

**BYLAWS
OF
NORTH TEXAS COLORGUARD ASSOCIATION
A NON-PROFIT TEXAS CORPORATION**

ARTICLE I

OFFICES

1.1. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Arlington, Tarrant County, Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERSHIP

2.1. Membership. Any bona fide member of a performing arts nature is eligible for membership. This includes winter guard and winter percussion units as defined in the current Winter Guard International (“WGI”) rulebook, as well as members who wish to compete in solo and ensemble competition only. Individual memberships will be made available.

2.2. Application for and Approval of Membership. All applicants for membership shall complete and, if required by the Corporation, sign the form of application provided by the Corporation and shall submit it to the office of the Corporation for review and approval by the Board of Directors. Prior to each competitive season, all member units must reapply in the same manner as new members. Upon reapplication and payment of the current membership fees, a unit shall be accepted for membership. Membership is by unit and not by school or organization. Each unit from within a school or organization must submit a separate application for membership.

2.3. Benefits of Members. Members will be given access to all North Texas Colorguard Association sponsored contests, voting privileges at general meetings, one (1) WGI adjudication manual, one (1) membership roster.

2.4. Voting Privileges of New Members. A new unit admitted will be permitted voting privileges at the next regularly scheduled meeting.

ARTICLE III

DUES

3.1. Establishment of Dues. Dues and admission fees may be established from time to time by the Board of Directors and shall be approved by a two-thirds majority vote by the membership.

3.2. Membership Fees. Membership fees shall be assessed each member unit to be paid to the Corporation by November 15th, preceding the beginning of the competitive season. These monies shall be used for the day-to-day operation of the circuit including, but not limited to, judges' training, instructors' training, supplies for circuit and contest administration, judges' travel and housing, and other expenses incurred over the course of the competitive season.

3.3. Late Fee. Any member who fails to pay their dues by the November 15th deadline, will be assessed a late fee of fifty dollars (\$50.00).

3.4. Refunds. No dues shall be refunded to any one whose membership is terminated for any reason.

ARTICLE IV

BOARD OF DIRECTORS

4.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

4.2. Number, Election, Tenure and Qualification. The initial Board of Directors shall consist of the number of Directors (the term "Director" hereinafter shall mean a member of the Board of Directors") named in the Articles of Incorporation. Thereafter, the number of Directors shall be fixed by the Board of Directors; the number of Directors shall never be less than three (3). The Board of Directors shall be comprised of the executive officers of the Corporation. Each Director shall hold office for a *one year term* and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

4.3. Non-Voting Advisory Directors and Other Supporters. The Board of Directors may designate any number of persons as non-voting advisory directors, and the Board of Directors may establish such other non-voting categories of supporters and advisors as the Board of Directors shall determine, and each such category or classification shall have such rights and privileges as the Board of Directors may determine.

4.4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice other than this Bylaw. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without notice other than such resolution.

4.5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President. A special meeting of the Board of Directors shall be called by the Secretary whenever requested in writing by a majority of the Board of Directors.

4.6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, facsimile or electronic mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by facsimile or electronic mail, such notice shall be deemed to be delivered when the facsimile or telegram is transmitted. Any Director may waive notice of any meeting in writing. All such written waivers shall be filed with the minutes of such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.8. Telephonic Meetings. Unless otherwise restricted by the Articles of Incorporation, subject to the provisions required or permitted by law or these Bylaws for notice of meetings, a Director, or a member of any committee designated by the Board of Directors, may participate in and hold a meeting of the Board of Directors, or such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

4.10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, or until his or her successor qualifies, or until his or her earlier death, resignation or removal.

4.11. Powers. No Director, officer or employee of the Corporation shall have the power to incur any indebtedness on behalf of the Corporation in excess of one hundred dollars (\$100.00) unless he or she has obtained advance authorization to do so by the Board of Directors.

4.12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, 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.

4.13. Nominations and Elections. The President will appoint a Nominations Committee a minimum of one (1) month prior to the elections. The Nominations Committee will present one (1) slate of officers which will include the offices of President, Vice President, Secretary, Treasurer, Parliamentarian, Percussion Representative, and Member-at-Large. Elections will be held at the annual spring meeting.

4.14. Qualifications. All regular members shall be eligible and entitled to voting privileges and shall be eligible to serve on the Board of Directors and on standing and/or special committees.

ARTICLE V

OFFICERS

5.1. Executive Officers. The executive officers of the Corporation shall be members of the Board of Directors. The executive officers shall be a President, a Vice President, a Secretary, a Treasurer, a Parliamentarian, a *Percussion Representative*, a *Member-at-Large* and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2. Election and Term of Office. The executive officers of the Corporation shall be elected on a *one year basis* by the membership at the regular scheduled spring meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

5.3. Re-election. The executive officers of the Corporation shall be eligible for reelection to the same office for an unlimited number of terms.

5.4. Removal. Any officer elected by the membership, or appointed by the Board of Directors may be removed by not less than a two-thirds vote of all members whenever in its judgment the best interests of the Corporation would be served thereby.

5.5. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.6. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all regular and special meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.7. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President 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 President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

5.8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall make a written report of the finances of the Corporation at each regular meeting of the Directors and members and at such other time as the Directors shall require.

5.9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the regularly scheduled meetings in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.10. Parliamentarian. The Parliamentarian shall assist the President plan meetings and agendas for meetings, as well as maintain order in the meetings. The Parliamentarian will also serve as chairperson of any committee which revises documents of the Corporation, including, but not limited to, By-laws, Articles of Incorporation and the Policies and Procedures Manual.

5.11. Percussion Representative . *The Percussion Representative shall serve as the liaison between the percussion membership and the Executive Board. The Percussion Representative shall perform all duties incidental to the office of Percussion Representative, and other such duties as may be assigned by the President.*

5.12. Member-at-Large. *The Member-at-Large shall act as a liaison between the Membership and the Board of Directors and shall convey ideas and concerns to the Board of Directors from the Membership. The Member-at-Large is also responsible for other such duties as may be assigned by the President.*

ARTICLE VI

GENERAL MEMBERSHIP MEETINGS

6.1. Regular Meetings. The general membership will meet two (2) times annually, one (1) time during the spring and one (1) time during the fall.

6.2. Special Meetings. Special meetings of the general membership may be called by the President, with a majority approval of the Executive Officers.

6.3. Agenda. The meeting agenda will be prepared by the President, who will act as the presiding officer over the general membership meeting. In the President's absence, the Vice-President shall serve as the presiding officer, and in absence of both the President and the Vice-President, the Secretary shall serve as the presiding officer.

6.4. Quorum. A quorum of the general membership shall be defined as two-thirds (2/3) of the Board of the Directors plus twenty percent (20%) of the colorguard membership and at least one (1) representative from the percussion membership. A Director may represent both the Board of Directors and a member unit for the purposes of making a quorum.

6.5. Voting. Voting privileges at general membership meetings are given to one (1) representative from each member unit (which is current with their paperwork and financial obligations as described in Articles II and III above), or individuals who have paid dues for an individual membership with voting privileges. Proxies will be accepted. Individuals who represent more than one (1) member unit may cast one (1) vote for each member unit they represent, as long as their name is the only name listed on that member unit's roster. The President may cast a vote in order to reconcile a vote.

ARTICLE VII

COMMITTEES

7.1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which, to the extent provided in such resolution, in the Articles of Incorporation or in these Bylaws shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two or more persons and shall consist of at least one (1) Director.

7.2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the President of the Corporation. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

7.3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.4. Chair. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

7.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and delivery any instrument in the name of and on

behalf of the Corporation. Such authority may be general or confined to specific instances.

8.2. Checks and Drafts. All checks, drafts, or 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 as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

8.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

8.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX

INDEMNIFICATION

9.1. Persons. The Corporation shall indemnify to the extent provided in Sections 8.2, 8.3 or 8.4 of this Article:

(1) Any person who is or was a Director, officer, agent or employee of the Corporation; and

(2) Any person who serves or served at the Corporation's request as a Director, officer, agent or employee.

9.2. Extent in Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Section 8.1 by right of his or her holding a position named in Section 8.1, the Corporation shall indemnify him, if he or she satisfies the standard in Section 8.3, for expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

9.3. Standard in Derivative Suit. In case of a suit by or in the right of the Corporation, a person named in Section 8.1 shall be indemnified only if:

(1) He or she is successful on the merits or otherwise; or

(2) He or she acted in good faith in the transaction which is the subject of the suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, he or she shall not be indemnified in respect of any claim, issue or matter as to which he or she has been adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that despite the adjudication, but in view of all the circumstances, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

9.4. Extent in Non-Derivative Suits. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Corporation, together hereafter referred to as a non-derivative suit, against a person named in Section 8.1 by reason of his or her holding a position named in Section 8.1, the Corporation shall indemnify him or her, if he or she satisfies the standard in Section 8.5, for amounts actually and reasonably incurred by him or her in connection with the defense or settlement of a non-derivative suit as:

- (1) Expenses (including attorneys' fees);
- (2) Amounts paid in settlement;
- (3) Judgments; and
- (4) Fines.

9.5. Standard in Non-Derivative Suits. In case of a non-derivative suit, a person named in Section 8.1 shall be indemnified only if:

- (1) He or she is successful on the merits or otherwise; or

(2) He or she acted in good faith in the transaction which is the subject of the non-derivative suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, he or she had no reason to believe his or her conduct was unlawful. The termination of a non-derivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this Subsection 8.5(2).

9.6. Determination that Standard Has Been Met. A determination that the standard of Section 8.3 or Section 8.5 has been satisfied may be made by a court. Or, except as stated in Subsection 8.5(2), the determination may be made by:

(1) a majority of the Directors of the Corporation (whether or not a quorum) who were not parties to the action, suit or proceeding; or

(2) independent legal counsel in a written opinion.

9.7. Proration. Anyone making a determination under Section 8.6 may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

9.8. Advance Payment. The Corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under Sections 8.1 through 8.7, if:

(1) the Board of Directors authorizes the specific payment; and

(2) the person receiving the payment undertakes in writing to repay unless it is ultimately determined that he or she is entitled to indemnification by the Corporation under Section 8.1 through Section 8.7.

9.9. Non-Exclusive. The indemnification provided by Sections 8.1 through 8.7 shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement or disinterested directors, or otherwise.

9.10. Continuation. The indemnification and advance payment provided by Sections 8.1 through 8.8 shall continue as to a person who has ceased to hold a position named in Section 8.1 and shall inure to his or her heirs, executors and administrators.

9.11. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Section 8.1 against any liability incurred by him or her in any such position, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under Section 8.1 through 8.8.

9.12. Reports. Indemnification payments, advance payments and insurance payments made under Sections 8.1 through 8.11 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six months, whichever is sooner.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XI

FINANCIAL RECORDS AND ANNUAL REPORTS

The Board of Directors shall annually prepare or approve a report of the financial activity of the Corporation for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses and balance sheets for all funds.

ARTICLE XII

CHECKS

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

AMENDMENTS TO BYLAWS

These Bylaws may be altered or amended in whole or in part, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s).

The undersigned, as Secretary of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation as approved and adopted by unanimous consent of the Directors on the ____ day of _____, 2003.

Mikel S. Burress, Secretary

Adopted by unanimous vote of the NTCA membership at the annual fall general membership meeting on Sunday, September 21, 2003.