



Constitution

Of

THE SOUTHEASTERN COLOR GUARD CIRCUIT, INC.

(A Non-Profit Public Benefit Corporation)

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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 Hodgenville, Kentucky, Hart County, 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 Mission Statement

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.

2.2 Purpose

The principal purpose of the Corporation is to utilize our collective influence to improve the ethical standards and quality level of color guard, percussion ensemble, and wind unit 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:

- 2.2.1 Presenting a unified approach as necessary to insure continued improvement of the rules under which we operate and compete.
- 2.2.2 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.
- 2.2.3 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.
- 2.2.4 Obtain facilities and conditions which meet the units' needs and are commensurate with the sponsor's ability to provide them.
- 2.2.5 Striving to improve the quality of our performances so the paying public will increase its support of our programs.
- 2.2.6 To conduct a color guard, percussion, and winds circuit championship contest (hereby called the "Circuit Championships").

ARTICLE III - Board of Directors

3.1 Membership

The Southeastern Color Guard Circuit Board of Directors will consist of nine (9) representatives elected by members of the color guard advisory board, four (4) representatives elected by the members of the percussion advisory board, and two (2) representatives elected by the members of the winds advisory board. An elected member serves a two-year term and all positions are elected regardless of unit affiliation.

ARTICLE IV - Meetings of the Board of Directors

4.1 Annual Meeting

The Board of Directors shall meet at least once annually following the Circuit Championships but no later than June 30th 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 of Directors 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 have less than a quorum.

4.5 Voting

Each Board of Director member shall have one vote. The member's 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 - Board of Directors 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 Third Vice-President, and a Secretary. 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, Third Vice-President, Secretary, 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. The executive board receives a stipend of \$500 with the president receiving \$750.

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 Vacancies in Offices

A vacancy in any office shall be filled in the manner prescribed in this constitution for regular appointment to that office.

5.5 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. They shall preside at all meetings of the Board of Directors and have such powers and duties as may be prescribed by the Board of Directors or by the constitution and bylaws. Together with the Financial Officer, 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 satisfied at all times.

5.6 First, Second, and Third Vice-President

In the absence or disability of the President, the Vice-Presidents, in order of their rank, 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 bylaws.

5.7 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:

- The time and place of meetings
- The names of those present at Board of Directors or committee meetings
- 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 the bylaws.

5.8 Update of Bylaws

The Secretary and the Third Vice-President are responsible for maintaining, reporting, and posting all amendments and changes made to this document and the bylaws.

5.9 Past President

The Past President shall serve for a period of 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 powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the bylaws. This position is non-voting.

ARTICLE VI - Circuit Membership Advisory Board

The Advisory Board or “Circuit Membership” is composed of all units with full membership status in the color guard, percussion, and winds community of the SCGC. These organizations shall have the responsibility of defining the policies and electing representatives to the Board of Directors who will be responsible for the business and strategic management of the SCGC.

6.1 Meetings

The SCGC Board of Directors shall convene 2 meetings of the full Circuit Membership Advisory Board, hereafter ailed “circuit membership”. The first meeting must be held after the end of the competitive year and no later than June 30th. The second meeting will be held in the fall (date to be determined annually) by the Board of Directors.

6.2 Color Guard/Percussion/Winds Advisory Boards

The circuit membership shall be divided into Advisory Boards for color guard, percussion, and winds for the purpose of discussing proposals for the circuit. The Color Guard Advisory Board shall be composed of the color guard member units of SCGC. The Percussion Advisory Board shall be composed of the color percussion units of SCGC. The Winds Advisory Board shall be composed of the winds member units of SCGC.

Each unit will be allowed 1 representative. The Advisory Boards will be made up of those units that have met all financial obligations of the current season. Membership will begin January 1st and end on December 31st.

6.3 Parliamentary Procedures

Parliamentary procedures and rules for all meetings of the Advisory Boards 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 VII - Committees

7.1 Committees of Circuit Members

The President may designate one or more committees, each consisting exclusively of unit members of the Corporation and may appoint the Chairperson(s) of the committee. The President shall serve as an ex-officio, voting member of each committee.

7.2 Business Committee

The Business Committee shall consist of the following:

- President
- First Vice President
- Second Vice President
- Third Vice President
- Secretary
- Past President (if applicable)
- Contest Coordinator
- Color Guard Coordinator
- Percussion Coordinator
- Winds Coordinator

Duties and responsibilities of the Business Committee are to handle the business activities of the Corporation including, but not limited to, evaluating staff, setting policies and procedures, evaluating goals and planning for the future. The Business Committee will meet annually after the World Championships and as deemed necessary and convenient by the President. Final reports should be made available to the Board of Directors prior to June 30th.

7.3 Financial Committee

The financial committee shall consist of the following:

- President

- First Vice President
- Second Vice President
- Third Vice President
- Secretary
- Past President (if applicable)
- Financial Officer - non voting
- Contest Coordinator
- Color Guard Coordinator
- Percussion Coordinator
- Winds Coordinator

Duties and responsibilities of the Financial Committee are to handle the financial obligations of the Corporation including, but not limited to, salary pay scales for contracted services, tax exempt status and IRS filings of the Corporation.

ARTICLE VIII - Finances

8.1 Fiscal Year

The fiscal year shall be from July 1st to June 30th.

8.2 Chief Financial Officer

The Corporation shall hire and/or appoint a Chief Financial Officer. This position is a non-voting member of the Finance Committee and shall report directly to the President and the Executive Board. The Chief Financial Officer shall keep the financial records of the Corporation and shall pay all expenses and needs of the Corporation as directed by the Executive Board.

8.3 Bi-Annual Internal Audit

The Chief Financial Officer will insure that an internal audit of the financial records is performed bi-annually or at the hiring of a new Treasurer.

8.4 Financial Reporting

The Chief Financial Officer will provide biweekly financial reports to the Board of Directors during the months of January through March. During the "offseason", the CFO will provide a financial report in the month of June and again in September.

8.5 Exceptions to the Norm

The Chief Financial Officer may spend up to \$500 for exceptions to the normal operating budget. Approval is required from the Executive Board to make purchases or dispense funds above the yearly budget.

ARTICLE IX - Contests

9.1 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.

9.2 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 the required number of contests that is determined by the Board of Directors in the current Policy Bylaws.

9.3 Date of Circuit Championships

The Circuit Championships shall be held the third or fourth weekend of March or the first or second weekend of April of each year. The Circuit Championships shall be held prior to the WGI World Championships.

9.4 Location of Circuit Championships

The location of the Circuit Championships will be chosen at least one year in advance and no later than September 1st of each year and must be approved by the Board of Directors.

ARTICLE X - Amendments

10.1 Amending the Constitution

The constitution of the Corporation may be amended in the following manner:

- The proposed amendment must be presented to the Executive Board and then passed by a majority of the Board of Directors.
- If passed by the Board of Directors, the Secretary will provide copies of the proposed changes to all circuit members at least fourteen (14) days prior to the meeting.
- The amendment must be passed by a majority of those circuit members in attendance at 2 successive meetings of the Corporation.

10.2 Amending the Bylaws

The Bylaws of the Corporation may be amended by a majority vote of the Board of Directors at any meeting.

ARTICLE XI - Communications

11.1 Website

The Corporation shall maintain a website dedicated to the Corporation for the purposes of business and information for all circuit members. The website should contain a “member’s only” site.

ARTICLE XII - Dissolution

Upon dissolution of the Corporation for any cause, the assets of the Corporation, if any, shall be transferred to another non-profit association whose aims are the same as the SCGC, or if this is not possible, to some other non-profit educational association. In the event the SCGC merges with another association all assets, if any, will be transferred to the new merged organization.

END OF SCGC CORPORATION CONSTITUTION