**Windjammers Unlimited, Inc.**

**Bylaws**

**2005**

***BYLAWS OF WINDJAMMERS UNLIMITED, INC*.**

***(An Ohio not-for-profit corporation)***

A R T I C L E  I

TITLE

            The name of this organization shall be "Windjammers Unlimited, Inc." which, in the following Bylaws, may be termed the "Society".  A non-profit Circus Musical Historical Society, the Windjammers Unlimited, Inc. was conceived and formed by Charles Bennett, Jr., and Arthur E. Stensvad in 1971.

A R T I C L E  II

STATEMENT OF PURPOSE

            SECTION 1.  To assemble into one Society all those whose interest is in keeping traditional circus and circus concert music alive.

            SECTION 2.  To further achieve the purpose aforementioned by publication of a Society periodical.

            SECTION 3. To assemble a file of previously unrecorded circus and circus concert music and film for future membership use and future generation use.

            SECTION 4.  To make circus music available for exchange between members for the sole use and enrichment of the individual member and not for public broadcast or sale which might result in adversity to the Society.

            SECTION 5.  To establish a "Windjammers' Hall of Fame" to include certain individuals, living or deceased, in recognition of their having shown outstanding contributions in the field of circus music.

           SECTION 6.   To promote the education of the general public in the history of traditional circus music.

A R T I C L E  III

BOARD OF TRUSTEES

            SECTION 1.  The affairs and business of the Society shall be managed and directed by a Board of Trustees, consisting of eleven (11) members, including the two (2) elected officers of the Society, namely the President and the Vice-President, the Immediate Past President, and the eight (8) elected Trustees.  The President of the Society shall preside over the meetings of the Trustees. Any member in good standing is eligible to become a Trustee of the Society. A member in good standing is one who is current in his/her dues payments.

             SECTION 2.   The two (2) elected officers and the eight (8) Trustees shall be elected by the general membership of the Society as outlined in ARTICLE VII.

            SECTION 3.  Should any vacancy occur in the membership of the Trustees by death, resignation, or removal from office, the remaining Trustees shall elect a qualified person for the unexpired term of such member.

            SECTION 4.  Any member of the Board of Trustees may be removed from office by a resolution to that effect duly adopted by a two thirds (2/3) affirmative vote of the members of the Society in a duly constituted meeting, or by proxy, for that particular purpose.

            SECTION 5.  Any member of the Board of Trustees may withdraw or resign from the Society at a duly constituted meeting or by notice to the President or the Secretary of the Society. Such resignation shall be submitted in writing.

            SECTION 6.  The Board of Trustees shall be responsible for any or all business of the Society, but may delegate responsibility, as it deems necessary.

            SECTION 7.  The President of the Society may call special meetings of the Board of Trustees.  The majority of the Board of Trustees may by joint action, request the President of the Society to call a special meeting for some specific purpose, and it shall be mandatory upon the President to call such a meeting.

            SECTION 8.  Because of communication problems of a national organization, voting by the Board of Trustees on any issue may be accomplished by written consent by telephone, or by e-mail.  A majority of Trustees shall constitute a quorum for the purpose of transacting business.

A R T I C L E  IV

ELECTED OFFICERS

            SECTION 1.  The elected officers of the Society shall be a President, a Vice-President, and the Immediate Past President.  All elected officers shall serve a term of two (2) years.  In the event of death, resignation, or removal from office, the Board of Trustees shall appoint a successor to fill the vacancy until the next election. The Immediate Past President shall have completed at least one full term as President.

            SECTION 2.  The President shall act as the executive officer and shall preside at all meetings of the members and the Board of Trustees.  He shall appoint all standing and special committees, such appointments to be concurrent with the term of the President.  He shall appoint the editor of the Society’s “periodical”, and the Secretary and Treasurer.

            SECTION 3.  The Vice-President shall, in the absence of the President, perform the duties of the President.  The Vice-President shall be designated President-Elect to succeed the President in office upon completion of the President's term(s).

ARTICLE V

APPOINTED POSITIONS

          SECTION 1.    The Secretary and Treasurer shall be appointed by the President, with the approval of the Board of Trustees. They shall be non-voting members of the Board of Trustees. These positions may be served by one person.

            SECTION 2.  The Secretary shall give notice of all meetings, ~~He~~ shall keep and maintain a complete record of the proceedings, and shall collect all dues and fees and make such accounting to the Treasurer.  He***/***she will be responsible for the issuance of evidence of membership in good standing, and for the safekeeping of all records belonging to the Society, including acting as a custodian of the seal, and shall have such other powers and duties as the Board of Trustees from time to time shall prescribe.

            SECTION 3.  The Treasurer will be responsible for the safekeeping of all financial records of the Society in such banks or trust companies as may from time to time be designated by the Board of Trustees.

            The Treasurer shall keep all accounts pertaining to the finances of the Society, along with such records indicating all money received by him/her, the source of such money, and the purpose for which it may be paid out. Such deposited funds shall be made subject to draft only on the signature of the Treasurer, or the joint signatures of the President and the Vice-President of the Society.  He/she will render a complete financial report to the members no later than the summer meet subsequent to the end of the fiscal year.

The Board of Trustees shall appoint a committee to examine and audit the books records maintained by the Treasurer or any other committees that may have control over expenditures of Society funds.

A R T I C L E  VI

MEMBERSHIP

            SECTION 1.  REGULAR MEMBERS shall comprise those in good standing who have attained the age of sixteen (16), have made proper written application, and who are current in their annual dues.

           SECTION 2.  FAMILY MEMBERS shall be those related members, e.g. husband/wife, parent/child, in good standing and residing at the same address who have attained the age of, thirteen (13), have made proper written application, and who are current in their annual dues. Family members shall be entitled to receive only one (1) copy of the Society’s “periodical”.

            SECTION 3. HONORARY MEMBERSHIP may be conferred by the Board of Trustees at its discretion. An Honorary Member shall have all the rights and privileges of a Regular Member, except that he/she may not hold any elected office.

A R T I C L E  VII

ELECTION

            SECTION 1.  Elections shall be held every two years.  The President and Vice-President shall serve two-year terms, beginning on the first day after the Annual Winter Convention of the election year.  The President may serve no more than two (2) consecutive elected two-year terms.  Trustees shall serve four-year terms, with half (4 members) being elected each election year.

            SECTION 2.  The President shall appoint a nominating committee of five (5) members at the Annual Winter Convention one year before the election year.  The names of the members of the Nominating Committee shall be published  no later than the second issue of the Society’s “periodical” after the Winter Convention. The Nominating Committee shall present its slate of candidates at the following Summer Meet.  The candidate for President shall be the incumbent Vice-President, unless the incumbent President is nominated for a second term.  In this case, the incumbent Vice-President shall be the candidate for Vice-President.  If the elected Vice-President is not able to be a candidate for office as stated above, the Nominating Committee shall submit two nominees for any office affected.  Four trustees shall be elected from a slate of eight (8) nominees in each election year.  Members may vote for four candidates.  The four nominees receiving the most votes shall be deemed elected.

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            SECTION 3.  Any member may make suggestions to the Nominating Committee.  Nominations from the floor of the Summer Business Meeting may be made by any member, and if seconded, shall be added to the slate of candidates.  The chairman of the nominating committee shall contact each candidate and secure acceptance by the candidate before publication of the official ballot.

            SECTION 4. Election of officers and trustees shall be by mail. The chairman of the nominating committee shall submit to the Secretary the names of all nominees to be placed on the official ballot.  Ballots will be  mailed to members by the Secretary prior to December 1st of the election year. Ballots will be returned to the Secretary who shall tally them and report results to the incumbent President.  . The results will be reported at the Annual Winter Convention and published in the first issue of the Society’s “periodical” after the Annual Winter Convention.

A R T I C L E VIII

FISCAL YEAR

            The fiscal year of the Society shall be concurrent with the calendar year and shall commence on the First day of January and cease on the thirty-first day of December.

A R T I C L E IX

DUES

            The annual dues of the Society shall become payable on the first day of the fiscal year.  Said dues will entitle the member to a membership card and one year's subscription to the official “periodical”. New members accepted after the first day of March of the fiscal year shall have their payment of dues pro-rated quarterly.  Those members in good standing of the previous fiscal year who have failed to make proper current payment of dues for the current year on or before the first day of March, and after due written notice of such failure from the Secretary shall be suspended from the roster of the Society.  Any former member may be reinstated by payment of the total current year's dues.

A R T I C L E X

PERIODICAL

            SECTION 1.  The official “periodical” of the Windjammers Unlimited, Inc. shall be called the "Circus Fanfare".  The  “periodical” shall be published not less than four times per fiscal year.

            SECTION 2.  The Editor of the “periodical” shall be appointed by the President.  The Editor will be responsible for the editing and publishing of the said “periodical” and will be responsible for seeking and enlisting articles for publication.  He will be duly authorized to establish or change rates for advertising in the “periodical” with the approval of the Board of Trustees.

            SECTION 3.  Each regular member in good standing is entitled to one year's subscription to the “periodical”. Family members in good standing will be entitled to receive one year’s subscription per family unit.

A R T I C L E XI

CONVENTIONS

            SECTION 1.  The exact date and location of the Annual Winter Convention and Summer Meet shall be announced through the “periodical” or by special mailings to the membership not less than two (2) months prior to the event.

            SECTION 2.  The Board of Trustees shall select sites for conventions and meets.  Any member may make suggestions or extend invitations to the Board.

            SECTION 3.  Each Annual Winter Convention and Summer Meet shall contain a band which shall be deemed the "Windjammers' Circus Concert Band" in reference to recordings or publicity, and shall consist of those musicians attending who are members in good standing who wish to perform, and any other necessary musicians from outside the Society as may be needed with the specific approval of the Board of Trustees of the Society.  Outside performing musicians shall serve without remuneration.

            SECTION 4.  Individual members are encouraged to tape music performed for their own personal use.

            SECTION 5.  Regional Meets may be organized with specific approval of the Board of Trustees.

A R T I C L E XII

HALL OF FAME

            SECTION 1.  A Hall of Fame Committee shall be appointed by the President and chaired by a member of the Society.  The committee may solicit advice from knowledgeable individuals, whether members or not.

            SECTION 2.  Selection of the recipient or recipients of this honor shall be made by the Hall of Fame Committee and submitted to the Secretary for publication in the Society “periodical”.  The Secretary shall make necessary arrangements for suitable commemoration. Selections need not be made every year.

            SECTION 3.  Such nominees for enshrinement in the Windjammers' Hall of Fame need not be restricted to the membership and may be individuals living or deceased.

ARTICLE XIII

ROBERTS RULES OF ORDER

The Rules contained in Robert’s Rules of Order shall govern the proceedings of the Society in all instances in which they are applicable and which are not inconsistent with these Bylaws.

A R T I C L E   XIV

ADOPTION, AMENDMENT, AND SUSPENSION OF BYLAWS

These Bylaws shall be binding on all members of this Society.  Said Bylaws may be adopted, amended, or suspended at any duly assembled meeting for that purpose of the members by an affirmative vote of the majority of said members present and voting, or voting by proxy; provided that no amendment or suspension shall be adopted which shall change the nature of the Society; and provided further, that no adoption, amendment, or suspension shall become effective until approved by the majority as herein prescribed.

ARTICLE XV

DISSOLUTION

Upon dissolution of the Society, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the Society, shall distribute the assets of the Society in such manner and in such proportions to any one or more organizations, as determined by the Board of Trustees, which are organized and operated exclusively for charitable, educational, religious or scientific purposes and which shall at the time qualify as an exempt organization described in Section 501(c)(3) of the Internal Revenue Code. Any assets of the Society not so distributed shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Society is then located in such manner and in such proportions to any one or more organizations, as the court shall determine, which are organized and operated exclusively for charitable, educational,*religious or scientific purposes and which shall at the time qualify as an exempt organization described in Section 501(c)(3) of the Internal Revenue Code.*

Adopted:   November 2, 1975

Amended: January 26, 1986

Amended: January 26, 2005

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 **THE FOLLOWING ARE NOT A PART OF THE BYLAWS**

FAMILY MEMBERSHIPS

            A perusal of the membership list of our organization indicates that there are a number of husband and wife or parent child members with both members living at the same address.  The Board of Trustees has voted to create a special Family Membership which will in effect reduce the annual dues for both members by the approximate cost of the annual cost of "Circus Fanfare".  To qualify for and to obtain the benefits of Family Membership the following conditions must be met:

            1.  Both members must be related.

            2.  Both must reside at the same address.

            Only one copy of "Circus Fanfare" will be sent per Family Membership.

            Annual Family Membership Dues are established at $37.00 for 2008.  Checks sent in payment of dues should indicate "Family Membership".

THE MERLE EVANS ' FELLOWSHIPS

            Those of us who were fortunate enough to know Merle Evans will bear witness to the fact that three things were uppermost in his mind:  Bands, Circus Music, and Young Musicians.  Those who have watched him conduct a band composed of younger musicians know how enthusiastic he was and how much he enjoyed the association with these youngsters.

            It was in recognition of Merle's three primary interests that the Board of Trustees, searching for a suitable memorial for this beloved individual has adopted a program which the Board feels creates a memorial that Merle would wholeheartedly endorse.

            Briefly, the program calls for the establishment of not less than one nor more than three "Merle Evans' Fellowships" for each summer meet of Windjammers Unlimited.  These fellowships will be awarded to young high school or college musicians with the demonstrated ability to play the type of music Windjammer Bands perform, and will permit them to sit in as members of the Windjammer Band at the particular meet.  The fellowships will be limited to the summer meets since it is believed academic activities would preclude the participation of these young musicians in our Annual Winter Convention.  Each recipient will have his accommodations paid for him during the meet and will receive $25.00 per diem for food and incidentals.  A year's subscription to "Circus Fanfare" will be given each fellow, and it is hoped that through exposure to Circus Music and the Windjammer organization, we will be able to interest a number of these young people in becoming permanent members of our group.

            The following rules will govern the selection of the fellows:

            1.  The nominee must be at least 18 years of age at the time of the meet.

            2.  The nominee must have the demonstrated ability to perform as a solo or first chair musician in a normal concert band.

            3.  To be eligible, the nominee must reside within 500 miles of the site of the meet.

            4.  Nominations, in writing, can be made by any member of Windjammers Unlimited, but must be accompanied by a written statement from the band director of the nominee's high school college, or concert band that the nominee is qualified to play the solo or first chair position in a normal concert band.

            5.  the final selection of the fellows for a particular meet will be the responsibility of the meet chairman.

            6.  Meet chairmen will obtain the permission of the Board of Trustees at the Annual Convention preceding the meet, for the number of fellowships desired.

            It is anticipated that the cost of the Fellowship Program can be handled through the use of complimentary hotel rooms and the normal profit generated by the meet and the sale of Windjammer items.

            The entire fellowship program and these rules will be incorporated into the next revision of the Bylaws of Windjammers Unlimited.