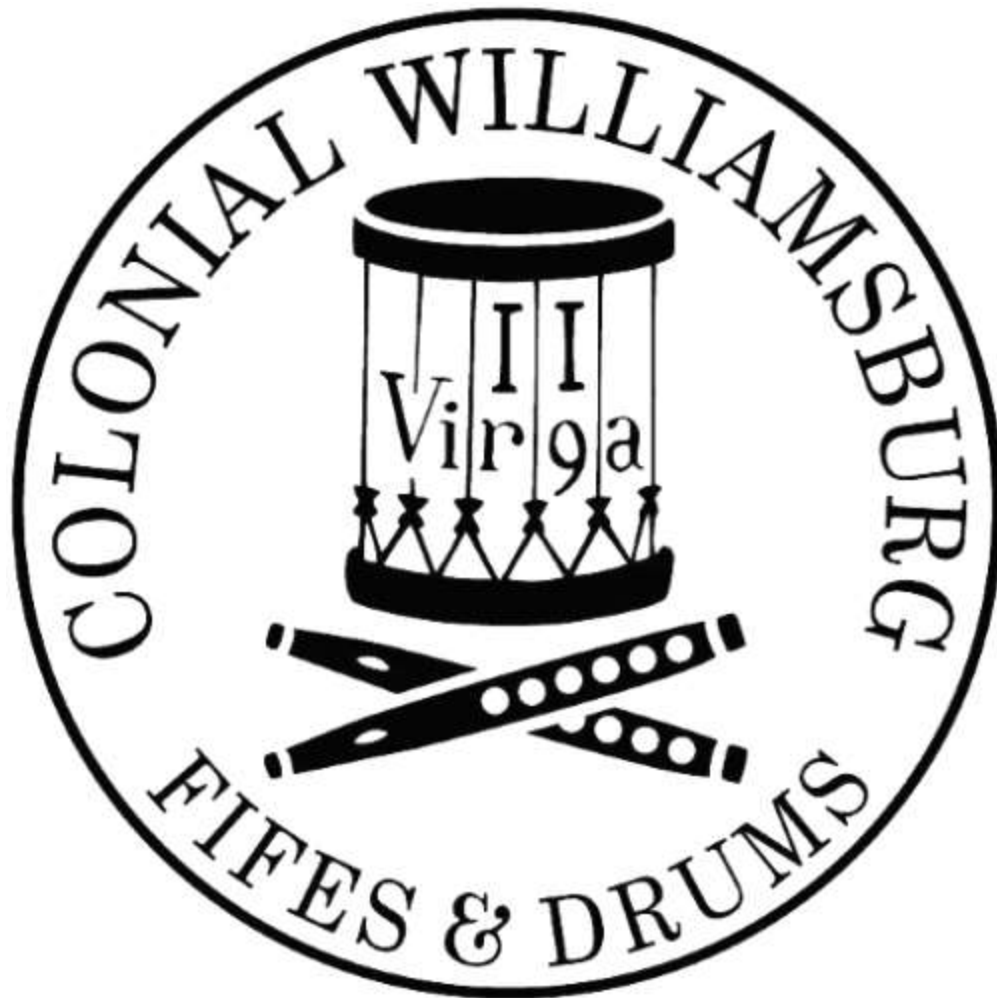


Colonial Williamsburg Fifes & Drums Alumni Association



Corporate By-Laws

Last Amended: June 16, 2015

CORPORATE BY-LAWS

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Ratification Timeline

April 8, 2015	A motion to adopt these By-Laws and direct the President to proceed with plans to merge The Tricon Foundation with the Colonial Williamsburg Fifes and Drums Alumni Association received a unanimous vote by the alumni association's Leadership Committee
April 28, 2015	Approval by The Tricorn Foundation leadership
May 13, 2015	By-laws posted on alumni association's website; Forum opened for comment
May 16, 2015	Presentation on proposed merger during an alumni association business meeting in Williamsburg, VA
June 16, 2015	Special vote by alumni; simple majority to ratify
December 5, 2015	Resolution declaring the merger signed and fully executed by Tricorn Foundation officers
Jan. 11, 2016	Election of new Vice President/Secretary and Treasurer

CORPORATE BY-LAWS

RESOLUTION

WHEREAS, at a duly convened meeting of the officers of the Tricorn Foundation, Inc. (the “Corporation”), the officers confirmed the majority vote of the Advisory Board and the consent of the trustees to the following resolution, which was adopted by unanimous vote of the officers; and

WHEREAS, the Colonial Williamsburg Fifes and Drums Alumni Association (“Association”) has voted to merge with the Corporation; and

BE IT RESOLVED that it is in best common interests of the Corporation, effective December 5, 2015, the Corporation shall merge with the Colonial Williamsburg Fifes and Drums Alumni Association, under the structure set forth in the By-laws adopted by the Association on June 16, 2015.

The President and officers of the Corporation are hereby empowered to take all actions necessary to complete the merger.

WITNESS the following signatures and seals this 5th day of December, 2015.

William H. Casterline, Jr., President

Gregory Kyte, Vice President

Kenneth Johnston, Treasurer

CORPORATE BY-LAWS

Article I. Name

The name of the company shall be Tricorn Foundation, Inc., doing business as (d/b/a) Colonial Williamsburg Fifes and Drums Alumni Association.

Article II. Purpose

Section 2.01 Mission Statement

Our mission is to promote and perpetuate the art and American heritage of fifing and drumming, preserve and promote the rich history and legacy of the Colonial Williamsburg Fifes and Drums, and provide support for the continued education of its graduates.

Section 2.02 Objectives

- Establish a permanent organization that will further develop the common bonds existing among all alumni of the Colonial Williamsburg Fifes & Drums (“The Corps”)
- Preserve the legacy and rich history of the Corps by establishing a permanent archive of Corps artifacts and memorabilia
- Continue the role begun while in the Corps as ambassadors of Colonial Williamsburg, upholding the positive reputation of the Corps and being a good cultural non-profit citizen of Williamsburg and Virginia
- Re-kindling of friendships and creation of opportunities in which the alumni can perform together as a unit
- Furnish alumni a friendly, family social environment that emphasizes inclusion and camaraderie
- Support and maintain close liaison with the staff of the Colonial Williamsburg Fifes & Drums
- Provide scholarships for secondary education of Corps graduates
- Organize annual alumni events, reunions and related activities
- Honor the memory of deceased alumni

Article III. Finances

The Association shall be a charitable non-profit corporation, whose income is derived through fund raising activities, private and commercial donations, and sales.

Funds shall be used by the Association in support of its purpose and objectives.

The fiscal year for the Association will run from January 1 to December 31.

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Article IV. Amendments

These By-laws may be amended by a two-thirds vote of the Voting Members, including absentee ballots, at the Association's annual meeting in December if the proposed amendment was presented and posted on the Association's website for at least thirty (30) days.

Absentee ballots must be provided to the President or designee prior to the start of the annual meeting. Proxy votes will not be accepted.

Article V. Membership

A "Member" (also as the context may require, an "Alumnus" or "Alumnae" or "Alumni") is anyone who has ever performed in costume while in the Corps.

A "Voting Member" is a Member who is current in the payment of annual dues, as established by the Leadership Committee.

A Voting Member is entitled to vote for corporate officers and matters brought before the Association.

Article VI. Committees

The President of the Association shall appoint the Chairs of all Committees.

Committee Chairs shall appoint the members of their respective Committees.

Section 6.01 Standing Committees

The Standing Committees of the Association are:

1. **Finance Committee** – Charged with devising and implementing mechanisms for raising the funds necessary to operate the Association.
2. **Membership Committee** – Charged with recruiting and retaining the active participation of alumni in the activities and operation of the Association and maintaining the roster of alumni.
3. **Activities Committee** – Charged with creating, organizing and conducting Association events.
4. **Scholarship Committee** – Charged with overseeing the process and administration of the Association's scholarship program. Membership on this committee is reserved to Voting Members who are donors to the scholarships in such amounts and for such terms as may be determined by the committee voting with a simple majority. In addition, the Committee Chair may appoint up to two non-donor alumni to serve on the committee.

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5. **Leadership Committee** – Consisting of the Chairs of each Standing Committee along with all the members of the Executive Committee. The Leadership Committee serves as the principal advisors to the President and works in the best interests of the Association.

Section 6.02 Special Committees

Special committees may be appointed at any time by the President to take into consideration special matters.

Article VII. Officers

Section 7.01 Positions and Term of Office

The following are officers of the Association, known as the Executive Committee, each serving a two (2) year term:

1. President
2. Vice President and Secretary
3. Treasurer

Election of the President shall occur in even numbered years, commencing in 2014, and election of the Vice President and Secretary, and Treasurer in odd years, commencing in 2015, by simple majority vote of the Voting Members.

Section 7.02 Eligibility for Office

For the first three years after adoption of these by-laws (2015-2017) only alumni who have been Voting Members of the Association continuously since such adoption shall be eligible to serve on the Executive Committee, thereafter, only alumni who have been Voting Members of the Association for at least three (3) continuous years shall be eligible to serve on the Executive Committee.

Section 7.03 Election Process

Nominations for the Executive Committee positions are opened on the first day of November. Following nomination candidates are expected to post a brief biography on the Association's website (www.cwfdalumni.org). Elections are held during the last full week of November using the polling feature on the Association's website. The poll is to remain open for seven calendar days. In the event of a tie, another voting poll will be posted and will include only the candidates that tied. This second poll must begin within three calendar days following the close of the prior election and will remain open for another calendar week. This process will repeat until an applicable officer is elected. The Membership and Activities Committee Chairs are to oversee the election process.

Elected officers take office at the December annual meeting of the Association.

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No person may hold more than one (1) office at a time.

Section 7.04 Filling Executive Committee Vacancies

In the event of a resignation, death, illness or other event resulting in a vacancy among Members of the Executive Committee, the position must be filled by:

1. A special election to be held within thirty (30) days to fill the office if the unexpired term is six (6) or more months.
2. Appointment by the President if the unexpired term is less than six (6) months.

Article VIII. Duties

Section 8.01 All Alumni

Ensure that the Secretary has up to date and accurate contact information. A personal email addresses is particularly important as this is the primary vehicle for official correspondence from the officers of the Association and committee chairs.

Section 8.02 Officers

Unless excused for good cause, it shall be the duty of all officers of the Association to be present either in person or by telephone for all regular meetings of the Executive Committee and Leadership Committee. Matters that cannot wait until a regular meeting may be voted on by email, with such email vote to be ratified by those leaders casting email votes and included in the minutes at the next regular meeting of the Leadership Committee. Officers also are required to be present either in person or by telephone for the Association's annual meeting.

(a) President

It shall be the duty of the President to:

1. Call regular meetings and to preside over same in accordance with Robert's Rules of Order. The President shall decide all points of order that may arise, subject to an appeal of the decision to the then present Voting Members of the Association. On such an appeal, a simple majority vote of all Voting Members present shall be necessary to reverse the decision.
2. Call special meetings as may be required.
3. Be Chairman of the Leadership Committee and be responsible to the Association for reporting the decision(s) of same.
4. Carry out and enforce the By-laws of this Association and exercise a general supervision over the administrative affairs of the Association to the best of his or her ability.
5. Sign on behalf of, and with the consent of, the Executive Committee all contracts of the Association.

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6. Have general supervision of the administrative affairs of the Association and the officers thereof; provided that in all matters it shall be the duty of the President to carry out the directions of the Executive Committee, and of the Association as expressed at regular or special meetings thereof.
7. Rule on the acceptability, legitimacy, and precedence of motions.
8. Rule on whether a motion is debatable, renewable, referable to a committee, postponable, or amendable.
9. Appoint all standing and special committee chairs.
10. Appoint acting officers to fill vacancies of not more than six (6) months duration on the Executive Committee.
11. Oversee filing of the annual corporation report to the Commonwealth of Virginia Corporation Commission and annual tax returns.
12. Establish rules and regulations to facilitate the administrative operation of the Association.
13. Notify the Vice President and Secretary promptly if the President is to be absent or incapacitated for more than four (4) weeks.
14. Be responsible for preparing an annual budget of projected revenues and expenses, which must be approved by the Leadership Committee.

(b) Vice President and Secretary

It shall be the duty of the Vice President and Secretary to:

1. Keep a record of all proceedings of the Association and to preserve same with all other records and correspondence.
2. Give, if possible, all Alumni at least two (2) weeks notice in writing via email of any special meeting.
3. Make available for inspection these By-laws upon request to any Voting Member of the Association.
4. Maintain and publish a list of Members and Voting Members.
5. Maintain and publish the approved minutes from the Leadership Committee meetings and Annual meeting.
6. Act on all matters in the absence of the President and with the same authority.
7. Be a member of a standing committee.
8. Assist the President in the discharge of the President's duties.
9. Assume such duties as delegated by the President.
10. Assume all duties and responsibilities of the office of the President, upon notification from the President per Item 14 of the President's duties, until the President returns.
11. Perform all such other duties as are incidental to the office.

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(c) Treasurer

It shall be the duty of the Treasurer to:

1. Chair the Finance Committee.
2. Receive all money collected by the Association and to give receipt therefore.
3. Collect all dues and other such fees.
4. Pay budgeted and approved items, including recurring bills, in a timely manner.
5. Maintain the books of the Association.
6. Keep a regular account of all money received.
7. Give a written quarterly account to the Leadership Committee of the sums received and from what sources, of the sums paid out and of the balance on hand.
8. Upon request submit the accounting records and official documents to the examination of the Leadership Committee and to such auditors as the President may appoint.
9. Perform all such other duties as are incidental to the office of Treasurer.
10. Prepare and submit, with the Executive Committee's approval, any reports required by the Internal Revenue Service to comply with the Association's not-for-profit status.
11. Ensure the timely filing of annual tax returns and registrations.
12. Maintain and preserve all tax records and correspondence.

Article IX. Meetings

All meetings shall be conducted in accordance with Robert's Rules of Order notwithstanding the provisions as stated in these by-laws. Additionally, all meetings will include a telephone conference bridge in order to accommodate remote participants.

Section 9.01 Annual Association Meeting

An annual Association meeting shall be held on the first Saturday of each December at 1 pm or, if a quorum is not present, at a date and time the President and the Executive Committee determines that a quorum will be present. The order of business at the annual Association meeting shall be established by the President.

A quorum of one-quarter (1/4) of the Voting Members shall be required at the annual meeting before official business may be conducted.

If there is no quorum and there are items on the agenda that need to be voted on, a subsequent electronic vote may be taken from all Voting Members. This vote will be included as an amendment to the annual Meeting minutes.

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Section 9.02 Leadership Committee Meetings.

The Leadership Committee shall hold regular monthly meetings at a date and time designated by the President. A quorum of at least five (5) Leadership Committee members must be present in person or by telephone to conduct business.

Any Alumnus may request time to address a topic for consideration by the Leadership Committee, provided at least three (3) days notice of such request is provided to the President prior to a Leadership Committee meeting.

Section 9.03 Special Meetings

Special meetings of the Voting Members may be called by the President, by direction of the Leadership Committee, or by written request of five (5) Voting Members, stating the object of the meeting. Notice of special meetings of the Association shall be posted on the Association website and sent by email to Voting Members site stating the purpose, date, time, and place of the meeting. Notice shall be sent in such time that each will have received at least five (5) days prior notice. A quorum of one-quarter (1/4) of the Voting Members shall be required.

Special meetings of the Leadership Committee may be called by the President or by written request of five (5) Leadership Committee members, stating the object of the meeting. Notice of special meetings of the Leadership Committee shall be sent by email to Voting Members and shall be posted on the Association web site stating the purpose, date, time, and place of the meeting. Notice shall be sent in such time that each will have received at least two (2) days prior notice.

The special meeting is limited to conducting only the business stated; no other Association business may be conducted.