

Bylaws of the Southern Branch of the Western United States Pipe Band Association

Article I - Organization

1.1 The name of this organization is the Western United States Pipe Band Association, Southern Branch, hereafter referred to as the "Branch" or the "Southern Branch" and shall exist in perpetuity unless its members are unable or unwilling to continue in its objectives or the Branch's parent organization revokes its status.

1.2 The Southern Branch is a geographically based sub-set of its parent organization, the Western United States Pipe Band Association, hereafter referred to as "WUSPBA" or the Association. The WUSPBA is a corporation organized under Section 501(c)(3) of the Internal Revenue Code. The geographical region is defined by the WUSPBA Executive Committee and is subject to change upon decision of that body. All Southern Branch bylaws will be considered secondary to any applicable WUSPBA bylaws and will not address areas of responsibility in the WUSPBA contest rules. See Bylaws of WUSPBA, Article titled "Branches."

Article II - Objectives

2.1 The Southern Branch is organized exclusively for one or more of the Purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2 The Southern Branch shares the objectives of its parent organization as specified in the WUSPBA bylaws, Article II, inserted here.

ARTICLE II – OBJECTIVES

1. The objectives of the WUSPBA, a non-profit corporation shall be:

1.1. To promote and encourage education in the culture and advancement of piping, drumming, drum majoring, and pipe band music in the United States;

1. **To create and maintain a bond of fellowship** with all pipers, drummers, and drum majors
2. **To devise and operate a proper system** of piping, drumming, drum major, and pipe band contest rules.

Article III - Membership and Registration

3.1 All bands, solo players, games sponsors and individuals belonging to any membership class of and are members in good standing within WUSPBA and are associated with Southern Branch bands, Southern Branch Games, solo players, and other individual members who reside in the geographical area of the Southern Branch will be considered to be Southern Branch members.

3.2 Registration of members shall follow the practices of the WUSPBA as set forth in Article III of the WUSPBA bylaws. Only registered WUSPBA members in good standing shall be members of the Southern Branch.

3.3 The voting privileges set forth by WUSPBA as stated in Article III section 3.2 of the WUSPBA bylaws shall be followed in all Branch elections.

3.4 Members of the Southern Branch shall not be individually responsible for the financial obligations of the Branch

Article IV - Branch Officers

4.1 The officers of the Southern Branch shall consist of a President, Vice-President, Secretary, and Treasurer. These officers shall comprise the Executive Committee.

4.1.1 Officers must be at least 21 years of age beginning with the first day of his or her term of office.

4.1.2 The Executive Committee may appoint persons under 21 years of age to serve as interns to the Committee.

4.2 Term of Office is for two years, beginning the day following the Branch Annual Meeting. Elections shall be staggered for Executive Committee Members.

4.2.1 The President and Treasurer shall be elected in one cycle and the Vice-President and Secretary in the other.

4.2.2 Officers shall serve no more than two consecutive terms in a single office.

4.3 Three officers of the Executive Committee shall be considered a quorum for all Southern Branch matters.

4.4 The duties of each office are outlined as follows:

4.4.1 The **President** shall represent the Branch on the WUSPBA Executive Committee, preside at all Branch meetings, communicate with Bands and Contest Organizers, and shall assign the WUSPBA reps for the Branch.

4.4.2 The **Vice-President** shall preside at Branch meetings in the absence of the President, and shall become President if the President resigns or leaves office before the Annual General Meeting. The Vice-President shall attend WUSPBA Executive Committee meetings and represent the Branch in the absence of the Branch President. The Vice-President shall be solely responsible for conducting nominations and balloting in Branch elections. The Vice-President shall be the chair of the Education Committee.

4.4.3 The **Secretary** shall notify Branch members of Branch meetings, make a record of all Branch meetings, and send a summary of business transacted at meetings to all member bands, all solo members, and to the WUSPBA Executive Secretary. The Secretary shall handle Branch correspondence.

4.4.4 The **Treasurer** shall keep records of Branch finances and maintain the Branch bank account. The Treasurer shall present these records for auditing as requested by the Branch or as required by law. The Treasurer shall prepare an annual summary report on Branch finances for presentation at the Branch Annual Meeting. The Treasurer shall prepare all tax and other filings as required by law. The Treasurer shall present summaries of Branch finances to the WUSPBA treasurer as requested.

4.5 Should any Branch officer leave office before the expiration of his or her term in office, replacements shall be conducted as follows:

4.5.1 Should the President leave office, the Vice-President shall automatically assume the title of President until the next Annual General Meeting.

4.5.2 All other vacancies shall be filled by the appointment of the remaining officers. The appointed individual shall fill office until the next Annual General Meeting.

4.5.3 In the event that a replacement to any office has been made, at the Annual General Meeting that follows the appointment, the members shall vote to confirm the appointment for the balance of the unexpired term.

4.5.3.1 Appointees are still eligible to be elected for two consecutive terms in the same office to which they were appointed.

4.5.4 An affirmative vote of three officers may determine that an office is vacated if there is determined to be a serious default of responsibilities by the officer in question.

4.6 All Branch Executive Committee members shall be responsible for turning all Branch property and records in his or her possession to his or her successor at the close of his or her term in office.

4.7 Service on the Executive Committee shall be on a volunteer basis only and Executive Committee members shall not be paid for such service.

4.7.1 Reasonable reimbursement for expenses incurred for Southern Branch business may be remitted from Branch funds upon approval of the Committee.

4.8 By serving on the Executive Committee, the individual gives the Branch express prior consent to provide disclosures, records, notices and any other business transaction in electronic form.

4.8.1 Members of the committee may request any of these items in writing by contacting the Secretary.

Article V - Executive Committee Powers

5.1 The Executive Committee shall have full power to conduct the business of the Southern Branch between meetings and to interpret these bylaws, subject only to actions taken at annual or special meetings.

5.2 Responsibilities of the Executive Committee include:

5.2.1 General supervision of the affairs of the Branch between meetings.

5.2.2 Fixing the time and location of meetings.

5.2.3 Making recommendations at the annual or special meetings.

5.2.4 The Executive Committee shall establish a budget for the Branch prior to the Annual General Meeting.

5.2.5 Performing other duties as specified in these bylaws or by the vote of the membership at an annual or special meeting.

5.2.6 The Executive Committee shall be subject to the actions of the WUSPBA Executive Committee, the WUSPBA Bylaws, and the Southern Branch bylaws.

5.3 In the event that consensus cannot be reached in Executive Committee actions, the matter shall be taken to the Band Council for resolution.

5.4 Should a member of the Executive Committee dissent from Committee actions, the reason for and notice of dissent must be recorded in the minutes. Once official minutes have been published, Executive Committee members may not claim dissent to any action taken by the Executive Committee unless such dissent is recorded in the minutes.

5.4.1 When voting is conducted by secret ballot, only the voting tally shall be recorded in the minutes.

Article VI - Band Council

6.1 A council of member bands shall be established to discuss Branch needs, advise the Executive Committee, and vote on Branch business between Annual and Special Meetings as called upon by the Executive Committee.

6.1.1 Representation of at least one-third of member bands in the Branch shall constitute a quorum in all Band Council matters.

6.2 Each WUSPBA Southern Branch member band may designate an official representative or representatives for attendance at Council meetings.

6.2.1 Voting representatives shall be at least 21 years of age.

6.2.1.1 In the case of Juvenile bands only, a representative under 21 years of age may become a voting representative upon submission of a signed consent form by the individual's parent, guardian or other legal representative.

6.2.1.1.1 In matters relating to votes where Executive Committee consensus cannot be reached, voting representatives under 21 years of age cannot vote on the matter presented.

6.2.2 Bands may designate persons under 21 years of age as interns to the council.

6.2.3 The Executive Committee shall approve all appointments to the council.

6.2.3.1 Approval shall be automatic unless a strong case is made for rejection.

6.2.3.2 Should the Executive Committee refuse to approve a designated representative, the band shall be notified in writing of the reason(s) for the rejection and given the opportunity to respond to the concerns listed in the rejection notice. Once the concerns are addressed, the band shall then have the opportunity to appoint an alternate representative or to re-submit the individual for approval.

6.2.3.3 The rejection of an individual as a designated representative shall not nullify the vote of the member band on Council matters.

6.2.4. If a member band has not designated an official representative to the Council, the band's Pipe Major shall be the default representative and all matters shall be directed thereto.

6.2.4.1 If the band's Pipe Major is under 21 years of age, the Executive Committee may consult with the band to designate a representative over 21 years of age.

6.2.4.2 In the case of Juvenile bands only, a representative under 21 years of age may become a voting representative upon submission of a signed consent form by the individual's parent, guardian or other legal representative.

6.2.4.2.1 In matters relating to votes where Executive Committee consensus cannot be reached, voting

representatives under 21 years of age cannot vote on the matter presented.

6.3 By becoming a Band Council representative, the individual gives the Branch express prior consent to provide disclosures, records, notices and any other business transactions in electronic form. Should this consent be withdrawn for any reason the withdrawal will constitute a cancellation of that individual's status as a voting council member.

6.3.1 Band Council members wishing to withdraw consent must notify the Secretary via email, telephone or via US mail.

6.3.2 Band Council members wishing to withdraw consent are responsible to notify his or her band that a new voting representative must be chosen.

6.3.3 Band Council members may request written copies of Branch business to be sent by contacting the Secretary. These requests do not constitute a withdrawal of consent.

6.4 Each Member Band shall have one vote at Council meetings.

6.4.1 Should the Executive Committee request a vote on Branch business outside of the Council meeting, email sent to the Secretary indicating voting preference shall be accepted as a legal vote by that individual.

6.4.2 Solo members, Adjudicator members, Contest Organizer members and other members attending Council meetings shall not vote on Band Council matters.

6.5 Should a member of the Band Council dissent from Council actions, the reason for and notice of dissent must be recorded in the minutes. Once official minutes have been published, Band Council members may not claim dissent to any action taken by the Band Council unless such dissent is recorded in the minutes.

6.5.1 When voting is conducted by secret ballot, only the voting tally shall be recorded in the minutes.

6.6 Bands located in the Southern Branch's geographical region who do not belong to one of the classes of member bands defined in Article III section 2 of the WUSPBA bylaws may send a non-voting representative to Band Council meetings.

Article VII - Education Committee

7.1 A committee shall be established to oversee the educational offerings of the Branch. This committee shall be comprised of members of the Branch. The committee shall consider the needs of all member bands and individuals within the branch. The committee is under the direction of the Executive Committee and shall present all recommendations to the Executive Committee for approval.

7.1.1 The chair of this committee shall be the Branch Vice-President.

7.1.1.2 Members of the committee shall be approved by the Vice-President.

Article VIII - Branch Elections

8.1 Nominations for office may only be made by Southern Branch members. All nominations for Branch officers must be received by the Vice-President no later than 60 days prior to the Annual General Meeting. All nominees must be members of the Southern Branch. The Vice-President shall verify each nominee's willingness to run for office. In the event that someone is nominated for more than one office, the Vice-

President shall ask that person to choose the office for which he or she would prefer to run. A candidate may run for only one office.

8.1.1 Candidates must be at least 21 years of age beginning with the first day of the new term of office to be eligible for nomination.

8.2 Balloting shall be conducted by mail or email. The Vice-President shall publish ballots, including any statements that the candidates have submitted, and send one ballot to each Branch Band as well as to each individual member according to the WUSPBA list at least 30 days prior to the Annual General Meeting. Ballots shall be counted at the Branch Annual Meeting. Ballots must be mailed to the Vice-President in time to be received before the meeting date, or be carried to the meeting to be valid. Voting shall be at the same ratio for band, games sponsor, and solo member as allowed at the WUSPBA annual general meeting. Late ballots will not be counted. In the event of a tie, the band representatives attending the meeting will vote to break the tie.

8.2.1 Each Band shall designate a representative who will have full voting privileges for all Branch Business.

8.2.2 If the representative is not on the roster of the Band he or she represents, a signed consent form must be submitted to the Executive Committee by the band represented.

8.2.2 Solo members shall have full voting privileges for all Branch business excluding band contest rules or fees.

8.2.3 Adjudicator members shall have full voting privileges on all Branch business.

8.2.4 Contest Organizer members shall have full voting privileges on all Branch business.

8.2.5 Executive Committee members shall have full voting privileges on all Branch business.

8.2.6 Voting will be weighted according to WUSPBA rules as designated in Article III, section 3.2.6 of the WUSPBA bylaws.

8.2.7 Address and other contact information shall be taken from WUSPBA lists and it is the sole responsibility of the band or individual member to ensure that this information is correct and updated.

8.2.7.1 Any changes in phone number, address or email address of each band, contest organizer or individual member should be submitted through the WUSPBA process established for such changes.

8.2.7.1.1 Band changes should be reported to the Band Registrar

8.2.7.1.2 Solo member changes should be reported to the Solo Registrar

8.2.7.1.3 Other changes should be reported to either the Sanctioning Secretary or to the Executive Secretary.

8.2.7.2 Any change in phone number, address, or email address of each band, contest organizer or individual member should also be reported to the Southern Branch Secretary.

8.2.8 Address and other contact information is private and shall not be distributed in any manner not necessary to conduct Branch business.

8.3 When an election or vote is required at a Special Meeting, the voting process will be conducted by email unless the circumstances surrounding the special meeting indicate that there is not enough time to follow the regular balloting process.

8.3.1 It shall be the sole responsibility of the Vice-President to conduct all balloting for Special Meetings.

8.3.2 Should a method of balloting outside of the email system be needed, then nominations and voting may be conducted through mail, telephone, in person or a combination of methods thereof.

Article IX - Branch Meetings and Communication

9.1 The Southern Branch Annual meeting shall be held on a single day by the Branch officers prior to the WUSPBA Annual meeting deadlines.

9.1.1 The time and location shall be determined by the Executive Committee, but no later than six (6) months of a new calendar year.

9.1.2 Members shall be notified no later than 30 days prior to the meeting. Members do not need to be notified using the same method. Notice shall have been considered to be given under one or more of the following rules:

9.1.2.1 US Mail: Notice shall be deemed delivered when deposited in the US Mail system with prepaid postage.

9.1.2.2 Email: Notice shall be deemed to be given when the email is sent.

9.1.2.3 Telephone: Notice shall be deemed to have been given when the phone call is made.

9.1.2.4 Website/Social Media: Meeting notification shall be placed on the Branch website or other social media sites as soon as it is available. The site shall be considered to be the primary notification method, and one of the above methods shall be used for secondary notification of members.

9.1.2.5 Address and other contact information shall be taken from WUSPBA lists and it is the sole responsibility of the band or individual member to ensure that this information is correct and updated.

9.2 The Southern Branch may hold special meetings for all members as needed. These meetings shall be called under one of the following methods:

9.2.1 Special meetings may be called by majority vote of the Executive Committee.

9.2.2 Special meetings may be called by a written petition that is signed by the representatives from two-thirds or more of the voting bands on the Band Council. This petition must include the agenda for the special meeting.

9.2.2.1 Petitions may be sent to the Secretary through US mail or through email.

9.2.2.2 Email sent to the Secretary indicating support for or dissent from requested petitions shall be accepted as a legal signature for or against the petition.

9.2.3 Notice for special meetings shall follow the rules set forth for the Annual Meeting unless the matter is of a nature that does not allow these rules to be followed.

9.2.3.1 In cases where 30 days notice is not able to be given due to the nature of the issue, the Executive Committee shall communicate the reason for the time constraint with the members and with WUSPBA.

9.3 The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Branch in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Branch may adopt.

9.4 In the event of conflict with Branch bylaws or absence of a Branch bylaw, to resolve a specific Branch parliamentary issue, WUSPBA bylaws will take precedence.

9.5 Representatives from one-third of the active Southern Branch Member bands in good standing will constitute a quorum at any annual or special meeting.

9.6 Members present at any meeting will decide by majority vote all issues other than those elsewhere stated in these bylaws. Voting shall be at the same ratio as allowed at the WUSPBA annual general meeting.

9.7 Failure to hold an annual meeting as required by these bylaws will not constitute forfeiture or dissolution of the Branch and shall not invalidate actions taken by the Executive Committee or other officers.

Article X - Amendments

10.1 The Southern Branch Bylaws may be modified through a vote of the members following Branch voting procedures.

10.2 Proposed amendments to Southern Branch bylaws must be received by the Southern Branch secretary no later than 60 days prior to the Branch annual meeting or 60 days prior to a special meeting.

10.3 Any Southern Branch member in good standing may propose amendments to the bylaws.

10.4 The Secretary shall provide notice of all proposed changes to Branch members and to the WUSPBA Executive Secretary no fewer than 30 days prior to voting on said changes.

10.4.1 Notice shall be deemed to have been given according to the rules set forth in Article VIII, section 8.1.

Article XI - Dispute Resolution

11.1 In the event of a dispute between any Branch member and the Branch, the aggrieved party shall have the right of appeal to the WUSPBA Executive Committee whose decision shall be binding on all parties. The dispute resolution process shall follow the procedures set forth in the WUSPBA bylaws Article XVI.

Article XII - Indemnification

12.1 To the full extent permitted by law, the Southern Branch shall indemnify any Executive Committee member or Officer, including former Committee Members or Officers, or any person who may have served at its request against expenses actually and reasonably incurred by them, in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been such an officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence in the performance of duty; and to make such other indemnification (including advanced payment of indemnification) as shall be authorized by the Executive Committee.

12.2 The Southern Branch may purchase and maintain insurance, in such amounts that the Executive Committee may deem appropriate on behalf of any person indemnified under section 12.1 against any liability asserted against him/her and incurred by him/her in the capacity of or arising out of his/her status as an agent of the Branch, whether or not the Branch would have the power to indemnify him/her against such liability under applicable provisions of law. The Branch may also purchase and maintain insurance, in such amounts as the Executive Committee may deem appropriate, to insure the Branch against any liability, including without limitation, any liability for the indemnifications provided in this Article.

12.3 The Southern Branch shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Branch as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

Article XIII - Miscellaneous

13.1 The fiscal year for the corporation shall follow the calendar year from October 1 to September 30.

13.2 The provisions of and application thereby of the Southern Branch bylaws shall follow the non-discrimination clauses set forth in the WUSPBA bylaws Article XVIII.

Article XIV - Dissolution

14.1 In the event that the Southern Branch is no longer able or willing to function as an entity or should the WUSPBA Executive Committee decide to dissolve the Southern Branch, all matters related to Branch activity, including all assets shall revert back to WUSPBA, which is a corporation organized under Section 501(c)(3) of the Internal Revenue Code.