

BYLAWS OF WINDJAMMERS UNLIMITED, INC.
(An Ohio not-for-profit corporation)

AS AMENDED SEPTEMBER 1, 2020



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ARTICLE I

TITLE

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

ARTICLE 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 discover previously unrecorded circus music and film, establish an archive of that music and film, and perform and preserve that music and film in a way that it can be available to Society members and future generations.

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, unless such public broadcast or sale is compliant and consistent with copyright or other applicable laws.

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.

ARTICLE 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 ten (10) members, ten of whom shall be elected by the members. Any member in good standing is eligible to become a Trustee of the Society. A member in good standing is one whose dues payments are current.

SECTION 2. The ten Trustees shall convene and elect from among them a President, Vice President and such other officers as they deem to be necessary as outlined in Article IV.

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. In addition, a majority of the Board of Trustees, exclusive of the President, can 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. The Board of Trustees, by the affirmative vote of the Trustees then in office, shall have the authority to establish reasonable compensation and expense reimbursement policies of all personnel for service rendered or to be rendered to the Society as officers or otherwise; provided, however, that no Trustee shall be entitled to compensation for his or her service as a Trustee.

SECTION 9. Whenever a Trustee or officer has a financial or personal interest in any matter coming before the Board of Trustees, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Trustees determine that it is in the best interest of the Society to do so. The minutes of such meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

SECTION 10. Voting by the Board of Trustees on any issue may be accomplished in person, by written consent, by mail, or by electronic means. A majority of Trustees shall constitute a quorum for the purpose of transacting business. Proxy voting, where a Trustee in attendance at a meeting would exercise a vote on behalf of a Trustee who is absent, is not permitted.

A R T I C L E I V

OFFICERS

SECTION 1. Immediately at the commencement of the first Board of Trustees meeting after the election of Trustees, the members of the newly-elected Board of Trustees will convene in executive session and elect from among their number a President, Vice-President and such other officers as they deem to be necessary to manage the affairs of the Society

SECTION 2. The Trustees elected as officers shall hold their officer appointments for two years and shall be eligible for reelection by a subsequent Board of Trustees to an additional two-year term. Officers may serve no more than two consecutive two-year terms as officers, but are eligible to be nominated and elected to Trustee positions subsequently thereto.

SECTION 3. The President shall act as the executive officer and shall preside at all meetings of the members and the Board of Trustees. The President can only vote to make a tie or break a tie vote and can cast a ballot vote. The President shall appoint the Secretary, the Treasurer and the Editor of the Society's periodical, subject to approval by the Board of Trustees. The President shall appoint all standing and special committees, such appointments to be concurrent with the term of the President. All such appointments shall be subject to approval by the Board of Trustees.

SECTION 4. The Vice-President shall, in the absence of the President, perform the duties of the President.

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 ex-officio, 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 and shall keep and maintain a complete record of the proceedings. The Secretary also shall collect all dues and fees and make such accounting to the Treasurer. The Secretary 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, 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. The Treasurer will render a complete financial report to the members no later than the summer meet subsequent to the end of the fiscal year.

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

SECTION 5. The editor of the Society's periodical (Circus Fanfare) will be responsible for its creation and publication. Duties of the Editor are set forth in Article XII.

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 eighteen (18) have made proper written application, and who are current in their annual dues.

SECTION 2. STUDENT MEMBERS shall comprise those in good standing who are ages 18 to 24 and full or part-time students, have made proper written application, and who are current in their annual dues.

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 they may not hold any elected office and may not vote in any elections.

A R T I C L E VII

ELECTION

SECTION 1. Elections shall be held every two years. The ten (10) elected Trustees shall serve four-year terms, with half (5 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. Five Trustees shall be elected from a slate of up to ten (10) nominees in each election year.

The Nominating Committee may submit more than one candidate for each Trustee position, however members may only vote for five candidates. The five nominees receiving the most votes shall be deemed elected.

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 Trustees shall be by mail or electronic means. The chairman of the Nominating Committee shall submit to the Secretary the names of all nominees to be placed on the official ballot. Ballots shall be distributed to members by the Secretary and returned 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 Board of Trustees. The results will be reported at the Annual Winter Convention and published in the first issue of the Society's periodical and on its website after the Annual Winter Convention. Term of office for Trustees shall begin on January 1 of the year following their election.

ARTICLE VIII

TAX EXEMPTION PROVISIONS

SECTION 1. The Society is intended to qualify as an organization described in Section 501(c) (3) of the Internal Revenue Code. No part of the net earnings of the Society shall inure to the benefit of or to be distributed to any of its Trustees or officers, or other private persons, except that the Society shall be authorized to make payments and distributions in furtherance of the purposes set forth in the Society's Articles of Incorporation and these Bylaws.

SECTION 2. No part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 3. Notwithstanding any other provisions of these Bylaws, the Society shall not carry on any activities not permitted to be carried on (a) by a corporation described in, and exempt from federal income tax, under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX

NON-LIABILITY AND INDEMNIFICATION

SECTION 1. The Trustees and officers of the Society shall not be personally liable for the debts, liabilities, or other obligations of the Society.

SECTION 2. The Society shall, to the fullest extent to which it is empowered to do so under any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee or officer of the Society, or that he or she is or was serving at the request of the Society as a member, Trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, except in relation to matters as to which such person shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE X

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.

ARTICLE XI

DUES

The annual dues of the Society shall become payable on the first day of the fiscal year. A schedule of dues is set forth in Schedule A attached hereto. 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 as indicated in Schedule A attached hereto. 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.

ARTICLE XII

PERIODICAL

SECTION 1. The official periodical of 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. The Editor 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 and student member in good standing is entitled to one year's subscription to the periodical. New members are entitled to receive subscriptions beginning the month they joined in accordance with the proration periods shown in Schedule A. Those individual or student members that are related, e.g. husband/wife/partners, parent/child, in good standing and residing at the same address are deemed to be a family unit and will be entitled to receive one year's subscription (or such prorated period as indicated above) per family unit.

ARTICLE XIII

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 record music performed by Windjammers Ensembles for their own personal use.

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

ARTICLE XIV

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 XV

MERITORIOUS SERVICE AWARD

The Board of Trustees at its discretion may, from time to time, recognize members for meritorious service. Such persons will have demonstrated over time their dedicated service and untiring devotion to Windjammers Unlimited, Inc. and its purpose of preserving traditional circus music.

ARTICLE XVI

ROBERT'S 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 XVII

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 only upon action by a simple majority vote of all Trustees.

ARTICLE XVIII

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

Amended: September 1, 2020

**SCHEDULE A
DUES PRORATION**

The following table sets forth the dues proration for persons becoming members other than as of the first day of the calendar year.

<u>Classification</u>	<u>1st Quarter Jan - Feb - Mar</u>	<u>2nd Quarter Apr - May - Jun</u>	<u>3rd Quarter Jul - Aug - Sep</u>	<u>4th Quarter Oct - Nov - Dec (Note 2)</u>
Regular - U.S.	\$40	\$30	\$20	\$40
Regular - Other (Note 1)	\$40	\$30	\$20	\$40
Student	\$10	\$9	\$8	\$10
Family unit - U.S.	\$47	\$37	\$27	\$47
Family unit – Other (Note 1)	\$47	\$37	\$27	\$47

Note 1-All communications must be done electronically.

Note 2-Dues amount also covers succeeding calendar year.