



*“The Southeastern Color Guard Circuit (SCGC) fosters positive experiences for all who participate by promoting education, creativity, and freedom of expression through the unification of pageantry and the performing arts.”*



## BY-LAWS

### OF

## THE SOUTHEASTERN COLOR GUARD CIRCUIT, INC. (A Non-Profit Public Benefit Corporation)

### ARTICLE I

#### OFFICES

- 1.1 **Name.** The name of this corporation shall be Southeastern Color Guard Circuit, Inc. (the "Corporation").
- 1.2 **Principal Offices.** The principal executive office of the Corporation shall be at 1670 L&N Turnpike Road in the City of Horse Cave, Kentucky, County of Hart, Kentucky or at such other place, as the Board of Directors shall designate.
- 1.3 **Other Offices.** The Board of Directors may at any time establish other offices at any place or places.

### ARTICLE II

#### PURPOSE

- 2.1 **The principal purpose of the Corporation is to utilize our collective influence to improve the ethical standards and quality level of color guard and percussion ensemble competitions so it will be of maximum benefit to its youthful participants and will continue to be worthy of the support of the general public. This will be accomplished by the following:**
  - a. Presenting a unified approach as necessary to insure continued improvement of the rules under which we operate and compete.

- b. Working closely with those who judge our performances 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. Cooperating with contest sponsors and other promoters to insure the Southeastern Color Guard Circuit receives sufficient sums of money to remain solvent while allowing sponsors to have a sufficient profit to make their effort worthwhile.
- d. Obtain facilities and conditions, which meet the units' needs and which are commensurate with the sponsors' ability to provide them.
- e. Striving to improve the quality of our performances so the paying public will increase its support of our programs.
- f. To conduct a color guard and percussion circuit championship contest (hereby ailed the Circuit Championships).

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

- 3.1 Membership.** The Southeastern Color Guard Circuit Board of Directors will consist of eight (8) representatives elected by members of the Color Guard advisory board, four (4) representatives elected by the members of the Percussion Advisory Board, and one (1) State Representative appointed by elected State Representatives. An elected member serves a two-year term and all positions are elected regardless of unit affiliation.

### **ARTICLE IV**

#### **MEETINGS**

- 4.1 Annual Meeting.** The Board of Directors shall meet at least once annually following the Circuit Championships but no later than June 30<sup>th</sup> and such other times as may be deemed necessary. At this meeting officers shall be elected and any other proper business may be transacted.
- 4.2 Notice of Meeting.** All notices of meetings of the Board of Directors shall be sent or otherwise given not less than thirty (30) nor more than ninety (90) days before the date of the meeting by, or 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 first-class mail or other written or electronic communication at the address of the Board Member appearing on the books of the Corporation. If any notice addressed to a member is returned by the United States Postal Service or internet

provider marked as undeliverable, all future notices or reports shall be deemed to have been duly given without further mailings.

- 4.4 **Quorum.** The presence in person of a majority of Board Members at any Meeting for which notice was duly given shall constitute a quorum for the transaction of business. The members present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.
- 4.5 **Voting.** Each member shall have one vote. The members' vote may be by voice or by ballot; provided, however, that any election of officers must be by ballot if demanded by any member before the voting has begun. If a quorum is present, the affirmative vote of the members represented at the meeting and entitled to vote on any matter shall be the act of the members.
- 4.6 **Parliamentary Procedures.** Parliamentary procedures and rules for all meetings of the Board of Directors shall be the latest version of "Robert's Rules of Order", which may be temporarily suspended by a majority vote of those present at any meeting.

## **ARTICLE V**

### **OFFICERS**

- 5.1 **Number, Tenure and Qualifications.** The officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. Each officer shall be elected for a term of two (2) years. The office of Past President will be added for the period of one (1) year following the completion of service as President as a non-voting position.
- 5.2 **Executive Board.** The President, First Vice-President, Second Vice-President, Secretary, Treasurer and Past President (if applicable) will constitute the Executive Board. This body shall have the authority to act on behalf of the full Board of Directors during the interim between meetings. The actions of the Executive Board may be overridden by a majority vote of the Board of Directors.
- 5.3 **Election of Officers.** The Board of Directors shall elect the officers of the Corporation at the annual meeting following the Circuit Championships. Each officer shall hold office until his or her successor shall have been duly elected.
- 5.4 **Subordinate Officers.** The Board of Directors may appoint, and may empower the Executive Board to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the by-laws or as the Board of Directors may from time to time determine.

- 5.5 Vacancies in Offices.** A vacancy in any office shall be filled in the manner prescribed in these by-laws for regular appointments to that office.
- 5.6 President.** 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. He/She shall preside at all meetings of the Board of Directors and have such other powers and duties as may be prescribed by the Board of Directors or by the by-laws. Together with the Treasurer, the President 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.
- 5.7 First and Second Vice-president.** In the absence or disability of the President, the Vice-presidents, in order of their rank as fixed by the Board of Directors, shall perform all the duties of 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 have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the by-laws.
- 5.8 First and Second Vice-president.** In the absence or disability of the President, the Vice-presidents, in order of their rank as fixed by the Board of Directors, shall perform all the duties of 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 have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the by-laws.
- 5.9 Secretary.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors and committees, showing (a) the time and place of meetings; (b) the names of those present at Board of Directors or committee meetings; (c) the number of members present at meetings and proceedings. The Secretary shall keep, or cause to be kept, at the principal executive office, a register of the address and phone number of each member. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and have such other powers and duties as may be prescribed by the Board of Directors or by the by-laws.

- 5.10 Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and 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 prescribed by the Board of Directors or the by-laws.
- 5.11 Past President.** The Past President shall serve for a period one (1) year following the completion of service as President and act as a resource to insure stability and continuity while conducting the business of the Corporation. The Past President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the by-laws. This position is non-voting.

## ARTICLE VI

### COMMITTEES

- 6.1 Committees of Directors.** The President may designate one or more committees, each consisting exclusively of Directors of the Corporation and may appoint the Chairperson(s) of the committee. The President shall serve an ex-official, voting member of each committee.
- 6.2 Business Committee.** The Business Committee shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Past President (if applicable), Contest Coordinator, Championship Coordinator, Color Guard Coordinator, and Percussion Coordinator. Duties and responsibilities of the Business Committee is to handle the business activities of the Corporation including, but not limited to evaluate staff, set policies and procedures, evaluate goals and plan for the future. The Business Committee will meet annually after the World Championships and as deemed necessary and convenient by the President.

## ARTICLE VII

### FINANCES

- 7.1 Fiscal year.** The fiscal year shall be from July 1st to June 30th.
- 7.2 Bi-Annual audit.** The Chief Financial Officer will insure that an audit of the financial records is performed bi-annually or at the election of a new Treasurer.

## ARTICLE VIII

### CONTESTS

- 8.1 Circuit Contests.** The Corporation will contract circuit contests throughout the competitive season from January through April of each year. These contests will run using approved contest rules, operating procedures and judges.
- 8.2 Circuit Championships.** The Corporation will sponsor a Circuit Championship to be held annually. This contest shall be conducted using approved contest rules, operating procedures and judges. This show is to be open to any unit for which a class of competition is established. Any unit competing in the Circuit Championships must compete in at least three(3) circuit \*weekends (with the WGI Nashville being accepted as a circuit weekend) prior to the Circuit Championships. \*A weekend is defined as one or two performances per calendar weekend.
- 8.3 Date.** The Circuit Championships shall be held the third or fourth weekend of March or the first or second weekend in April of each year. The Circuit Championships shall be held prior to the WGI World Championships.
- 8.4 Location.** The location of the Circuit Championships will be preferably chosen at least one year in advance and no later than September 1<sup>st</sup> of each year and must be approved by the Board of Directors at any meeting.”

## ARTICLE IX

### AMENDMENTS

- 9.1 Amending by-laws.** The by-laws may be amended by a majority vote of the Board of Directors at any meeting.