



**West Coast Winter Guard
BYLAWS
Revised 2020**

**WINTER GUARD
2020**

**BY-LAWS
OF
West Coast Winter Guard**

INTRODUCTION

West Coast Winter Guard (Sometimes referred to as “West Coast Winter Guard”, “WCWG”, the “Corporation”, the “Organization”, or “We”) requires the utmost 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 movement rather than for the gain of any one or a 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 male or female person, interchangeably and equally.

“Sign” means to execute or adopt a manual, facsimile, conformed, or electronic signature or ant symbol with intent to authenticate a writing.

ARTICLES

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**ARTICLE I
STATEMENT OF PURPOSE**

1.1 AIMS and GOALS

The Aims and Goals of West Coast Winter Guard are to utilize the collective influence of its members to improve the standards and quality level of winter guard 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. Partnering with those in the marching arts industry and music education community to ensure that WCWG and its members and participants have a valued and influential role.
- c. Collaborating with contest sponsors to produce and stage well run, financially successful competitions and events. WCWG will strive to ensure that events are held in locations and facilities that provide to optimum balance between the needs of participating colorguards, those attending and the sponsors.

1.2 MISSION STATEMENT

West Coast Winter Guard is established for the benefit of colorguards that participate in the activity at all levels of achievement throughout the Southern California Area.

WE SEEK:

West Coast Winter Guard provides educational opportunities and competitive events to foster a sense of community and inspire programs to realize their full potential.

ARTICLE II ADVISORY BOARDS

2.1 ADVISORY BOARDS

Advisory board membership is available to all organizations in the colorguard community based on achievement.

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

2.2 DEFINITION OF ADVISORY BOARDS

Advisory board members are those color guards that have been actively involved in West Coast Winter Guard, designated representatives of Primary Advisory Board members are eligible for election to Board of Directors.

Should a Primary Advisory Board Member fail to achieve Advisory Board status in subsequent years, Primary status is regained if the colorguard returns to the advisory board within a three year period and has not taken more than one year off from active competition.

2.3 ANNUAL ADVISORY BOARD MEETING

Each Advisory board shall convene an annual meeting to be conducted by their Vice President after each championships and prior to the start of the next competitive season. All eligible color guards must have a representative their or forfeit their primary board status. Only those listed on the published staff roster may represent the unit.

2.4 MANNER OF GIVING NOTICE

Notice of any meeting of the advisory board shall be given by electronic mail or other written communication at the address of the director on the books of the corporation.

2.5 REGULAR OR SPECIAL MEETINGS

Regular or special meetings of the advisory board, including conference call, shall be called upon the request of the president.

2.6 VOTING

Each Advisory Board member shall have one (1) vote

2.7 Code of Conduct

Advisory Board members must represent, with loyalty, the interest of WCWG while participating in meetings and in their decision making within the organization. This accountability supersedes and conflicting loyalty such as that to an individual unit.

ARTICLE II BOARD OF DIRECTORS

3.1 BOARD OF DIRECTORS

The Board of Directors is comprised of representatives of the color guard Advisory Board and is Legally and Financially responsible for the conduct of West Coast Winter Guard. the Board of Directors is empowered to exercise the management of the business and affairs of the corporation.

3.2 COMPOSITION

The Board of Directors shall be comprised of no more than 6. the voting members of the Board of Directors shall be referred to as Directors of the Corporation.

a. Six (6) Advisory board members shall sit on the Board of Directors. Five (5) Vice Presidents and one (1) President. The President shall be defined as having fiduciary, management, instructional or oversight role within the Board of Directors.

b. The President shall be a non voting member of the Board of Directors. In the event of a tie the President will cast the tie breaking vote.

3.3 RESPONSIBILITIES OF THE BOARD OF DIRECTORS

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

1. Approval of annual budget
2. Overall management and strategic direction
3. Review Bylaws and organizational structure
4. Establish committees and their membership
5. Review proposals sent to the Board for changes or adoptions
6. Review project proposals
7. Site Selection
8. Any other matters brought before the Board

3.4 VACANCIES

Any vacancies shall be filled by the President with the approval of the Board of Directors

3.5 REMOVAL AND DISQUALIFICATION

A Director may be removed by a two-thirds (2/3) vote of the Board of Directors. Any Director where removal is contemplated shall be afforded an audience with the Board regarding relevant statements and facts.

ARTICLE IV MEETINGS

4.1 MEETINGS

The Board of Directors shall meet regularly throughout the year to ensure the business of the organization is being handled in a manner consistent with the mission or the corporation.

4.2 NOTICE OF ANNUAL MEETING

There shall be an annual meeting with the Board of Directors and the Membership once a year. This meeting shall be held after Circuit Championship but prior to July 1. Notice for this meeting shall go out via electronic mail, text message, social media post no more than 45 days prior to the meeting.

4.3 QUORUM

Except as otherwise provided by law or these bylaws, a majority of the board shall constitute a quorum.

4.4 VOTING

Each Director shall have one (1) vote. The vote may be by voice or ballot. Vote by proxy is not allowed.

4.5 CONDUCT OF MEETINGS

The President shall call meetings to order, in the event the President is not present the most senior Vice President shall call the meeting to order. The Vice President of Membership shall run all meeting in accordance with Roberts Rules of Order.

4.6 UNANIMOUS CONSENT

Any Action required or permitted by these bylaws or any provision of the law to be taken by the Board or any committee thereof at a meeting or resolution may be taken without a meeting if consent in writing.

Setting forth the action so taken, shall be signed by all of the Board or such committee entitled to vote with respect to such action.

ARTICLE V OFFICERS

5.1 QUALIFICATIONS

Only individuals currently serving on the Board of Directors may serve as principal officers of the corporation.

5.2 PRINCIPLE OFFICERS

The officers of the corporation shall be a President, Vice President of Membership, Vice President of Education, Vice President of Finance, Vice President of Records, Vice President at Large

5.3 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 controls of the Board of directors, have general supervision and control of the business and officers of the corporation. The President duties shall include but are not limited to; oversight of all show day activities, supervision of committees, awards, contracts, oversight of adjudication technologies, scheduling of events, planning an implementing meeting of the Board of Directors, compliance with all insurance mandates.

5.4 VICE PRESIDENT OF MEMBERSHIP

The Vice President of Membership shall be a liaison between the membership and the Board of Directors including but not limited too; helping to oversee and compile information for all member units, member relations, content manager, website administration, instructor liaison.

5.5 VICE PRESIDENT OF ADJUDICATION / EDUCATION

The Vice President of Adjudication and Education shall be a liaison between the adjudicators and the Board of Directors including but not limited too; communications with judges, judges coordination, judges education, unit classification, paradigm establishment, instructor education.

5.6 VICE PRESIDENT OF FINANCE

The Vice President of Finance shall be the chief financial officer of the corporation with duties including but not limited too; budgeting, expenditures, cost analysis, disbursement of funds, invoicing, federal and state tax compliance, legal compliance under 501c3, compliance with 509a1 federal non profit status, sourcing and funding membership celebration events, collaborating with circuit administrator to ensure fiscal responsibility to all stakeholders.

5.7 VICE PRESIDENT OF RECORDS

The Vice President of Records shall be the primary record keeper and historian of the corporation who's duties will include but not be limited too; meeting minutes, record keeping, circuit records, historical data, archival footage, physical and electronic copies of all corporation documents.

5.8 VICE PRESIDENT AT LARGE

The Vice President at Large shall be the Circuit Auditor / Parliamentarian who's duties will include contract word-smith, updating of current contracts, assuring proper procedures of the corporation, financial audit and other duties deemed by the Board of Directors.

ARTICLE VI FINANCIAL CONTROLS

6.1 TAX-EXEMPT STATUS

Notwithstanding any other provisions in these Bylaws, West Coast Winter Guard shall conduct its business and affairs at all time in a manner consistent with its status as a tax-exempt corporation under section 501C3 of the Internal Revenue Code having public charity status under section 509a1 of the code.

6.2 FISCAL YEAR

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

6.3 BUDGET

The President, VP of Finance in conjunction with circuit administrator shall be responsible for preparation of an annual budget to be presented to the board for approval no later than September 15.

6.4 LOANS

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

6.5 Check, Drafts, ETC.

All Checks, Drafts, or other orders for payments of money. notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers of the board or approved employees of the organization.

6.6 DEPOSITS

All funds of the corporation shall be deposited in a timely manner.

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

7.1 LIABILITY OF DIRECTORS AND OFFICERS

No person shall be liable to the Corporation for any losses or damage suffered by it on account of action taken or omitted to be taken by them while serving as director or officer of the corporation, or of any other corporation, which they serve as director or officer at the request of the corporation, in good faith, if such person

(a) excised 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 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 the 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.

7.2 INDEMNITY OF DIRECTORS, OFFICERS, AGENT AND EMPLOYEES

a. The Corporation shall indemnify any person who was or is party or is threatened to be made party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative or against whom a liability of character, whether statutory or common law, while serving faithfully in their duties as described in these bylaws.

b. The Corporation shall reimburse any such person for reasonable cost related to such defense.

c. Indemnification hereunder shall include, Directors', Officers', Agents', Employees' of the corporation under Internal Revenue Code of 1986.

d. 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 criminal law, unless such person has reasonable cause to believe his conduct was lawful and on behalf of the corporation: (iii) a transaction from which the person derived a personal and improper personal benefit or profit: (iv) willful misconduct on the part of such person.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

8.1 METHOD

These bylaws may be amended by majority vote of the Board of Directors.