



Bylaws

2019 Season

Article 1. Name

The name of the organization shall be "The South Florida Winter Guard Association Incorporated," a Florida Non-Profit Corporation.

Article 2. Purpose

The SFWGA exists to foster the educational and skill development of performers and instructors in the winter guard activity, to instill in students and young adults an appreciation for the performing arts, and to build the core components of teamwork, leadership, and discipline through performance competition.

Article 3: Membership

- A. The SFWGA offers membership to groups seeking to perform in Color Guard competitions, under the competitive rules of Winter Guard International.
- B. Classes of Membership
 - (i) Scholastic Unit (voting, annual dues)
 - (ii) Independent Unit (voting, annual dues)
 - (iii) Honorary Membership (non-voting, no annual dues)

Article 4: Governing Body

- A. Directors/Officers: Directors are listed with the State as the individuals responsible for the actions of the organization. They have Board and Association voting rights and are elected by vote of the General Membership with the directive that they serve in the following Offices:
 - (i) President
 - (ii) 1st Vice-President of Operations
 - (iii) 2nd Vice-President of Finance
 - (iv) 3rd Vice-President of Membership
 - (v) 4th Vice President of Color Guard
 - (v) Secretary
- B. Advisory Board: The Advisory Board members are appointed by the Directors and Executive Board and have Board and Association voting rights.
 - (i) Contest Director
 - (ii) Judging Administrator
 - (iii) Judging Coordinator
 - (vi) Classification Committee Chairperson
 - (vii) Parliamentarian
 - (viii) Educational Director
 - (ix) Marketing/Foundation Director
- C. All Board Members must be at least 21 years of age prior to the date of their election.
- D. A nominee must be present at the meeting during which elections are held to either accept or decline the nomination, or have submitted a letter of intent to the President prior to the meeting date accepting or declining the nomination.
- E. A Board Member who is absent three (3) consecutive meetings of the Board or the General Membership may be removed from office. The President may appoint a replacement, or reassign the duties of the vacant office to the remaining Board Members.
- F. Should a Board Position be unfilled at the annual elections meeting, the President may appoint the position or reassign the duties of the vacant position to the remaining Board members.
- G. In the event of death, resignation, or incapacity in the office of the Presidency, the 1st Vice President shall assume the office of the President.

- H. In the event of death, resignation, or incapacity in any other office, the President shall assign said duties to the remaining board members.
- I. Elections of SFWGA Director positions shall be held at the Summer Caucus.
 - (i) Each member unit is allocated one vote. Only the Primary Representative listed on the Membership Form may vote on behalf of the member unit. If the Primary Representative is unable to attend the meeting, a proxy may be designated by notifying the SFWGA Secretary in writing of the name of the individual casting vote on behalf of the member unit.
 - (ii) A simple majority vote of those eligible to vote on such matters in attendance at the meeting is required to elect a Director or Executive Board Member.
 - (iii) Elected Board Members assume office immediately.
- J. Advisory Board Members are appointed by the SFWGA Directors.
- L. The term of office for all Board positions is one year. There is no maximum on the number of consecutive terms an incumbent may be re-elected.
- M. Directors and Executive Board members assume office immediately following their elections.
- N. A Director or Executive Board member may be removed from office by majority vote of all Registered Representatives, present and not present, at a General Membership meeting that has been called expressly for that purpose.
- O. An Advisory Board Member may be removed from office by act of the President or by simple majority vote of the Board Members present at a meeting called expressly for that purpose.
- P. The SFWGA Directors will have final authority over all legal and safety matters.

Article 5: Meetings

- A. There is one mandatory General Membership meetings for the Association. The meetings are:
 - (i) Summer Caucus for Bylaws and Policy changes and elections of Directors, to be held during August/September of each year.
 - (ii) Additional meetings of the Directors, the elected Board, or the General Membership may be scheduled as needed and appropriate.
- B. Additional membership meetings may be held at the discretion of the Board of Directors.
- C.. The Membership must be notified of any General Membership meeting at which changes to Bylaws, changes to Policy and Procedure, or elections are scheduled to occur, no less than 10 calendar days prior to the meeting. The notification must state the date, time, and location of the meeting, and the purpose(s) of the meeting. These requirements will be considered met when the date is posted on the SFWGA website in the "Events" calendar or in a Home Page announcement, a group email is sent to the registered email address of all Voting Members of record, or when a notice is sent by US Mail to the registered street address of all Voting Members of record.
- D. Decisions made at General Membership Meetings require a simple majority (50% + 1 of the Voting Members present at the meeting) in favor of the action.
- E. Board Meetings shall be held at the discretion of the President and their staff throughout the season or off season. Decisions made at Board Meetings require a simple majority (50% + 1 of the Board Members present at the meeting) in favor of the action.

Article 6: Revisions and Amendments to Bylaws

- A. Revisions and Amendments to Bylaws may be proposed by any person with an interest or affiliation with the SFWGA.
- B. Proposals must be in writing and submitted to the President no later than August 1st of each year.
- C. The Membership will be notified of all proposals to amend Bylaws either by mailing copies of the proposals to the registered Representatives, or by posting the proposals on the SFWGA website no less than 10 calendar days prior to the meeting at which a vote on the proposals will be taken.
- D. Proposals to revise or amend Bylaws will be discussed at the September Caucus, during which a proposal may be amended or withdrawn. After discussion on the proposal has been completed, a vote will be taken.
- E. Each person present at the meeting is allocated one vote. A simple majority vote (50% + 1) of those in attendance at the meeting is required to pass the proposal at the Caucus.
- G. Bylaws revisions and amendments that are approved by the Caucus must then be approved by the Voting Membership. The Membership vote may take place immediately, or at another time as directed by the President. Only the Registered Voting Representative of each unit may vote in the final ratification. Revisions and amendments require a simple majority vote (50% + 1) of the Voting Representatives in attendance at the meeting in favor of the action. If a Voting Representative is unable to attend the meeting, s/he may assign a proxy to another individual by giving no less than 10 days advance notice to the Secretary of the SFWGA.
- H. Revisions and amendments approved at the Caucus become effective immediately.

Article 7: Prohibited Activities

Notwithstanding any other provision of these Bylaws or Articles of Incorporation, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

Article 8: Liability of Directors and Officers

Directors and Officers of the organization shall not be personally responsible for the debts, liabilities, or other obligations of the Organization.

Article 9: Indemnification of Directors, Officers, and Agents

To the fullest extent permitted by applicable law, the Organization shall indemnify Directors, Officers, and Agents of the Organization, if Indemnitee was, is, or is threatened to be made, a party to, or a participant (as a witness or otherwise) in any Proceeding against all expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by Indemnitee in connection with such Proceeding, if Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Organization and, in the case of a criminal Proceeding, had no reasonable cause to believe Indemnitee's conduct was unlawful. *(The Organization agrees to reimburse the Directors, Officers, and Agents for all expenses incurred in defense of civil or criminal charges, fines, and judgments brought against them personally or jointly, and arising out of the actions or liabilities of the Organization)*

Article 8: Dissolution of the Organization

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any

such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.