

**TROOPERS DRUM AND BUGLE CORPS, INC.**

**Bylaws**

**Approved September 24, 2006**

*As Amended December 7, 2008*

*As Amended January 3, 2010*

*As Amended January 20, 2019*

*As Amended February 16, 2020*

**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 Bylaws conflict with the WNCA, the WNCA shall govern.
- Section 2. The principal 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 bylaws and any other applicable laws as deemed appropriate or necessary by the Board of Directors.
- Section 5. The purpose of the performance units of the Troopers shall be to provide youth with a positive educational activity that promotes and develops positive 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. Responsibilities and benefits of Membership include, but are not limited to the following:
- A. Providing a safe, healthy, and positive educational environment for our participants and supporters.
  - B. Participating in votes concerning Board leadership positions, Executive Committee membership, amendments to the bylaws, budget approval, approval of policies and standards of conduct for the Board, the staff and the members, approval of the CEO, and motions regarding the general operations of the Corps.
  - C. Ensuring day-to-day governance of the Corps by participating in the selection of an Executive Committee.
  - D. Ensuring compliance with DCI policies and procedures.

- E. Actively participating in fundraising activities for the benefit of the Corps.
- F. Providing service on committees of the Board as may be requested from time-to-time.

No Board member shall be responsible for the debts, liabilities, or obligations of the Corps, and the Corps shall indemnify Board members for any debt, liability, or obligation of the Corps to the maximum extent allowed by law.

- 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 CEO, a non-voting 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 bylaws, the terms of all Board Members shall recommence at the next annual meeting. Election to the Board of any nominee requires the affirmative majority vote of a quorum of Board members present at the annual meeting.

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 bylaws and as referred to above, the members first appointed to serve “three-year terms” shall be staggered 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 the initial staggered terms, three Board Members shall be elected for full three-year terms. Therefore, nine Board members shall serve staggered three-year terms, with no member permitted to serve more than two consecutive 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, with no member permitted to serve more than four consecutive one-year terms. These positions shall thereafter be elected annually at the annual meeting.

New members of the board shall be approved by a quorum of the exiting 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 amendment of the bylaws, 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.

If a Board member ends their association with the Organization, their position shall be deemed vacated. A Board member may be removed by the affirmative vote of a majority of the Board, at which time the Board position shall be deemed vacated.

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 a replacement member serve more than half of the full term of the replaced member, then for purposes of term limits they shall be deemed to have served an entire full term.

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 or other electronic means allowing for real time, two way communication shall be allowed to vote.
- Section 10. There shall be a minimum of two regular meetings of the Board each year. One of these meetings must be the annual meeting, to be held in December of 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.
- 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 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, although a secret ballot is not required and may not be possible for those attending by telephone or other electronic means guaranteeing real time, two way communication.

- 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 CEO, the Corps 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. 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 as an Officer.

#### **Article IV**

##### **Committees**

- Section 1. Two categories of committees may be established by the Board, Standing and Ad Hoc. Standing Committees shall include Audit, Finance, and Executive, and are perpetual in nature. Ad Hoc Committees may be created by the President as needed from time to time, are limited in purpose and duration, and are subject to approval of two-thirds of the membership of the full Board. The purpose, expected result, lifetime of any Ad Hoc Committee shall be established by the Board. Initial membership and leadership positions for the purpose of initiating the activities of an Ad Hoc Committee shall be appointed by the Board.
- Section 2. Appointments to all Ad Hoc 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. Ad Hoc Committees shall promulgate their own bylaws to govern their own procedures, operations, goals and policies, to the extent such bylaws are consistent with, and do not conflict with, the bylaws of the Corps, or any other rule, policy or procedure of the Board. Should such a conflict appear the bylaws, rules, policies or procedures of the Board or the Organization shall control.
- Section 4. An Ad Hoc Committee may be dissolved at any time and for any reason by the President, so long as two-thirds of the membership of the Board votes to approve such dissolution.
- Section 5. Oversight and authority over Ad Hoc Committees shall remain with the Board of Directors, who retain the authority over the Ad Hoc Committees, including authority, by means of example and not of limitation, to remove members of the Ad Hoc Committees, amend the Ad Hoc Committees' bylaws, and mandate acts and omissions of the Ad Hoc Committees by an affirmative vote of the majority of a quorum.

## **Article V**

### **Executive Committee**

- Section 1. The Executive Committee shall consist of five individuals elected by the Board. The Executive Committee may be made up of Board members, as well as members of the community. The CEO will serve as a non-voting ex-officio member of the Executive Committee. The term of each voting member of the Executive Committee shall be three years, with no member permitted to serve more than two consecutive three-year terms. The members of the Executive Committee shall elect a Chair, a Vice-Chair, and a Secretary.
- Section 2. The purpose of the Executive Committee shall be to provide supervision and guidance of the day-to-day activities of the Corps and to generate strategic plans for the Board's consideration. Except as specifically provided in these bylaws, the Corps' Articles of Organization, or applicable law, the Executive Committee shall have the final responsibility and authority for the business operations and management of the Corps. The responsibilities of the Executive Committee include, but are not limited to:
- A. Hiring the CEO, subject to the approval of the Board.
  - B. Supervising the CEO.
  - C. Developing and providing oversight and implementation of the budget.
  - D. Developing and approving any business or strategic plan.
  - E. Overseeing all usual and customary business consistent with the sound, conflict-free management of an organization of this size and nature.

The Executive Committee has the authority to bind the Corps, however the Executive Committee may not sell all or substantially all of the assets of the Corps or incur debt on behalf of the Corps of more than \$50,000 without approval of the entire Board. Further, the Executive Committee may not amend these Bylaws or grant or revoke membership on the Board.

- Section 3. 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. The Executive Committee shall meet no fewer than six times each year. The Chair or the CEO may designate any reasonable place, date, and time for any meetings. Notice of such meetings shall be provided as set forth for meetings of the Board of Directors not less than seven calendar days before the meeting. Special Executive Committee sessions can also be called upon reasonable notice to all committee members by the CEO or the Chair of the Executive Committee as deemed necessary. Executive Committee meetings may take place by telephone or any other electronic means that guarantees real time, two way communication.

The Chair, or in their absence the Vice-Chair, and in their absence any member of the Executive Committee chosen by the members present, shall call to order and preside over meetings of the Executive Committee.

Section 4. Executive Committee meetings are open to any Board member who wishes to attend. Minutes shall be taken at each meeting of the Executive Committee, and the Chair shall provide minutes and report to the Board on the activities and decisions of the Executive Committee.

Section 5. If a member of the Executive Committee ends their association with the Corps, their position on the Executive Committee shall be deemed vacated. A member of the Executive Committee may be removed by the affirmative vote of two-thirds of the entire Board of Directors, at which time the position shall be deemed vacated. In the event of a vacancy on the Executive Committee, the Board of Directors shall elect a replacement to fill the remainder of the term. Should the replacement serve more than half of the full term of the replaced member, then for purposes of term limits they shall be deemed to have served an entire full term.

## **Article VI**

### **Contracts, Loans, Checks, and Deposits**

Section 1. The Executive Committee may authorize any Officer, or any agent or agents 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 Executive Committee that is then adopted 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, CEO, agent or agents of the Organization in such manner as shall from time to time be delegated by resolution of the Executive Committee.

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 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 CEO will appoint, hire and/or remove all managerial and support staff of the Organization. The Corps Director will appoint, hire and/or remove all instructional and

support staff employed by any performance unit of the Organization. All employees will be responsible and accountable to the CEO, and/or the CEO's designee(s).

## **Article VIII**

### **Indemnification of Directors and Officers**

- Section 1. To the maximum extent allowed by law, 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 or officer of any other corporation 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 CEO shall be appointed by the Executive Committee and approved by the Board at its annual meeting and is responsible to the Board for the successful management of the Organization. The CEO will have complete responsibility and authority to manage the Organization in all regards including but not limited to, the ability to enter into contracts, establish budgets, and make hiring and firing decisions, limited only by the constraints of these bylaws, Board policy and direction, the WNCA, and the current budget. The Corps Director shall set and establish tours for the Organization, pick musical selections, and make hiring and firing decisions for instructional and support staff, limited only by the constraints of these bylaws, Board policy and direction, the WNCA and the current budget. The CEO, in cooperation with the Corps Director and the Executive Committee, shall also be responsible for the budget which will be presented to the Board for approval no later than November 30 for the upcoming fiscal year, and reviewed by the Executive Committee 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 mottos, 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 of the Board.
- Section 4. Amendments to, repeal or adoption of all or a portion of the bylaws 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 bylaws.
- Notice of a meeting to consider changes or amendments to the bylaws 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 bylaws shall become effective upon Board approval.
- 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 bylaws.
- 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 (10<sup>th</sup> 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 processing financial information in the event of a systems breakdown or other loss of information.

Section 13. Unless otherwise expressly prohibited by these Bylaws, The Articles of Incorporation or applicable law, the following shall be applicable to all meetings of the Board of Directors or any respective committee.

Any and all meetings, for any and all purposes, may be held by electronic means, provided such means guarantees real time, two way communication between and all those attending electronically.

For purposes of determining a quorum and voting, attendance “in person” shall include attendance through electronic means.

At any and all meetings, voting on any action required to or permitted to be taken may be taken through electronic means.

Unless otherwise restricted by the Articles of Incorporation, these Bylaws of other applicable law any action required or permitted to be taken at any meeting of the Board of Directors or any respective committee may be taken without a meeting if a majority of the Board of Directors or any respective committee consent thereto through electronic means or in writing. All such writing or writings evidencing such consent as well as the individual votes cast on any issue shall be filed with the minutes of the meeting.

Section 14. In lieu of any written notice required to be sent by the Articles of Incorporation, these Bylaws or applicable law, notice may be sent by electronic means provided the recipient has provided the Corporation’s Secretary with an electronic mail address and consented in writing, which may also be electronic, to electronic notice. Such consent to electronic notice shall be retained in the corporate records. It shall be the responsibility of the individual recipient to maintain a current and valid electronic mail address with the Corporation. Service of notice by electronic means shall be deemed given upon sending the notice to the most recent electronic mail address held by the Corporation.

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Jerry Petty, President

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Ted Gilbert, Secretary