

**BYLAWS OF**  
**TEXAS COLOR GUARD CIRCUIT**

**A Texas Nonprofit public association**

**ARTICLE 1    OFFICE**

**SECTION 1.    PRINCIPAL OFFICE**

The principal office of this association for the transaction of business in located in Brazos County, Texas.

**SECTION 2.    CHANGE OF ADDRESS**

The Board of Directors of the association may change the principal office from one county to another county within the state of Texas by noting the changed address and effective date below, and such change will not be deemed an amendment of these Bylaws.

_____	Dated _____, 2_____

**SECTION 3.    OTHER OFFICES**

The association may also have offices at such other places, within or without the State of Texas, where it is qualified to do business, as its business may require the Board of Directors may, from time to time, designate.

## ARTICLE II PURPOSES

### SECTION 1. MISSION STATEMENT

The Texas Color Guard Circuit's mission is to create and foster positive, competitive, and educational experiences through the pageantry arts, both within the state of Texas and throughout all affiliated organizations.

#### **Our Vision**

To be the recognized example of professionalism and fairness within the pageantry arts activity.

#### **Core Values**

The Texas Color Guard Circuit is committed to creating positive experiences for all competitors, spectators, support staff, adjudicators, and everyone within and connected to the organization.

We therefore adopt the following values: (3 I's)

Individuals – The Texas Color Guard Circuit values everyone involved in the pageantry arts activity and recognizes their contribution to the growth and development of both the Texas Color Guard Circuit and the pageantry arts activity as a whole.

Integrity – The Texas Color Guard Circuit is committed to the highest standards of integrity, supported by a strong ethical framework, and built upon relationships that center on mutual respect and fairness.

Innovation – The Texas Color Guard Circuit believes that innovation and freedom of expression are a key component in the growth and development of the pageantry arts activity.

## ARTICLE III MEMBERSHIP

### SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

No member shall be allowed to hold more than one membership in the association. Except as expressly provided in or authorized by the Bylaws of this association. All memberships shall have the same rights, privileges, restrictions, and conditions.

### SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

Membership shall be open to those who qualify as one of the following membership Classifications:

- (a) **UNIT** - Any scholastic or independent unit, which is recognizable as a bona fide competitive color guard or percussion line.
- (b) **BOARD MEMBER** - Any person holding an office on the Executive Board.
- (c) **ADJUDICATOR** - Any person is eligible for membership as an Adjudicator in this association. This group of the members will constitute the Texas Color Guard Judges Association.
- (d) **PATRON** - Any person who wishes to keep current in promoting the Circuit without acting as an official or competitor.

### SECTION 3. ADMISSION OF MEMBERS

Membership is attained through annual submission of an application instrument, along with membership dues in amounts specified by the circuit in its annual meeting.

- (a) Membership is considered to be "active" and voting privileges are granted upon receipt of annual dues.
- (b) No individual or unit shall be denied membership because of sex, race, religion or national origin.
- (c) Membership in the Texas Color Guard Circuit is active from the payment of membership dues until August 30th of the following year.

### SECTION 4. FEES, DUES, AND ASSESSMENTS

- (a) Dues for a Color Guard will be \$600.00. Fully executed school purchase orders will be accepted. School Districts must attach a copy of the official TCGC Membership Application, with payment, for proper credit to the unit.
- (b) Dues for a second guard from the same parent organization will be \$300.00 and a third unit will be \$150.00. Percussion units are separate and are not included in this discount. There will be no additional charge for a fourth or fifth unit from the same parent organization.
- (c) Dues for Percussion will be \$600.00. Fully executed school purchase orders will be accepted. School Districts must attach a copy of the official TCGC Membership Application , with payment, for proper credit to unit.
- (d) Dues for a second percussion from the same parent organization will be \$300.00 and a third unit will be \$150.00. Guard units are separate and are not included in this discount. There will be no additional charge for a fourth or fifth unit from the same parent organization.
- (e) Dues for an adjudicator to join the Texas Color Guard Judges Association will be \$75.00.
- (f) Dues for a Patron member will be \$25.00.

- (g) Unit dues will be accepted beginning August 15 of each year and must be accompanied by official TCGC entry forms. Postmark date will be taken from the envelope containing payment only. Dues are refundable within fourteen days of postmark and no refunds will be issued to units with a payment postmark date after November 1. Units paying dues after November 1 will pay a late fee of \$100, units paying dues after December 1 will pay a late fee of \$200, and units paying dues after January 1 will pay a late fee of \$300.
- (h) Separate entry fees are not required for any show.
- (i) A visiting unit may compete in any show sanctioned by the Texas Color Guard Circuit, except Championships, for a fee of \$150.00. They will be scored and ranked as any other unit, and receive appropriate awards. If a new first-year unit wants to become a part of the Circuit after trying one show, they will be allowed to join the circuit late, and have the \$150.00 apply towards their dues. They will not be eligible for Championships (unless all normal Circuit requirements are met). These units will not pay an application fee in order to appear once, but will have to do so if they decide to join the Circuit.

#### **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the association May admit. However, the Board of Directors may choose to close membership at any time.

#### **SECTION 6. MEMBERSHIP ROSTER**

The association shall keep a roster of the membership containing the name and address of each member as well as the name and address of at least one individual empowered to act on behalf of each member. Termination of the membership of any member shall be recorded as shall the date of termination of such membership. Such roster shall be kept by the Secretary of the association and shall be available for inspection upon written demand.

The roster of the membership of this association shall not be used, in whole or part, by any person for any purpose not reasonably related to the member's interest as a member.

#### **SECTION 7. NON LIABILITY OF MEMBERS**

A member of this association is not, as such, personally liable for the debts, liabilities, or obligations of the association.

#### **SECTION 8. NON TRANSFERABILITY OF MEMBERSHIPS**

No member may transfer for value a membership or any right arising therefore.

#### **SECTION 9. DELEGATES**

If a Circuit member cannot attend a Circuit meeting, a proxy vote may be given to another Circuit member that will be in attendance at the meeting. However, each attending member may only bring ONE proxy vote in addition to his or her own vote. All proxy votes must be submitted in writing by the unit director requesting proxy.

## SECTION 10. TERMINATION OF MEMBERSHIP

- (a) Grounds for termination – The membership of a member shall be terminated upon the occurrence of any of the following events:
1. Upon notice of such termination delivered to the Secretary of the association either personally, by mail, or by email; such membership to be terminated upon the date of delivery of the notice or date of deposit in the mail.
  2. Upon determinations by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the association.
  3. Upon notice in writing, and upon determination by the Board of Directors, that a Performing Unit and/or unit member of a Performing Unit or Adjudicator owes either money or equipment to the association or other member, and has failed to rectify the problem. Upon such failure, the member shall be immediately suspended from participation in TCGC sanctioned events, and such termination shall be effective thirty (30) days after receipt of written notification from the Secretary of the association of such a proceeding. A member may avoid such termination by rectifying the problem with the association or its membership within this thirty (30) day period.
  4. Upon determination by the Board of Directors and a majority vote of all Performing Unit and Adjudication members that a Performing Unit of Adjudication member does not take an active part in the work of the association, or does not abide by the association's Bylaws, Procedures, or Policies.
- (b) Procedure for Expulsion – Following the determination that a member should be expelled under subparagraph (a) (2-4) of this section, the following procedure shall be implemented:
1. A notice shall be sent by registered mail to the last address of the member as well as the last address of the individual empowered to act on behalf of the member as indicated on the association's roster, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
  2. The member being expelled shall be given the opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of the proposed expulsion shall state the date, time, and place of the hearing on their proposed expulsion.
  3. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

## SECTION 11. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the association shall cease on termination of membership as herein provided.

## ARTICLE IV MEETINGS OF MEMBERS

### SECTION 1. PLACE OF MEETINGS

Meeting of members shall be held at such place or places within the State of Texas as May be designated from time to time by the Board of Directors.

### SECTION 2. REGULAR MEETING

The Circuit will have biannual meetings for the purpose of electing officers, amending the TCGC Bylaws, and conducting other circuit business. These biannual meetings of the association will occur in the Spring and Fall and shall be deemed as regular meetings and any reference in these Bylaws to regular meetings of the association refers to these biannual meetings. The membership shall receive proper notification for any meeting that is called. The elections of the Board of Directors will occur at the Spring meeting. The offices of President, Marketing Vice President, Adjudication Vice President, and Secretary will be elected on even numbered years and the offices of Color Guard Vice President, Percussion Vice President, and Treasurer will be elected on odd numbered years. The candidates receiving the highest number of votes by members in attendance at the meeting or represented by proxy vote will be elected. Each voting member shall cast one vote, with voting done by ballot or acclamation only. During and called meeting, the President will break a tie vote by casting one vote in the best interest of the circuit.

### SECTION 3. SPECIAL MEETINGS

Special meetings of the members or the Board of Directors May be called by the President as needed to address the needs of the circuit.

### SECTION 4. NOTICE OF MEETINGS

- (a) Time of notice – Whenever members are required or permitted to take action at a meeting, a digitally transmitted notice of the meeting shall be given by the Secretary not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the recorded date for the notice of the meeting, is entitled to vote.
- (b) Manner of Giving Notice – Notice of a meeting or any report shall be given either personally or by digitally transmitted notice to the member at the address appearing on the books of the association and/or address of the individual empowered to act on behalf of member as indicated on the association’s roster. Notice shall be deemed to have been given at the time when delivered personally or digitally sent.
- (c) Contents of Notice – Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in case of a special meeting, the general nature of the business to be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Officers are to be elected shall include the names of all those nominees at the time notice is given to the members. In the event of a special meeting of the Board of Directors, proper procedures to attend the meeting must be included if the meeting will take place via conference call or other means where the members are not physically present.

**SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of one-fourth (1/4) of the applicable voting members of the association for regular meeting. For meetings of the Board of Directors, a quorum shall consist of one-third (1/3) of the members of the Board of Directors.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of the quorum must be approved by at least a majority of the members required to constitute a quorum.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall be necessary to officially close the meeting at the next regular meeting of special meeting called by the Board of Directors, President, or members. Advance notice of such action shall be required to be given to the members along with the notice of the regular or special meeting.

**SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of the voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members.

**SECTION 7. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be held by voice vote. Election of the Officers of the Board, however, shall be by ballot or acclamation.

**SECTION 8. PROXY VOTING**

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such member and filed with the Secretary of the association. No proxy shall be valid after the date of the meeting it is designated. No individual may represent more than one proxy as stated in Article III, Section 9 at a regular or special meeting.

**SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the President of the association and minutes will be recorded by the Secretary. In the absence of the President, the Secretary will preside over the meeting and will appoint another person to record the minutes.

Meetings shall be governed by Robert's Rules of Order.

## SECTION 10. NOMINATION AND ELECTION PROCEDURES

The association shall make available to the members reasonable nomination and election procedures with respect to the election of the Board of Directors. Such procedures shall be reasonable given the nature, size, and operations of the association, and shall include:

- (a) A reasonable means of nominating persons for election as Officers.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all applicable members to choose among the nominees.

The association may not distribute any written election material soliciting votes for any nominee at the expense of the association.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting held for the purpose of electing Officers. A nomination for any office (other than Vice President of Adjudication) may be made by any member designated as a unit or board member and will be elected by these same members. A nomination for the office of Adjudication Vice President may be made only by a member designated as an adjudicator and will be elected by these same members.

## ARTICLE V OFFICERS

### SECTION 1. NUMBER OF OFFICERS

The Board of Directors of the Texas Color Guard Circuit shall consist of the following offices: President, Color Guard Vice President, Percussion Vice President, Marketing Vice President, Adjudication Vice President, Secretary, and Treasurer. No office may be held by more than one individual and no such individual shall hold more than one office at any time. These officers shall be referred to as the Executive Board.

### SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this association. All officers shall be a minimum of 18 years of age. Officers shall be elected by the members designated as a unit, board member, or adjudicator as specified in Article IV, Section 10 at the annual Spring meeting held as specified in these Bylaws.

Each officer shall hold office for the period of two (2) years or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

The offices of President, Marketing Vice President, Adjudication Vice President, and Secretary will be elected on even numbered years at the Spring meeting. The offices of Color Guard Vice President, Percussion Vice President, and Treasurer will be elected on odd numbered years at the Spring meeting.

### SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed from office, with or without cause, through the following:

- (a) A petition for recall must be signed by 2/3 of the Unit and Adjudication membership stating the officer(s) involved and the offense(s).
- (b) Submitting a copy of this petition to each member of the Executive Board for action.
- (c) A special meeting shall be called within one (1) month of the date of the submission of the petition; all Unit and Adjudication members must be given two (2) weeks digitally transmitted notice of this special meeting.
- (d) At this special meeting, the petition for recall will be read and the officer(s) involved will be allowed to present their case. There will be a discussion for the Unit and Adjudication membership, then a vote taken in which 2/3 of the Unit and Adjudication membership will decide the outcome of the petition for recall.

Any officer may resign at any time by giving written notice to the President of the association. Any resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### SECTION 4. VACANCIES

In the event of a vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer; the remaining board will appoint a replacement to complete the elected term. If the President is unable to complete his/her elected term, the Secretary will assume the office of President for the remainder of the term.

## **SECTION 5. DUTIES OF PRESIDENT**

The President shall preside over all general membership meetings, oversee all decisions pertaining to the Circuit, guide the development/execution of a working budget, guide the development/execution of the circuit website, and monitor the assigned duties of the other officers. The President will call all necessary Executive Board meetings to discuss circuit matters on a regular basis.

## **SECTION 6. DUTIES OF COLOR GUARD VICE PRESIDENT**

The Color Guard Vice President shall preside over all color guard division meetings and work with the Color Guard Contest Administrator to oversee all aspects of the color guard division of the circuit. The Color Guard Vice- President may also be responsible for handling all aspects of the TCGC Scholarships and may also arrange for all aspects of awards to be presented at the color guard circuit championships.

## **SECTION 7. DUTIES OF PERCUSSION VICE PRESIDENT**

The Percussion Vice President shall preside over all percussion division meetings and work with the Percussion Contest Administrator to oversee all aspects of the percussion division of the circuit. The Percussion Vice President may arrange for all aspects of awards to be presented at the percussion circuit championships.

## **SECTION 8. DUTIES OF MARKETING VICE PRESIDENT**

The Marketing Vice President will work to promote the Texas Color Guard Circuit within the state of Texas to solicit new and continued membership. This will be accomplished by attending trade shows to increase contact with band programs in Texas and potential corporate sponsors. The Marketing Vice President will also develop/execute advertisement strategies for the competitive season (including the circuit championships) to promote increased attendance.

## **SECTION 9. DUTIES OF ADJUDICATION VICE PRESIDENT**

The Adjudication Vice President shall preside over all Texas Color Guard Judges Association (TCGJA) division meetings and work with the Color Guard and Percussion Judge's Coordinators to oversee all aspects of the TCGJA division of the circuit. This officer will act as a liaison between the judges association and the rest of the Circuit membership. Periodic updates will be issued to the circuit membership about the business of the judges association.

## **SECTION 10. DUTIES OF SECRETARY**

The Secretary shall keep the minutes of all meetings and distribute these to the circuit membership, see that all notices of promotion/outstanding fees are given, distribute any notices required by the Executive Board officers, and be custodian of the Circuit records. The Secretary shall oversee the register of the membership on the circuit website.

## **SECTION 11. DUTIES OF TREASURER**

The Treasurer shall have charge and control of all monetary funds of the Circuit. The Treasurer will collect and deposit all Circuit dues and fees. This officer will be responsible for maintaining accurate records of the circuit budget, settling all outstanding financial matters with show sponsors and circuit members, filing all necessary income tax documents, and maintaining the Circuit bank account.

## SECTION 12. COMPENSATION

Officers shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Executive Board meetings. In addition, they shall be allowed reimbursement for expenses incurred in the performance of their regular duties as specified in this article. Officers may not be compensated for rendering services to the association in any capacity other than serving as an adjudicator.

## SECTION 13. INSURANCE

The Executive Board may adopt a resolution authorizing the purchase of insurance and maintenance of insurance on behalf of any agent of the association against any liability other than that for violating provisions of the law to self-dealings.

## ARTICLE VI COMMITTEES

### SECTION 1. EXECUTIVE BOARD

The officers of this association shall be referred to as the Executive Board and shall have the following duties in addition to the individual duties of each office:

- (a) Advise the membership of the actions which need to be taken for the good of the association.
- (b) Serve as member's ex-officio of all committees which may be designated from time to time and act as advisors to all committee chairpersons.
- (c) Discuss and advise the membership on expenditures or avenues for new revenue which the committee believes is in the best interest of the association.
- (d) Nominate individuals to fill the offices of the association in the absence of a nominating committee.
- (e) Oversee that the objectives and purposes of the association are being followed and suggest a change of action to continue to follow the primary objectives and purposes of the association as stated in these Bylaws.

### SECTION 2. OTHER COMMITTEES

The association shall have such other committees as may from time to time be designated by the President or resolution of the Executive Board. Such committees may consist of persons who are or are not members of the association. These additional committees shall act in an advisory capacity only to the membership and shall be clearly titled as "advisory" committees.

### SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of the Bylaws concerning meetings, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Executive Board or membership. Regular meetings of committees may be fixed by either the Executive Board or the committee. The President and/or Executive Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

### SECTION 1. EXECUTION OF INSTRUMENTS

The Executive Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and any such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose of in any amount.

### SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the association shall be signed by the President and Treasurer.

### SECTION 3. DEPOSITS

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

### SECTION 4. GIFTS

The Executive Board may accept on behalf of the association any contribution, gift, bequest, or devise for the charitable or public purposes of this association.

## ARTICLE VIII ASSOCIATION RECORDS, REPORTS, AND SEAL

### SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

The association shall keep at its principal office, or at such other place as the Executive Board may determine, in the State of Texas:

- (a) Minutes of all meetings of Board Members, committees, and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (c) A record of its members indicating their names and addresses (email and physical), the class of membership held by each member, and the termination date of any membership.
- (d) A copy of the association's Bylaws and Policies and Procedures as amended to date, which shall be open to inspection by the members of the association at all reasonable times.

### SECTION 2. ASSOCIATION SEAL

The Executive Board may adopt, use, and at will alter, a seal or logo for the association. Such seal or logo shall be kept at a place as the Executive Board may determine. Failure to affix the seal/logo to association instruments, however, shall not affect the validity of any such instrument.

### SECTION 3. EXECUTIVE OFFICER'S INSPECTION RIGHTS

Every member of the Executive Board shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the association.

### SECTION 4. MEMBER'S INSPECTION RIGHTS

The membership of this association shall have the following inspection right, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the association, which demand shall state the purpose for which the rights are requested.
- (b) To obtain from the Secretary of the association, upon written demand and payment of reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for the election of the Executive Board as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board, officers, or committees, upon written demand on the association by the member, for a purpose reasonably related to such person's or unit's interests as a member.

## SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## SECTION 6. ANNUAL REPORT

The Executive Board shall cause an annual report to be furnished no later than one hundred and twenty (120) days after the close of the association's fiscal year to all Directors and members who request in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the association both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the association, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no report, the certificate of an authorized officer of the association that such statements were prepared without audit from the books and records of the association.

If this association receives TWENTY FIVE THOUSAND DOLLARS (\$25,000.00), or more, in gross revenues or receipts during the fiscal year, this association shall automatically send the above report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of an Executive Officer, as specified by the above provisions in this Section relating to the annual report.

## SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This association shall mail or deliver to all Directors, Executive Officers, and all members a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the association, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

- (a) any director or officer of the association, or its parent or subsidiary ( a mere common directorship shall not be considered a material financial interest); or
- (b) any holder of more than ten percent (10%) of the voting power of the association, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000.00) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000.00).

Similarly, the statement need only be provided with respect to indemnification's or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000.00) paid during the previous fiscal year to any employee of the association, except that no such statement need be made if such indemnification was approved by the members of the association.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the association, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this association has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## ARTICLE IX FISCAL YEAR

### SECTION 1. FISCAL YEAR OF THE ASSOCIATION

The fiscal year of the association shall begin on the first day of June and end on the last day of May in each calendar year.

## ARTICLE X BYLAWS

### SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public nonprofit organizations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the unit members and adjudication members, if any, of this association. Amendments may be made only during the Spring meeting of the membership and shall be approved by a majority of the voting membership present.

Guidelines for submission and presenting of proposed amendments will be established by the Executive Board and made public at least 60 day prior to the date of the scheduled meeting. Only proposals fulfilling the guidelines will be added to the meeting agenda by the Executive Board.

## ARTICLE XI PROVISIONS FOR DISSOLUTION

### SECTION 1. DISSOLUTION

Upon liquidation or dissolution of the association, after payment of all liabilities and debts of the association due provision thereof, all of the assets of the association shall be disposed to one or more organizations exempt from federal income tax under section 501 (c) (3) or 501 (c) (6) of the Internal Revenue Code as allowed by law.

WRITTEN CONSENT OF OFFICERS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial officers in the Articles of Incorporation of the TEXAS COLOR GUARD CIRCUIT, a Texas nonprofit association, and, pursuant to the authority granted to the Officers by these Bylaws to take action by unanimous written consent without meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of seventeen (17) pages, as the Bylaws of this association>

Dated: \_\_\_\_\_

\_\_\_\_\_  
STEPHEN HOWARD – President

\_\_\_\_\_  
BRANDI BALL – Secretary

\_\_\_\_\_  
MARIE DEBELLIS - Treasurer