

**WGAZ**

**P E R F O R M I N G   A R T S**

**2022-2023**  
**Bylaws**

# **BYLAWS OF WinterGuard Arizona, Incorporated**

## **ARTICLE I**

### **Name**

\* The name of this corporation shall be WinterGuard Arizona, Incorporated; also known as WGAZ Performing Arts, or WGAZ, as here-forth referred to in these bylaws.

## **ARTICLE II**

### **Purpose/Character of Affairs**

\* The purpose for which this corporation is organized is the transaction of any or all lawful business for which a not for profit corporation may be incorporated under the laws of the State of Arizona and as they may be amended from time to time.

\* This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, which shall include but not be limited to the direction, organization and operation of competitive Drum and Bugle Corps, Color Guard, and Percussion shows.

The ruling documents of the WGAZ Corporation shall be the Articles of Incorporation for WinterGuard Arizona, Incorporated, the Bylaws of WinterGuard Arizona, Incorporated, and all Policies and Procedures adopted by the corporation.

The mission of WGAZ is to foster growth and quality in the performing arts by offering exceptional performance and educational opportunities for our community.

## **ARTICLE III**

### **Basic Policies for Nonprofits**

\* **Section 1:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Character of Affairs.

\* **Section 2:** No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

\* **Section 3:** Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE IV**

### **Members**

#### **Section 1. Membership Classifications and Voting Rights.**

WGAZ has three levels of Membership:

**UNIT** – Any color guard, percussion or winds ensemble is eligible for membership as a performing Unit in this Corporation. The Band Director or the Head Certified Employee that is the sponsor for the scholastic unit or Executive Director of Independent organizations will appoint one delegate per unit to vote in the election of the WGAZ Executive Board.

**ADVISORY BOARD** - The Advisory Board will consist of the WGAZ Executive Board and the Advisory Committee delegates from the previous year's medalists of each class or class division in Percussion/Winds and Color Guard. The Advisory Board votes on Bylaws and Policy and Procedure changes and advises the Executive Board on WGAZ matters. They shall have one vote each.

**EXECUTIVE BOARD** – Any person who sits on the Executive Board, to include, but not be limited to, President, Past President, Vice-President, Secretary, Treasurer, Color Guard Judges Coordinator, Percussion Judges Coordinator, Show Host Coordinator, Percussion Liaison and Color Guard Liaison. Board members are each given one vote in WGAZ matters.

#### **Section 2. Membership Eligibility and Admission Procedure.**

**UNIT**- Unit membership requirements include the current **Master Agreement, Eligibility Certification Form** (which includes verification of enrollment for each participating unit signed by the School Principal and Band Director or the Head Certified Employee that is the sponsor for the unit for scholastic units or Director for independent units), posting **Verification of Insurance, Performance Surety Bond and Membership Registration/Fees**

**ADVISORY BOARD** - To be eligible to serve on the Advisory Board, a member must be a WGAZ Executive Board member and/or be a delegate from the previous year's medalists of each class or class division. In the event a class medalist is not defined, a delegate(s) will be appointed. All eligible Color Guard and Percussion/Winds delegates must attend the annual meeting or forfeit their position on the Advisory Board.

**EXECUTIVE BOARD** – To be eligible to serve on the Executive Board, a member must hold an elected position, except for the Past President.

**Section 3. Membership Fees.** Unit membership is the only level of membership with a fee. The annual fee shall be determined by the current Executive Board and announced at the first general meeting of the membership. The membership fee must be paid prior to the deadline date set by WGAZ to avoid a potential late fee.

## **ARTICLE IV**

### **Officers and Duties**

The officers of WGAZ shall be President, Past President, Vice-President, Secretary and Treasurer. These Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the corporation. They are responsible for the governance and management of WGAZ. \* All officer positions, except Past President, serve simultaneously as the Board of Directors.

Officers shall be at least 21 years of age prior to the election.

#### **Section 1. President** (also known as the Chairman of the Board)

**1.1 Length of Service:** 2 years and/or until a successor is elected.

**1.2 Responsibilities:** The President shall:

- 1.2.1 supervise and control all business and affairs of WGAZ.
- 1.2.2 be empowered to sign any contracts or instruments which the membership or Executive Board has authorized to be executed.
- 1.2.3 appoint such committees as may be deemed necessary.
- 1.2.4 enforce WGAZ ruling documents, as well as official Board Policy and Procedures.
- 1.2.5 be responsible for yearly filings to obtain or maintain corporation and non-profit status.
- 1.2.6 be an authorized signatory on bank accounts of the corporation.
- 1.2.7 perform other such duties as deemed necessary to fulfill the purposes of the corporation.

#### **Section 2. Past President** (non-elected and non-voting)

**2.1 Length of Service:** 1 year

**2.2 Responsibilities:** The Past President shall:

- 2.2.1 serve the WGAZ membership by assisting the President in the smooth continuation of all circuit operations.
- 2.2.2 perform all duties incidental to the office of Past President.
- 2.2.3 perform duties as may be assigned by the President.

#### **Section 3. Vice President**

**3.1 Length of Service:** 2 years and/or until a successor is elected.

**3.2 Responsibilities:** The Vice President shall:

- 3.2.1 perform the duties of the President when the President is absent.
- 3.2.2 serve as custodian of the Historical Records, such as, but not limited, to membership certification, insurance verification, past champions of WGAZ, etc.
- 3.2.3 be an authorized signatory on the bank accounts of the corporation.
- 3.2.4 perform such other duties as may be assigned by the President.

#### **Section 4. Treasurer**

**4.1 Length of Service:** 2 years and/or until a successor is elected.

**4.2 Responsibilities:** The Treasurer shall:

- 4.2.1 oversee the collection of membership fees.
- 4.2.2 oversee the budget of the corporation and notify the board when the budget needs amended.

- 4.2.3 have charge of, control of, and be responsible for funds of the corporation at events.
- 4.2.4 receive and give receipts for all monies due and payable to the corporation from any source and deposit all such monies in the name of the corporation in such banks as selected by the WGAZ Officers.
- 4.2.5 work closely with the corporation's accountant and give financial reports at all board meetings.
- 4.2.6 shall not be an authorized signatory of the bank accounts of the corporation.
- 4.2.7 have the accounts audited annually and upon change of Treasurer.
- 4.2.8 perform all the duties incidental to the position of Treasurer.
- 4.2.9 perform such other duties as may be assigned by the President.

## **Section 5. Secretary**

- 5.1 **Length of Service:** 2 years and/or until a successor is elected.
- 5.2 **Responsibilities:** The Secretary shall:
  - 5.2.1 give notice of all WGAZ meetings.
  - 5.2.2 take minutes of all WGAZ meetings.
  - 5.2.3 keep documentation of all actions without meetings for the minutes.
  - 5.2.4 provide documents to the Vice-President when instructed.
  - 5.2.5 keep a register of all voting members.
  - 5.2.6 be an authorized signatory on the bank accounts of the corporation.
  - 5.2.7 perform all duties incidental to the office of Secretary.
  - 5.2.8 perform such other duties as may be assigned by the President.

## **ARTICLE V**

### **The Executive Board and Duties**

The Executive Board consists of the Officers of WGAZ listed in Article IV of these bylaws and the elected board positions to include, but not be limited to, Color Guard Judges Coordinator, Percussion Judges Coordinator, Event Host Coordinator, Percussion Liaison and Color Guard Liaison.

Executive Board members must represent, with loyalty, the interests of WGAZ while participating in meetings and in their decision-making within the organization. This accountability supersedes any conflicting loyalty such as that to individual units.

The Executive Board shall oversee affairs of the corporation to include, but not be limited to, all business of the corporation, scheduling membership meetings, approving all matters with a financial impact and matters which relate to WGAZ bylaws.

## **Section 1. Color Guard Judges Coordinator**

- 1.1 **Length of Service:** 2 years and/or until a successor is elected.
- 1.2 **Responsibilities:** The Color Guard Judges Coordinator shall:
  - 1.2.1 assign qualified judges to WGAZ sanctioned events.
  - 1.2.2 conduct yearly education for judges to keep them current in the adjudication system.
  - 1.2.3 be an authorized signatory on the bank accounts of the corporation.
  - 1.2.4 perform all duties incidental to the office of Judges Coordinator.

- 1.2.5 perform such other duties as may be assigned by the President.

## **Section 2. Percussion/Winds Judges Coordinator**

- 2.1 **Length of Service:** 2 years and/or until a successor is elected.
- 2.2 **Responsibilities:** The Percussion Judges Coordinator shall:
  - 2.2.1 assign qualified judges to WGAZ sanctioned events.
  - 2.2.2 conduct yearly education for judges to keep them current in the adjudication system.
  - 2.2.3 be an authorized signatory on the bank accounts of the corporation.
  - 2.2.4 perform all duties incidental to the office of Judges Coordinator.
  - 2.2.5 perform such other duties as may be assigned by the President.

## **Section 3. Event Host Coordinator**

- 3.1 **Length of Service:** 2 years and/or until a successor is elected.
- 3.2 **Responsibilities:** The Event Host Coordinator shall:
  - 3.2.1 prepare WGAZ's commitment to the Event Host, which includes the order of performances and spiel sheets.
  - 3.2.2 maintains the Event Host Handbook.
  - 3.2.3 provides a yearly meeting, as well as ongoing support, to the Event Host on how to successfully host a WGAZ sanctioned event.
  - 3.2.4 perform all duties incidental to the office of Event Host Coordinator.
  - 3.2.5 perform such other duties as may be assigned by the President.

## **Section 4. Percussion/Winds Liaison**

- 4.1 **Length of Service:** 2 years and/or until a successor is elected.
- 4.2 **Responsibilities:** The Percussion/Winds Liaison shall:
  - 4.2.1 provide support to the Percussion/Winds Units.
  - 4.2.2 act as liaison between Percussion Units and the WGAZ Board.
  - 4.2.3 work closely with the Judge's Coordinator and/or committees with continuing education to the circuit and judges.
  - 4.2.4 facilitate the Percussion Advisory Committee and bring items of interest to the WGAZ Board from the Percussion community.
  - 4.2.5 facilitate the Advisory Board.
  - 4.2.6 perform all duties incidental to the office of Percussion Liaison.
  - 4.2.7 perform such other duties as may be assigned by the President.

## **Section 5. Color Guard Liaison**

- 5.1 **Length of Service:** 2 years and/or until a successor is elected.
- 5.2 **Responsibilities:** The Color Guard Liaison shall:
  - 5.2.1 provide support to the Color Guard member units.
  - 5.2.2 act as liaison between Color Guard units and the WGAZ Board.
  - 5.2.3 work closely with the Judge's Coordinator and/or committees with continuing education to the circuit and judges.
  - 5.2.4 facilitate the Color Guard Advisory Committee and bring items of interest to the WGAZ Board from the Color Guard community.
  - 5.2.5 facilitate the Advisory Board.
  - 5.2.6 perform all duties incidental to the office of Color Guard Liaison.
  - 5.2.7 perform such other duties as may be assigned by the President.

## **Section 6. Parliamentarian (Appointed, Non-Voting)**

### **6.1 Responsibilities**

- 6.1.1** Support Executive Board in Parliamentary Procedure including Robert's Rules of Order, Newly Revised, WGAZ By-Laws and Policy and Procedure WGAZ meeting procedure
- 6.1.2** Perform duties as assigned by President or Vice President

## **ARTICLE VI**

### **Elections of Executive Board Members**

**Section 1. Elected Positions.** The following Executive Board Members are elected: President, Vice President, Treasurer, Secretary, Percussion Judges' Coordinator, Color Guard Judges' Coordinator, Event Host Coordinator, Percussion Liaison and Color Guard Liaison.

### **Section 2. Nomination Procedure, Time of Elections.**

- 2.1. Nominating Committee.** At least two months prior to Elections, a nominating committee of three or more shall be appointed by the Executive Board. The Nominating Committee shall:
  - 2.1.1.** receive candidate nominations for end-of-term positions on the Executive Board for the election meeting held after the conclusion of the season.
  - 2.1.2.** receive nominations three weeks prior to the election meeting, at which time nominations will be closed.
  - 2.1.3.** present the candidates at the Executive Board Meeting prior to elections.
  - 2.1.4.** send notice of candidates nominated and the election procedures (to be determined by the current board) to voting members.
- 2.2. Elections.** Elections will be held after the season is complete, prior to the start of the Fiscal year.

### **Section 3. Ballot Election, Term of Office, Removal from Office.**

- 3.1** The elected positions on the Executive Board shall be elected by ballot to serve for two years or until their successors are elected.
- 3.2** The term of office shall begin with the first day of the WGAZ Fiscal year, which is June 1.
- 3.3** Board positions of President, Secretary, Color Guard Judges' Coordinator, Percussion Judges' Coordinator, and Event Host Coordinator shall be elected in alternating years of Vice-President, Treasurer, Percussion Liaison and Color Guard Liaison.
- 3.4** Executive Board Members may be removed from office without cause by a  $\frac{2}{3}$  majority vote of the Executive Board. Any Board member may be removed from office for missing three consecutive WGAZ meetings without prior notice or failure to perform their designated duties.

**Section 4. Office-Holding Limitations.** No member shall hold more than one board position at a time and no member shall be eligible to serve more than two consecutive terms in the same board position unless no other is willing to serve.

**Section 5. Vacancies.** Vacancies will be filled by a majority vote of the Executive Board except in the case of President. The Vice-President shall advance to President and a special election will be held within thirty (30) days to fill the office of Vice- President.

## **ARTICLE VII**

### **The Advisory Board and Duties**

The Advisory Board will consist of the WGAZ Executive Board and the Advisory Committee delegates from the previous year's medalists of each class or class division in Percussion/Winds and Color Guard. The Advisory Board advises the Executive Board in WGAZ matters and votes on the Policy and Procedure Manual.

Advisory Board members must represent, with loyalty, the interests of WGAZ while participating in meetings and in their decision-making within the organization. This accountability supersedes any conflicting loyalty such as that to individual units.

Advisory Board Members may be removed from the Advisory Board without cause by a  $\frac{2}{3}$  majority vote of the Executive Board. Any Board member may be removed from office for missing three consecutive WGAZ meetings without prior notice or failure to perform their designated duties.

## **ARTICLE VIII**

### **Committees**

**Section 1.** Committees, standing or special, may be established by the Executive Board as it shall from time to time deem necessary to carry on its work. Their members shall be appointed by the President unless this rule is suspended by a two-thirds vote before the appointment. The President shall be ex-officio a member of all committees except the Nominating Committee. The President or two-thirds majority vote of the Executive Board can abolish committees no longer needed.

**Section 2.** WGAZ shall have the following two Standing Committees:

**2.1 Percussion/Winds Advisory Committee.** The Percussion Advisory Committee sets the artistic and competitive direction of the WGAZ Percussion Circuit. The WGAZ Percussion Liaison will facilitate the Percussion Advisory Committee. The Committee will consist of the Percussion community which includes the Percussion Advisory Board. They will discuss issues related specifically to Percussion such as classifications, show procedures, clinics, and educational events, and other topics of interest to the Percussion members. The Percussion Liaison will report its recommendations to the WGAZ Advisory and Executive Boards.

**2.2 Color Guard Advisory Committee.** The Color Guard Advisory Committee sets the artistic and competitive direction of the WGAZ Color Guard Circuit. The WGAZ Color Guard Liaison will facilitate the Color Guard Advisory Committee. The Committee will consist of the Color Guard community which includes the Color Guard Advisory Board. They will discuss issues related specifically to Color Guard such as classifications, show procedures, clinics, and educational events, and other topics of interest to the Color Guard members. The Color Guard Liaison will report its recommendations to the WGAZ Advisory and Executive Boards.



## **ARTICLE IX**

### **Meetings**

**Section 1. Executive Board Meetings.** Unless otherwise ordered by the Executive Board, regular meetings of the Executive Board shall be held on the first Wednesday of each month. Board meetings shall be closed except for an invitation by the President or a majority of the Executive Board. Special session meetings may be announced for a closed meeting with the Executive Board and will be announced as necessary.

**Section 2. Advisory Board Meetings.** Unless otherwise ordered by the Advisory Board, the Advisory Board shall meet at least twice a year. The first is to be in the Fall, usually September, where business of the upcoming year is shared. The second is to be in the month of elections, usually May, which shall be for the purpose of electing officers. The business of the corporation at both meetings shall include receiving reports of officers and committees, and any other business that may arise. Advisory Board meetings shall be open to all Member Units. Advisory Board members will be identified when voting opens. Special meetings may be called for a closed meeting with the Executive Board.

**Section 3. General Membership Meetings.** The corporation shall hold at least one annual General Membership Meeting.

**Section 4. Special Meetings.** Special meetings of the Executive Board, Advisory Board or the General Membership may be called by the President or by written request to the President from the majority of the Executive Board. Notice will be sent to members holding voting powers for that meeting giving date, time, place and the purpose of the meeting at least three (3) days prior to holding the meeting.

**Section 5. Committee Meetings.** Committee meetings will be called by the committee's facilitator.

**Section 6. Action Without a Meeting.** Members may approve any action without a meeting of members if a majority of members holding voting power for that meeting approve to do so. Documentation on the action will be presented at the following meeting and included in the minutes.

**Section 7. Technology Meetings.** Members may participate in a meeting using technology as long as members participating may simultaneously hear during the meeting.

**Section 8. Quorum.** A quorum needed to conduct business of the corporation is established by the number present at a meeting.

## **ARTICLE X**

### **Fiscal Year**

The Fiscal year of WGAZ is from \* June 1 to May 31.

## **ARTICLE XI**

### **Indemnification**

The corporation, WGAZ, shall indemnify any and all of its directors, officers, employees or agents, or former directors, officers, employees or agents that it is permitted or required to indemnify pursuant to the provision of the Arizona Corporate Code now in effect, if the tests described in said provisions are met and the corporation may purchase insurance with respect to such persons to protect them and the corporation from any liability that may be asserted in this regard.

## **ARTICLE XII**

### **Dissolution**

\* Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispense of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provision of any future United States Internal Revenue Laws, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

## **ARTICLE XIII**

### **Amendments, Revision, and Temporary Suspension of Bylaws**

**Section 1. Amendments.** The WGAZ Bylaws may be amended by a two-thirds majority of the established quorum at any meeting of the Executive Board. Amendments may be proposed to the President by any member of the corporation in good standing two weeks prior to a meeting. Amendments affecting the current season may not be changed after registration begins and before Championships conclude. Exceptions during the season must have a two-thirds majority vote of the Executive Board to make any changes deemed necessary to further the operation of WGAZ. Proposals to make changes to the Bylaws must be submitted in writing to the President at least two (2) weeks prior to the Executive Board Meeting.

**Section 2. Revision.** A revised set of bylaws to replace the current bylaws may be presented to the Executive Board for approval at any meeting of the corporation, with the exception of meetings held after registration begins and before Championships conclude, by a two-thirds affirmative vote of the established quorum. A copy of the proposed revised bylaws must be made available to the Executive Board at least two (2) weeks prior to the vote.

**Section 3. Temporary Suspension.** Notwithstanding unusual circumstances that may arise, the Executive Board may seek to temporarily suspend any WGAZ bylaw by an unanimous majority

vote, upon establishment of a quorum, if the action is in the best interest of the corporation and furthers the purpose of WGAZ. If the temporary suspension has no deadline, the Executive Board may vote when to end the suspension. Articles of Incorporation cannot be suspended.

**Section 4.** No amendment, revision, or suspension will conflict with *the Articles of Incorporation for WinterGuard Arizona, Incorporated*, the compliance for IRS Nonprofit Organizations or the Arizona State Law Book governing Nonprofit Corporations in Arizona.

## ARTICLE XIV Parliamentary Authority


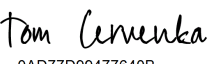
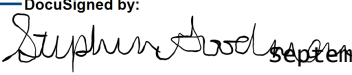
The Executive Board will reference the current edition of Robert's Rules of Order Newly Revised in cases to which they are applicable.

*Asterisk (\*) indicate sections that are part of the WinterGuard Arizona, Incorporated Articles of Incorporation, which is the legally binding document for the corporation.*

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This revised set of bylaws were adopted on **May14, 2022** by a majority vote of the WGAZ General Membership.

Signed:

<div><div>DocuSigned by:</div><div></div><div>5F486C7C45BA4BA...</div></div>	September 16, 2022	Thien Pham, WGAZ President
<div><div>DocuSigned by:</div><div></div><div>0AD77D99477640B...</div></div>	September 16, 2022	Thomas Cervenka, WGAZ Secretary
<div><div>DocuSigned by:</div><div></div><div>A201B3383301451...</div></div>	September 16, 2022	Stephen Goodman, WGAZ Vice-President