic World finalists and the top five (5) finalists from all other classes of competition at the preceding world championships for the term of one (1) year. For winds groups from outside North America, the term shall be two (2) years.

2.5 ANNUAL ADVISORY BOARD MEETING

Each Advisory Board shall convene an annual meeting to be conducted after the World Championships and prior to the start of the next competitive season. The Chief Executive Officer may designate any place as the meeting place for the annual meeting. All eligible color guards, percussion ensembles, or winds groups 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, percussion ensemble, or winds group 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 Chief Executive Officer. 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 Chief Executive Officer or one-third (1/3) of the Advisory Board members. The Chief Executive Officer 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 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, Percussion, and Winds 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. Fifteen (15) color guard, percussion ensemble, and winds group representatives elected by the Advisory Boards. The number from each Advisory Board shall be determined by the Chief Executive Officer based on overall participation at regional contests from each division. Each Advisory Board shall be represented by a minimum of one (1) representative to the Board of Directors. 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, 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.
 - 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 Chief Executive Officer 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 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 Chief Executive Officer.
- 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 their 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 their successor shall have been duly elected or until their 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, 1st Vice President, 2nd Vice President, 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 them 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 them 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 Chief Executive Officer 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 Chief Executive Officer for presentation to the Board of Directors, to provide ongoing direction and guidance to the Chief Executive Officer, 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 CHIEF EXECUTIVE OFFICER

7.1 CHIEF EXECUTIVE OFFICER

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

The Chief Executive Officer 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 CHIEF EXECUTIVE OFFICER

- 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 Chief Executive Officer reports to the Executive Committee through the President of the Board. An annual evaluation of the performance of the Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer.

7.5 VACANCY

A vacancy of the Chief Executive Officer 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(c)(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 Chief Executive Officer 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 Chief Executive Officer 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 their conduct was lawful or no reasonable cause to believe that their 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 CONFLICTS OF INTEREST

10.1 GENERAL POLICY

Recognizing that Directors, Advisory Board Members, and officers have a duty of loyalty and fidelity to WGI and them must govern its affairs honestly and economically exercising their best care, skill, and judgment for the benefit of WGI, to avoid even the appearance of impropriety, the Directors, Advisory Board Members, and officers shall:

- a. Disclose to the appropriate Board any situation wherein the Director, Advisory Board Member, or officer has a conflicting interest or duality of interest that could possibly cause that person to act in other than the best interest of WGI; and
- b. Follow the procedures stated in this Article X governing the participation on behalf of WGI in any contract, action, or transaction in which the Director, Advisory Board Member, or officer has, or may have, a conflict of interest.

10.2 CONFLICT OF INTEREST POLICY

Without limiting the generality of the foregoing, WGI hereby adopts the Model Conflicts of Interest Policy developed by the Internal Revenue Service as the Conflicts of Interest Policy of WGI.

10.3 PROCEDURES

- a. Any Director, Advisory Board Member, or officer having a known duality of interest or possible conflict of interest on any matter before the Board, or a committee of the Board, or an Advisory Board shall make a disclosure of such conflict to the other Directors or Advisory Board Members. Such person shall not vote or use their personal influence on the matter if he or she has a conflict of interest as determined by the Board or Advisory Board. If requested by the Chair, the person shall leave the room during the discussion and any voting on the matter. The minutes of the meeting shall reflect the making of the disclosure, exit from and re-entry to the meeting room, and the abstention from voting, where applicable.
- b. The foregoing requirements shall not be construed as preventing a Director, Advisory Board Member, or officer from briefly stating their position on the matter, nor from answering pertinent questions of the other Directors or Advisory Board Members.
- c. No contract, action, or transaction shall be void or voidable with respect to WGI because the contract, action, or transaction (a) is between or affects WGI and one or more of its Directors, Advisory Board Members, or officers, (b) is between or affect WGI and any other entity in which one or more of the Directors, Advisory Board Members, or officers are directors, trustees, or officers, or in which one or more of the Directors, Advisory Board Members, or officers have a material financial or personal interest, or (c) has been authorized by a vote of one or more interested Directors,

Advisory Board Members, or officers at a Board or committee meeting, if any of the following applies:

- i. The material facts as to their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Board, Advisory Board, or committee, and the Board, Advisory Board, or committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested members, even though the disinterested members may constitute less than a quorum of the members of the body; or
- ii. The contract, action, or transaction is fair as to WGI as of the time it is authorized or approved by the Board, Advisory Board, or committee.

10.4 QUORUM

Interested individuals may be counted in determining the presence of a quorum at a meeting of the Board, Advisory Board, or committee, that authorizes a contract, action, or transaction described in this Article X.

**ARTICLE XI
AMENDMENT OF BYLAWS**

11.1 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.