

TROOPERS DRUM AND BUGLE CORPS, INC.

By-Laws

Approved September 24, 2006

Article I

Organization

- Section 1. The Troopers Drum and Bugle Corps, Inc., (“Organization” or “Troopers”) shall be a tax-exempt corporation pursuant to 26 U.S.C. Section 501(c)(3), and shall be operated and governed under, or in a manner not inconsistent with, the Wyoming Nonprofit Corporation Act, Wyoming Statutes Sections 17-19-101, *et seq.* (WNCA). Shall any provision of these By-Laws conflict with the WNCA, the WNCA shall govern.
- Section 2. The principle offices of the Troopers shall be located in the City of Casper, Wyoming. The Organization may have such other offices, either within or without the State of Wyoming, as the Board of Directors may designate and as the business of the Organization may from time to time require. The location of the registered office or the agent of the Corporation required by the WNCA to be maintained in the State of Wyoming may be changed from time to time by the Board of Directors.
- Section 3. The organization shall have the authority to engage in any activity of any nature and type necessary in order to carry out its business affairs including, but not limited to, the general powers granted any tax-exempt corporation pursuant to the laws of the State of Wyoming and the WNCA.
- Section 4. The organization may sponsor and/or operate any activities, programs, Organizations or businesses consistent with these By-Laws and any other applicable laws as deemed appropriate or necessary by the Board of Directors.
- Section 5. The mission and purpose of the performance unit of the Troopers shall be to provide youth with a positive educational activity that promotes and develops life-skills consistent with the Troopers Drum and Bugle Corps’ tradition of excellence and consistent with the Organization’s Motto: Honor, Loyalty and Dedication.

Article II

Board of Directors

Section 1. The government of the Organization shall be vested in the Board of Directors. Individual directors are expected to actively participate in Board matters and committee assignments.

Section 2. The Board members shall serve without compensation, except for reimbursement of reasonable costs and expenses of activities directly related to their position as Board members. Such reimbursement shall be approved by the Board President.

Section 3. The Board shall consist of a minimum of 9 and a maximum of 15 voting members, as well as the Executive Director, an ex-officio Board member. Other ex-officio and Honorary Board members may be appointed or invited to the Board at its discretion.

Section 4. One seat on the Board of Directors shall be reserved and permanently dedicated to a marching member or former marching member of a performance unit of the Organization.

Section 5. Upon adoption of these By-Laws, the terms of all Board Members shall recommence at the next annual meeting. At subsequent annual meetings, election of Board members shall take place upon the affirmative majority vote of a quorum present.

No individual shall be elected to any Board membership position without their acceptance of the nomination.

Section 6. Nine Board Members shall be elected to serve three year terms. At the next annual meeting following the adoption of these By-Laws and as referred to above, the nine Board Members first appointed to serve “three year terms” shall serve staggered initial terms as follows: 1) three members shall be appointed for one year; 2) three members shall be appointed for two years; 3) three members shall be appointed for three years.

Following completion of these initial staggered terms, three Board Members shall be elected for full three year terms each year. Therefore, and ultimately, nine Board members shall serve staggered three-year terms.

Remaining Board positions shall be elected for one year terms which shall also recommence at the annual meeting following the adoption of these By-Laws. These positions shall be annually elected thereafter at the annual meeting.

New members of the board shall be approved by a quorum of the existing Board upon appropriate application.

If there are insufficient candidates to fill Board membership positions the Board, acting by a simple majority vote of a quorum present at its annual meeting, shall have the authority to reduce the number of Board members serving either or both three and one year terms. However, without By-Laws amendment, board membership shall not go below nine members (Article II, Section 3).

Section 7. Board members' terms expire upon the election of new members to fill their respective positions at the annual meeting.

Vacancies will be filled by the majority vote of a quorum, and the new Board member will complete the term of the replaced Board member.

Should no successor be elected, or the annual meetings not coincide with the end of the organization's fiscal year, the terms of service of Board members may be extended, but in no event shall any Board member hold over their term for more than 90 days.

Section 8. A quorum at any meeting shall consist of a simple majority of current Board members. Unless otherwise specifically provided for herein under specific circumstances set forth, the simple majority of a quorum shall be authorized, and is competent to act and take official action on behalf of the Organization.

Section 9. Mail and/or proxy votes are not allowed at Board meetings. Members participating in any meeting by telephone shall be allowed to vote.

Section 10. There shall be a minimum of six regular meetings of the Board each year. Special Board meetings may be held at the call of the Board President or any five Board Members upon call to the Board President. All Board Members shall be notified of any meeting not less than seven days in advance of the meeting by personal phone call, e-mail, or written notice by the President, his representative, or the Secretary.

Article III

Officers

- Section 1. The elected officers of the Troopers Board shall be a Board President, Vice-President, Secretary, and Treasurer. No person shall concurrently serve in more than one elected office.
- Section 2. Officers shall be elected at the annual meeting of the Board of Directors, and shall begin their terms immediately upon their election and agreement to serve as an Officer.
- Should no successor be elected, or the annual meetings not coincide with the end of the organization's fiscal year, the terms of service of Officers may be extended, but in no event shall any Officer hold over their term for more than 90 days.
- Section 3. Officers shall serve without compensation, except for the reimbursement of reasonable costs and expenses of activities directly related to their roles as Officers. Such reimbursement shall be approved by the Board President.
- Section 4. Nominations for Officers shall be taken from the Board as a whole, and shall proceed to election following an appropriate second. A simple majority vote of the total Board Membership shall elect a candidate. A candidate for a Board office may vote on their own election. Voting at elections may be by secret ballot.
- Section 5. The President shall be the principal officer and shall act as Board Chairman during meetings and shall be responsible for the execution of Board policy and for the management of the affairs of the Organization through Board officers, the appointed Executive Director, any committee chairman, or any designee of the Board. The President conducts any meeting of the Board. The President shall arrange for and hold any Board meetings with the proposed agenda available to the Board Members.
- Section 6. The Vice-President shall act as Board Vice-Chairman will assist the President in the performance of duties, and shall preside over Board meetings in the absence of the President.
- Section 7. The Treasurer shall be responsible for oversight of the corporate financial books of account. These duties shall include that the corporate financial books are properly maintained and that expenditures of the Organization are in agreement with the budget approved by the Board. The Treasurer

shall also preside over Board meetings in the absence of the President and Vice-President.

- Section 8. The Secretary shall be responsible for the minutes of meetings of the Board and shall be custodian of the Organization's records. Further, the Secretary shall have such duties as described by law and shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary shall also be the custodian of the corporate seal and see that the seal of the corporation is duly authorized in accordance with provisions of law
- Section 9. A Historian may be appointed by the President subject to approval by a majority of a quorum of the Board and acceptance of the appointment by the appointee. The Historian is responsible for maintaining the historical archives of the Organization.
- Section 10. Other officers may be appointed by the Board as may be deemed necessary. The duties of these officers of the Board shall be set forth in writing at the time of appointment.
- Section 11. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by Board of Directors, but only for the unexpired portion of the term.
- Section 12. No individual shall be elected to any office without their acceptance of the nomination.
- Section 13. A maximum of three consecutive prior acknowledged absences will be acceptable absenteeism. If there is no communication before these three consecutive absences, upon the fourth absence the Board Member will be asked to resign from the Board.

Article IV

Committees

- Section 1. Special committees as required may be created by the President subject to approval of two-thirds of the membership of the full Board. The purpose, expected result, goals, lifetime (which may be perpetual) of the special committee shall be established by the Board. Initial membership and leadership positions for the purpose of initiating the activities of a special committee shall be appointed by the Board.

- Section 2. Appointments to all special committees may consist of officers, directors, administrative or professional staff, or any individual from outside the Organization's governing body, administrative or professional staff. Appointments shall be made by any member of the Board, subject to approval by a majority of a quorum of the Board.
- Section 3. Special committees may promulgate their own By-Laws to govern their own procedures, operations, goals and policies, to the extent such By-Laws are consistent with, and do not conflict with, the By-Laws of the Troopers, any other rule, policy or procedure of the Board or the WNCA. Should such a conflict appear the By-Laws, rules, policies or procedures of the Organization or the provisions of the WNCA shall control.
- Section 4. A special committee may be dissolved at any time and for any reason by the President subject to the approval of two-thirds of the membership of the Board.
- Section 5. Oversight and authority over special committees shall remain with the Board of Directors, who retain the authority over the special committees, including authority, by means of example and not of limitation, to remove members of the special committee, amend the special committee By-Laws, and mandate acts and omissions of the special committees by an affirmative vote of the majority of a quorum.

Article V

Contracts, Loans, Checks, and Deposits

- Section 1. The Board of Directors may authorize any Officer, or any agent or agents of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.
- Section 2. No loans shall be contracted on behalf of the Organization in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 3. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Organization shall be signed by such officer or officers, Executive Director, agent or agents of the Organization in such manner as shall from time to time be delegated by resolution of the Board of Directors.

Section 4. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

Article VI

Executive Committee

Section 1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and one additional member elected from the Board. The additional member from the Board shall be elected to the Executive Committee by the Board at its annual meeting. The purpose of the Executive Committee shall be to act in absence of the full Board. A quorum of the Executive Committee shall be three, and a majority of this quorum is necessary for the Executive Committee to be authorized and competent to take official action on behalf of the Board. Executive Committee meetings can be held at regularly scheduled Board Meetings. Special Executive Committee sessions can also be called upon reasonable notice to all committee members by the President of the Board as deemed necessary. Executive Committee meetings may take place by telephone. The Vice-President will report to the Board on the activities and decisions of the Executive Committee.

The Committee's actions are subject to approval or modification by the full Board at its next meeting.

Article VII

Professional Assistance and Staff

Section 1. The Board of Directors may directly or through the Executive Committee research and obtain such professional expertise as the Board may determine the need. Terms and conditions of each selection and agreement are subject to regular Board review and approval.

Section 2. The Executive Director will appoint, hire and/or remove all managerial, instructional, and support staff employed by any performance unit of the Organization. Such employees will be responsible and accountable to the Executive Director, and/or the Executive Director's designee(s).

Article VIII

Indemnification of Directors and Officers

- Section 1. The Organization shall indemnify each present/future member of the Board of Directors as well as Officers of the Organization and their heirs, executors and administrators against all costs, expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon each in connection with or arising out of any claim or any action, suit or proceedings, civil or criminal, in which they may become involved by reason of their being or having been a director or officer at the request of the Organization, irrespective of whether or not they continue to be a director or an officer at the time they incur or become subjected to such costs, expenses and liabilities.
- Section 2. The provisions of Wyoming Statute Section 17-19-830 (WNCA) shall be and hereby are adopted with respect to the individual liability of Board members.
- Section 3. Such indemnification costs, expenses and liabilities shall include the cost of any payments made in settlements and compromises.
- Section 4. Each person who shall act as a director or officer of the Organization, and each person who shall act as a director, officer or agent of any other corporation or entity at the request of the Organization, shall be deemed to be doing so and to have done so in reliance upon such right of indemnification. Such right of indemnification shall not be deemed exclusive of any other right of which any such person may be entitled as a matter of law. None of the provisions of this Section shall be construed as a limitation upon the right of the Organization to exercise its general power to enter into a contract or undertaking of indemnity with a director or officer in any proper case not provided for herein.

Article IX

Administrative

- Section 1. The fiscal year for the Troopers Drum and Bugle Corps, Inc., shall be December first through November thirtieth. Unless moved by a vote of two thirds of the sitting Board of Directors, The annual meeting shall be held on the first Sunday in December of each year. However, by a two-thirds vote of the Board, the meeting may be moved to a different date in December, but must be held in December of each year.

- Section 2. The Executive Director shall be appointed by the Board at its annual meeting and is responsible to the Board for the successful management of the Organization. The Executive Director shall have complete responsibility and authority to manage the Organization in all regards including but not limited to, the ability to enter into contracts, set and establish tours for the Organization, pick musical selections, and make hiring and firing decisions, limited only by the constraints of these By-Laws, Board policy and direction, the WNCA and the current budget. The Executive Director shall also be responsible for the preparation of the budget, which shall be presented to the Board for approval no later than November 30 for the upcoming fiscal year, and reviewed in February and May. A year-end report will be made to the Board after the close of the fiscal year.
- Section 3. The sale and/or distribution of any items or articles using any symbols, logos, or mottoes, as well as music and drill of the Troopers, shall be subject to delegation, and such use may be denied by a two-thirds vote of the total membership the Board.
- Section 4. Amendments to, repeal or adoption of all or a portion of the By-laws must be adopted by the Board of Directors. An affirmative two-thirds vote of the entire Board is required to amend, repeal or adopt all or a portion of the By-Laws.
- Notice of a meeting to consider changes or amendments to the By-laws and the intended articles and sections to be changed (not including necessarily contingent articles and sections) shall be by written notification no fewer than 10, and no more than 50 days prior to the meeting.
- Any changes in the By-Laws shall become effective upon Board approval or any reasonable date set by the Board of Directors subsequent thereto.
- Section 5. As highly visible leaders of the Troopers, all Board members are expected to display and ensure responsible and appropriate behavior. Board members and officers may be removed by a three-quarters vote of the Board for behavior unbecoming a member or officer.
- Section 6. The Troopers expressly prohibit any and all discrimination at any level of the Organization based on race, creed, color, religion, national origin, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status or political service or affiliation.
- Section 7. The Organization shall use all of its efforts and funds to accomplish the objectives and purposes specified in these By-Laws.

- Section 8. The books and records of the Organization shall be kept at the principal office of the Organization or at such other places, within the State of Wyoming, as the Board of Directors shall from time to time determine.
- Section 9. Each Board member and employee of the Organization must be alert to any situation that might erode the reputation of the Troopers or cause others to doubt the Organization's fairness. Therefore, the Organization expects Board members and employees to avoid situations in which their personal interests conflict, or even appear to conflict, with the interests of the Troopers. Generally, unless specifically waived as to each particular actual or potential conflict, the provisions of W.S. Section 17-19-831 (WNCA) shall apply.
- Section 10. Meetings of the Board shall be conducted according to Robert's Rules of Order, Newly Revised (10th Edition, 2000) unless specifically modified by the Board. Each member of the Board who is present shall vote on every question, unless excused from voting by the Board. The ayes and noes shall be called and entered upon request of any member of the Board.
- Section 11. The Board may promulgate Board Policies and/or Procedures which if approved, may be made binding on the Board, its officers or directors and/or special committees, as well as the administrative or professional staff and members of the Organization.
- Section 12. The Board shall ensure that management is setting the appropriate tone in communicating the importance of internal controls and ensure that individuals have an understanding of their roles and responsibilities; shall receive and review reports from internal and external auditors regarding the quality of institutional internal control systems and determine whether management has implemented internal control recommendations made by internal and external auditors to the extent the Board deems appropriate; shall ensure that internal and external auditors keep the Board informed about fraud, illegal acts, deficiencies in internal control and ensure that an appropriate process exists for the receipt, retention and treatment of complaints, including anonymous complaints, regarding accounting, internal controls and auditing matters; and shall evaluate the extent to which internal and external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for preserving and processing financial information in the event of a systems breakdown or other loss of information.