

UNITED STATES TWIRLING ASSOCIATION, INC.

BYLAWS

ARTICLE I Name and Principal Office

1.1 The name of this not-for-profit corporation shall be the United States Twirling Association, Inc. (which is hereafter referred to herein as the "Association"). The principal office of the Association will be as designated by resolution of the Association's Board of Directors. The Association may maintain additional offices at such other places as the Board of Directors may designate. The Association shall have within the State of Delaware a registered agent as shall be designated by the Board of Directors.

ARTICLE II Purpose

2.1 The Association is organized for the following purposes:

- (a) to promote the growth and development of the sport of baton twirling
- (b) to provide standardized, fair and available local, state, regional, national, and international competitions and events
- (c) to establish educational training programs for coaches and judges
- (d) to promote the competitive and recreational sport aspects of baton twirling
- (e) as otherwise stated in the Association's Articles of Incorporation.

ARTICLE III Membership

3.1 **Membership and Dues or Fees.** Types of membership and the imposition of fees or dues will be established and changed by resolution of the Board of Directors. The Board of Directors may waive the requirement to pay membership fees for good reasons shown. Such fees may be mailed or paid to the business manager or persons designated by the Board of Directors.

ARTICLE IV

MEETINGS OF MEMBERS

4.1 **Annual Meetings.** The annual meeting **of the members** shall be held on a date, time and place as determined by the Board of Directors. At such meeting, reports of the affairs of the Association shall be considered, and any other business may be transacted which is within the power of the members.

4.2 **Special Meetings.** Special meetings of the members may be called at any time by the President, and shall be called by the President at the request of two thirds (2/3) of the Board of Directors or at the request of ten percent (10%) of the members entitled to vote at an annual meeting.

4.3 **Place of Meetings.** All meetings of the members shall be held at such place as may be designated by the Board of Directors and set forth in the notice of such meeting given to the members.

4.4 **Voting.** Each professional member **18 years of age or older** shall be entitled to one (1) vote. The Board will determine deadlines and other voting requirements and inform membership of said requirements. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by the affirmative vote of a majority of the members participating in the vote.

4.5 **Notice of Meetings.** Notice shall be given of all meetings of the members, stating the place, date, and time of the meeting, and in the case of a special meeting, the purposes for which the meeting is called, not less than thirty (30) nor more than sixty (60) days prior to the date upon which the meeting is scheduled to be held. Without limiting the manner by which notice otherwise may be given effectively to members, any notice to members given by the Association shall be effective if given by a form of Electronic Transmission authorized by the Board of Directors. The USTA will use various electronic forms of communication in order to inform its membership including postings on the USTA Web Page and email notifications to membership through the most recent email addresses on file in the USTA Database.

4.6 **Quorum for Meetings.** For any meeting at which USTA business is to be transacted, 10% of the current, professional membership will constitute a quorum. The members participating at a duly called meeting at which a quorum is present may continue to do business until adjournment, irrespective of the withdrawal of enough members to leave less than a quorum.

4.7 **Action by Written Ballot.** Any action requiring member approval that may be taken at a meeting of the members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter and conducts the vote in accordance with the laws of the State of Delaware. If authorized by the Board of Directors, any requirement of a written ballot shall be satisfied by a ballot submitted by

Electronic Transmission, provided that the Electronic Transmission was authorized by the member.

4.8 **No Proxy Voting**. Members may not vote or sign member resolutions or consents by proxy.

4.9 **Remote Communications**. The Board of Directors may determine that one or more meetings of the members shall be held solely by, or permit participation by, means of remote communication, including telephone conferences or other Electronic Transmissions as such term as defined in Section 12.7 of these Bylaws. Such authorizations may be general or confined to specific instances.

(a) **Meetings Held Solely By Means of Remote Communications**. As determined by the Board of Directors, an annual or special meeting of the members may be held solely by one or more means of remote communication approved by the Board of Directors, if notice of the meeting is given to all members entitled to vote, and if the number of members participating in the meeting is sufficient to constitute a quorum at the meeting.

(b) **Participation in Meetings Held By Means of Remote Communications**. A member may participate in a meeting of the members by any means of remote communication approved by the Board of Directors, by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting in this manner constitutes presence at the meeting. When an individual participates in a meeting under this subsection, reasonable measures shall be implemented to ensure each person deemed present and entitled to vote at the meeting (1) is an individual entitled to vote at meetings of the members, and (2) has a reasonable opportunity to participate in and vote on matters at the meeting.

(c) **Current contact information for meeting purposes**. If remote communications are so authorized by the Board of Directors, each member and Board member shall provide to the Association a phone number for facsimile telecommunication or an electronic mail address, and notice shall be deemed to have been given if such notice is delivered thereto.

(d) **Responsibility of updating contact information**. It shall be the duty of each member or board member to update the association of any changes in personal contact information.

ARTICLE V **PARLIAMENTARY AUTHORITY**

5.1 The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order as adopted by the

Association.

ARTICLE VI **AFFILIATED COUNCILS**

6.1 Councils shall be formed and operated upon authority of the Board of Directors in accordance with rules, procedures, and policies established by the Board of Directors. Council constitutions and bylaws will correlate with the USTA documents where necessary. The Board shall have the right to disband any Council for cause. All members of councils shall be current members of the parent corporation.

ARTICLE VII **BOARD OF DIRECTORS**

7.1 **Composition.** The number of directors comprising the Board of Directors shall be seven (7) voting members. The number of directors comprising the Board may be changed from time to time by resolution within the limits fixed by the Articles of Incorporation and these Bylaws.

7.1.1 **Sector Representation.** Assuming a candidate is available, one director will be elected from each of the following sectors. A director appointed and/or elected from a sector position must be a professional member at least 18 years of age or older and physically reside within the sector in which he or she is a candidate. In the event a sector does not have a candidate, then an additional at-large position will be elected:

(a) **Sector 1:** Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington.

(b) **Sector 2:** Arkansas, Colorado, Kansas, Louisiana, Nebraska, New Mexico, North Dakota, Missouri, Oklahoma, South Dakota, Texas, Wyoming.

(c) **Sector 3:** Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Ohio, Wisconsin.

(d) **Sector 4:** Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee.

(e) **Sector 5:** Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Virginia, Vermont, Washington D.C., West Virginia.

7.1.2 **At-Large Representation.** The two remaining voting director positions will be elected by the members entitled to vote without regard to location. An at-

large director position may be filled by any professional member who is at least 18 years of age without regard to his or her place of residence.

7.1.3 Non-Voting Representation. Two additional non-voting members may be appointed to serve in an advisory capacity by the Board.

7.2 Term of Office. A term of office shall begin September 1st following election and shall normally be for four (4) years. Director terms will be staggered. The director positions for Sectors 1, 3 and 5, as referenced in Section 7.1 above, and the second at-large director position will stand for election in 2016, 2020, 2024 and each 4 year increment thereafter. The director positions for Sectors 2 and 4 as referenced in Section 7.1 above, and the first at-large director position will stand for election in 2014, 2018, 2022 and each four year increment thereafter.

7.3 Resignation/Removal. Any director shall be permitted to resign after submitting a statement of resignation to the President. Any director may be removed, with or without cause, by an affirmative vote of five (5) or more by ballot of the remaining members of the Board of Directors, or by a majority vote of the members at a regular or special meeting of the Board of Directors or members. Notice of the intent to call for such a vote, naming the director, must be given at least two (2) days prior to the meeting. Upon such vote, such director shall immediately cease to be a director of the Association.

7.4 Dismissal. A director shall be automatically considered for dismissal from the Board upon missing three (3) consecutive regular meetings, or five (5) regular meetings within their term of service. Given said consideration, the board member in question will have an opportunity to state the reasons for their absences, prior to a vote of their fellow board members. If the vote is for dismissal, the dismissed director shall immediately cease to be a member of the Board of Directors.

7.5 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled for the unexpired term by an affirmative majority vote of the Board of Directors at a special meeting called for the purpose of filling such vacancy or at the next regular meeting, following sector requirements for vacant positions as referenced in section 7.1.

7.6 Enumerated Powers. The Association, all of its program components, and its services shall be operated under the authority of the Board of Directors. The Board of Directors shall govern and transact all of the business affairs of the Association such as, but not limited to:

- (a) The employment of professional administration staff;
- (b) The establishment of salaries and wages to be paid;
- (c) The fiscal policies of the Association;

- (d) The development and adoption of the operating budget;
- (e) The establishment and implementation of personnel policies;
- (f) Approval and review of all contracts for funding and expenditures;
- (g) Approval and review of all major program and service components of the Association;
- (h) Approval of salary warrants, monthly financial statements, accounts payable and other disbursements;
- (i) Review and administration of the insurance coverage of the Association;
- (j) Such other business matters as are brought before it and are deemed appropriate for consideration.

7.7 Special Committees. The Board may establish and appoint special committees as deemed necessary to meet the needs of the Association. Members of special committees may be replaced or removed by the Board at any time and for any reason at its sole discretion.

ARTICLE VIII **MEETINGS OF DIRECTORS**

8.1 Annual and Regular Meetings. The Board of Directors shall hold one annual meeting in person after each election of directors, unless decided otherwise by a resolution of the Board of Directors. A schedule of regular meetings will be established by the Board of Directors, including date, time and location. Regular meetings will be in person. A scheduled, regular meeting can be changed by the President with 21 days advance notice.

8.2 Special Meetings. Special meetings of the Board of Directors may be called by the President with at least two (2) days' notice, or by any two (2) Board members with at least two (2) days written notice. Such notice by the President or at least two (2) Board members shall include a statement of the purpose of the meeting as well as the date, time and location of the special meeting.

8.3 Notice and Waiver of Notice. Notice must be either delivered personally to each director or mailed (including the sending of a facsimile or other Electronic Transmission) to his or her address as it appears in the records of the Association at least two (2) days before such meeting. If such notice is given:

- (a) By mail, it is deemed delivered four days after being deposited in the U.S. Mail properly addressed and with postage prepaid thereon;

- (b) By telephone facsimile transmission, it is deemed delivered upon the transmitter's receipt of confirmation of such transmission;
- (c) By any other Electronic Transmission, it is deemed delivered when sent.

Nonetheless, a director may waive the notice requirement hereunder by providing any of the following: (1) a written waiver of notice or an approval to the holding of the meeting or the approval of the minutes thereof; or (2) attendance at a meeting, unless such person objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Quorum and Voting. The presence of a majority of the directors at any meeting shall constitute a quorum for the transaction of business. The directors present at a duly called meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. Each voting member of the Board of Directors who is present at a meeting of the Board shall be entitled to one (1) vote upon any and all questions properly coming before any meeting.

8.5 Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action to be taken by the Board of Directors, or any committee designated by such Board, at a meeting may be taken without a meeting if notice of the proposed action is reduced to a Written Consent and signed by all Board or committee members entitled to vote on the action. For purposes of this Agreement, a "Written Consent" means, except as otherwise expressly prohibited by law, a typed or handwritten document which contains the handwritten signature by the person giving consent to a particular action, or by an Electronic Transmission which contains such consenting person's Electronic Signature.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any one or more members of the Board, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence at the meeting.

8.6 Contracts Between Directors. Any contract or other transaction between the Association and one or more of its directors, members or employees, or between the Association and any corporation or association of which one or more of its directors or members are members, stockholders, directors, officers, or employees or in which they have a vested interest, shall be valid. The fact of such interest shall be disclosed to the Board. Such interested director or directors will be counted in determining a quorum, but will not be counted in calculating the majority to carry a vote approving the transaction between such parties. Any interested director shall abstain from voting on such contract(s) or transaction(s) in which he or she may have a vested interest.

ARTICLE IX **OFFICERS AND DUTIES**

9.1 Officers. The officers of the Association, who shall also be directors, will be a President, a Vice-President, a Secretary, and such other officers as the Board of Directors may elect to carry out the affairs of the Association. The Board of Directors shall elect the officers every other year at the annual meeting of the Board of Directors.

9.2 Term, Removal and Resignation. The term of office shall be for two (2) years and shall begin at the close of the annual meeting of the Board of Directors. Any officer shall be permitted to resign after submitting a statement containing the reason for resigning to the President or the Board of Directors. Any officer may be removed during the time in office either with or without cause, by a majority vote of five or more of the directors at any regular or special meeting of the Board.

9.3 Vacancies. In the event of the resignation or removal of an officer, the Board shall, at its discretion, elect and appoint a replacement from the remaining board members. The individual elected shall serve for the remainder of the term of the member he or she replaces. No name shall be placed in nomination without the consent of the nominee.

9.4 Duties and Powers. The officers shall perform the duties and exercise the powers presented by the Articles of Incorporation, these Bylaws, the parliamentary authority adopted herein and those assigned by the Board of Directors or which normally pertain to the office. These duties and powers shall include, but not be limited to the following:

- (a) The President shall:
 - (1) Be the principal officer of the Association,
 - (2) Preside at all meetings of the Board of Directors,
 - (3) Be responsible for the agenda for all meetings,
 - (4) Be an ex-officio member of all departments and committees,
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 - (5) Supervise the members of the Board in the completion of their assigned tasks and responsibilities.
 - (6) Serve as the U.S. Representative to the World Baton Twirling Federation.
 - (7) If the immediate past President is retiring or not re-elected he or she shall serve for one (1) two year term, immediately following his/her term of office in an ex-officio capacity without the right to vote.

- (b) The Vice President shall:
 - (1) Preside at the meetings of the Board of Directors in the absence of the President.
 - (2) Perform such duties of the President in the absence of the President, and such duties as may be granted by the President or the Board.
- (c) The Secretary shall:
 - (1) Record the proceedings of all meetings of Board of Directors and the members and authenticate records of the Association.
 - (2) Provide each member of the Board of Directors with a copy of the Minutes of each Board of Directors meeting.
 - (3) Assume such duties as may be assigned by the President or the Board of Directors.
 - (4) Distribute agendas and minutes of the annual meeting to members.
 - (5) Provide official minutes of Board meetings to professional members by posting or publishing through USTA Communications.

ARTICLE X **CONFLICT OF INTEREST STATEMENT**

10.1 No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

10.2 No substantial part of the activities of the Association shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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.

10.3 Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a

corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (of the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XI **DISSOLUTION AND DISPOSITION OF ASSETS**

11.1 The Association may be dissolved upon the affirmative vote of two-thirds (2/3) of the voting directors of the Board of Directors of the Association then in office taken at a meeting of the Board called for that purpose, or upon the written consent of all members of the Board entitled to vote thereon.

11.2 Upon the dissolution or other termination of the Association, no part of the property of the Association, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the members of the Association, but all such property and proceeds shall, subject to the discharge of valid obligations of the Association and to applicable provisions of law, be distributed, to one or more qualified educational institutions for purposes of awarding baton twirling scholarships or among any one (1) or more corporations, trust, community chests, funds or foundations described in Section 501(c)(3) of the Internal Revenue Code or any successor provision which further and advances the amateur sport of baton twirling.

11.3 Private property of the members of the Association shall not be subject to the payment of the Association's debt to any extent whatsoever.

ARTICLE XII **Miscellaneous**

12.1 **Membership in WBTF**. The Association is a Member of the World Baton Twirling Federation ("WBTF"). All members of the WBTF agree to and accept the principles of the International Olympic Committee ("IOC") and world anti-doping code and its international standards, as well as the WBTF statutes and the WBTF's anti-doping code and related procedures as a condition of membership, requiring all athletes, athlete support personnel, and other officials within their jurisdiction to recognize and be bound by these rules and procedures, and to abide by the decisions and instructions of the WBTF Anti-Doping officials.

12.2 **WBTF Anti-Doping Commission**. Members of the USTA accept and recognize the authority of the WBTF Anti-Doping Commission and the WBTF Anti-Doping Director. The WBTF Anti-Doping Commission and the WBTF Anti-Doping Director are appointed by the WBTF Executive Board. It is a condition of membership in the WBTF that the WBTF Anti-Doping Code and all related procedures are accepted by all WBTF members and that all athletes, athlete support personnel, and all other officials in WBTF are bound by these rules and procedures.

12.3. **Fiscal Year.** The fiscal year of the Association shall begin the first day of September and terminate on the last day of August.

12.4 **Awards.** The Association shall make such awards for leadership, dedication and service which further the goals and purposes of the Association as specified in these Bylaws and the Articles of Incorporation, as amended. Appropriate awards shall be established from time to time as deemed necessary and appropriate by the Board, The President shall be responsible for obtaining said awards and the Board will establish the criteria.

12.5 **Publications.** The Board may authorize certain publications which further the goals and purposes of the Association; and all material published by the Association, either written, audio, and/or visual, shall be copyrighted in the name of the Association.

12.6 **Amendments.** Except as otherwise provided in these Bylaws or under the laws of the State of Delaware, these Bylaws may be amended, altered or repealed in whole or in part upon recommendation by the Board of Directors and by the vote of a majority of the voting members of the Association participating in any meeting of the members duly called and at which a quorum is present, provided that notice of proposed amendment, alteration or repeal of these Bylaws is contained in the notice for such meeting.

12.7 **Electronic Transmission.** For purposes of these Bylaws, the term "Electronic Transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process, including but not limited to, facsimiles, electronic mail, telegrams, cablegrams and Internet postings that may be reproduced in a paper form.

12.8 **Electronic Signature.** For purposes of these Bylaws, the term "**Electronic Signature**" means anything in electronic form (including a sound, symbol or process) which is (i) incorporated into or otherwise logically associated with any Electronic Transmission; and (ii) purports to be so incorporated or associated for the purpose of being used in establishing the authenticity of such Electronic Transmission, including, but not limited to, including a printed name, a digital signature or a scanned signature.