



BYLAWS

Amended by vote from the General Membership

March 7th, 2022

President Robin Bryan

These Bylaws shall not be amended, repealed, or altered in whole or in part (Hereinafter called amendments) except by a two-thirds majority vote of the Members casting a vote during the annual election process, provided that the Procedures listed in Article XII of the Bylaws are adhered to.

World Clown Association

Bylaws

Article I. Name of Corporation

Section 1. Name:

The World Clown Association was incorporated as a non-profit corporation on September 29th, 1983 by the Secretary of State of Delaware in the United States. Here in after referred to as the "Association."

Section 2. Office:

It may have such other offices as may be designated by the Executive Committee of the Association as needed.

Article II. Purpose

The World Clown Association exists to serve the needs of member clowns, to serve the needs of local affiliated clown alleys, and to promote the art of clowning throughout the world.

Article III. Membership

Section 1. General:

The Association is a non-profit corporation without capital shares, and no pecuniary benefit or property right shall inure to any member of any class by reason of membership in the Association.

Section 2. Eligibility:

Any person who is interested in the art of clowning, pays a stipulated membership fee and meets uniform conditions of membership shall be eligible for membership in the Association. Membership in the Association is not transferable.

Section 3. Application:

Application for membership in the Association shall be made in the manner prescribed by the Executive Committee of the Association.

Section 4. Classes of Members:

There shall be the following classifications of membership, Regular, Senior, E-Membership, Junior, Life, Honorary and Senior Life. Any member seeking to hold office in the World Clown Association must be 21 years of age or older. Classifications of membership are designated and defined as follows:

- A.) Regular Membership shall be for person's age sixteen (16) and over and under the age of sixty (60). Such persons shall be entitled to all individual benefits of the Association, be eligible to vote, hold office and participate in all activities of the Association. Individuals must be at least twenty one (21) years of age to hold office in the Association.
- B.) Senior Membership shall be for person's age sixty (60) and over. Such persons shall be entitled to all individual benefits of the Association, be eligible to vote, hold office and participate in all activities of the Association.
- C.) E-Membership shall be for person's age sixteen (16) and over. Such persons shall be entitled to all individual benefits of the Association except the Association magazine. Individuals must be at least twenty one (21) years of age to hold office in the Association.
- D.) Junior Membership shall be for persons age 6 through 15. Members in this category of limited membership are not eligible to vote, are not eligible to hold office, cannot obtain the WCA insurance but they are entitled to receive the Clowning Around magazine of the Association. If a member in this category chooses to attend a WCA event such as our Annual Convention, the following limitations

apply:

1. A Junior member shall be accompanied by a parent or legal guardian or an adult who is assuming full responsibility for the Junior member.
 2. An adult other than the parent or legal guardian who is assuming responsibility for the Junior member shall provide to WCA a written notarized consent form signed by the parent or legal guardian authorizing said adult to assume full responsibility for this Junior member.
- E.) Life Membership shall be for any person who pays a life membership fee as established from time to time by the Board of Directors. A Life Membership is also awarded to Past Presidents who have completed their term of service to WCA. Others may be awarded Life Membership as established by the Board of Directors. Such individual shall be entitled to all individual benefits of the Association, be eligible to vote, and participate in all activities of the Association.
- F.) Honorary Membership may be granted to persons who have contributed to the Association by a method of improvement or involvement. This membership requires that the applicant be recommended and approved by the Board of Directors. There shall be a maximum of one membership per year, awarded at the annual convention. Such individual shall be entitled to all individual benefits of the Association, be eligible to vote, hold office, and participate in all activities of the Association.
- G.) Senior Life Membership shall be for any person who has attained the age of 60 years and pays a senior life membership fee as established from time to time by the Board of Directors. Such individual shall be entitled to all individual benefits of the Association, be eligible to vote, and participate in all activities of the Association.

Section 5. Duration. Termination and Suspension of Membership:

All rights and privileges of a member shall cease upon the termination or suspension of membership.

- A.) Regular, Senior, E-Memberships, and Junior Memberships shall be annual memberships. Life, Senior Life, and Honorary Memberships shall be for the life of the member.
- B.) Membership in the Association shall terminate by death, voluntary withdrawal or failure to timely pay annual dues.
1. Voluntary withdrawal from membership may be accomplished by giving written notice of withdrawal to the Business Manager of the Association at the principle office of the Association.
 2. The memberships of those who fail to pay their annual membership dues within (60) days from the date they become due shall terminate automatically as of the sixty-first (61st) date subsequent to the due date.
- C.) For cause, and upon reasonable written notice, any membership may be suspended or terminated. Sufficient cause for such suspension or termination of Membership shall be violation of the Bylaws or any rule or practice duly adopted by the Association or any other conduct prejudicial to its interests. Suspension or expulsion shall be by majority vote of a quorum of the Board of Directors eligible to vote.

Section 6. Voting:

Each member shall have one vote upon each matter submitted to a vote at a regular annual meeting of the membership, the online ballot, or mail-in ballot for Bylaw Handbook changes and election of officers. Only members in good standing, age sixteen (16) or over shall vote.

Article IV. Dues

Membership dues shall be established by the Board of Directors and shall be payable annually and in advance.

Article V. Association Officials

Section 1. Board of Directors:

The Board of Directors is composed of those Officials of the Association elected by a vote of the membership as well as the Treasurer, and Junior Joey Director.

Section 2. Election and Appointment of Officials:

Only one elected or appointed Board of Directors position can be held at one time by any one official. The following officers will be elected by the annual mail-in ballot as described below on a staggered even/odd year basis as follows:

<u>Even Years:</u>	<u>Odd Years:</u>
President-Elect	Education Director
Vice President	Marketing Director
Alley Director	Caring Clown Director
Clown Ministry Director	Mid West United States Regional Director
Awards Director	North East United States Regional Director
North West United States Regional Director	South East United States Regional Director
South West United States Regional Director	Canadian Regional Director
South East Asia Regional Director	Asia Pacific Regional Director
Europe and Africa Regional Director	Latin America Regional Director

The President-Elect serves for a term of one (1) year.

The President serves for a term of two (2) years following his term of one (1) year as President Elect.

The offices of Treasurer and Junior Joey Director are appointed by the President for a term of two years

Section 3. Eligibility of Officials:

- A. Any person seeking to run for any office must now be and consecutively been a member in good standing for more than one year.
 - 1. In the event that an emergency arises Article V Section 3 Paragraph A may be suspended and Section 2 below will then come into effect. This may be done by majority vote of Executive Committee members and only will be valid for 1 month at a time
 - 2. Any person seeking any office must have been a member for at least 1 year previously and must now be an active member but does not have to be consecutively

- B. The Candidate for elected positions receiving the greatest number of votes shall be declared the winner except that any write-in candidate for any elected position must receive ten percent (10%) of the total membership votes cast for such position in addition to receiving the greatest number of votes cast.
- C. Regional Directors:
 - 1. Must reside in region they are seeking office for.
 - 2. Region breakdowns are listed in handbook
- D. President-Elect
 - 1. Must have previously served on the Board of Directors
 - 2. Must not have served as President with the previous 2 years
 - 3. Shall automatically assume the office of President following his term as President-Elect.

Section 4. Term Limits:

All elected positions, with the exception of the President Elect, will be limited to two (2) consecutive terms of office (or) 4 years. Situations may arise which would require waiving this requirement. The Executive Committee may waive the term of four (4) consecutive years if it proves to be in the best interest of the members of the Association. Waiving this requirement should be held to a minimum and not become the rule. The offices of Treasurer, and Junior Joey Director may be renewed every two years with no term limits.

Section 5. Powers of Elected Officials:

The Association powers, property and affairs shall be exercised, conducted and controlled by the Elected and Appointed Officials that sit on the Board of Directors including Treasurer, Jr. Joey Director. These Officials shall have all the powers of the management of the affairs and property of the Association which shall be consistent with law, including but not limited to the power to sell, lease, mortgage or dispose of any real property; to establish, approve, and review all matters involving administrative policies, programs, and transactions; to instruct and counsel the officers of the Association; to review and approve periodic statements of fiscal operations and the annual budget; and to exercise all other powers necessary or incidental to the operation and best interest of the Association.

Section 6. Removal of Officials:

Elected or Appointed Officials of the Association may be removed from office by the affirmative vote of at least two thirds of the Executive Committee members. Any Official may be removed from office for any acts or omissions which involve moral turpitude, felonious crimes, fraud, improper conflict of interest, breach of fiduciary duty, dereliction of responsibilities as determined by the Executive Committee as well as loyalty to the Association, violation of Association Bylaws or rules or regulations or omissions which bring the Association into disrepute.

Section 7. Vacancies

- A) Upon vacancy of any elected, or appointed official, with the exception of the President or President-Elect, the Executive Committee members shall fill the vacancy as soon as practical by an affirmative two thirds vote. Official still must meet eligibility requirements in Section 3
- B) A Vacancy in the office of President shall be filled by the order of session as follows:
 - 1) President-Elect

- 2) Vice President
 - 3) Past President
 - 4) Education Director
 - 5) Alley Director
 - 6) Clown Ministry Director
- C) Filling the term as President shall not prevent the President-Elect from the automatic assumption of the office of President for the next term
- D) Vacancy in the President-Elect will remain vacant until the next even year election

Section 8: Ownership of Property:

All documents and records of a legal, financial, contractual or business nature in the possession of Elected or Appointed Officers are the property of the World Clown Association. At the conclusion of the term of office of each Elected or Appointed Officer of the Association, these documents shall be returned to the World Clown Association at the direction of the President. All other Association assets in the possession of Elected or Appointed officers to the Association shall be returned at the conclusion of the term of office to the World Clown Association at the direction of the President

Article VI. Alleys

Section 1 Alleys:

The Association shall organize and charter local organizations called Alleys which shall function on a voluntary and unilateral basis to carry out the Purpose of the Association. An alley consists of at least five (5) members of the Association.

Section 2 Charter:

Alley charters shall be granted at the pleasure of the Association. The procedure to obtain an Alley charter and policies for the operation of an Alley shall be determined by the Board of Directors and included in the Association Handbook.

Section 3. Liability:

The Association shall not assume any liability for the actions or omission of an Alley or Alley member other than as specifically approved by the Board of Directors and the Alley and Alley members shall have no authority to enter into any commitment or act for or on behalf of the Association. The Alley shall defend, indemnify, and hold harmless the Association from any claims arising out of activities of the Alley. No activity shall be undertaken which might jeopardize the non-profit status of the Association. Each Alley is responsible for its own financial records, other records, and all legal matters.

Section 4. Charter Fees:

Alley charters must be renewed each year by payment of a fee established by the Board of Directors. Each Alley shall submit, annually by November 1st, a list of names, membership numbers and addresses of all its officers.

An alley may also obtain a Life Membership by payment of a one-time fee established by the Board of Directors after having an alley charter for one (1) year. The alley must maintain at least five (5) current members of the Association each year. If the alley does not maintain five (5) current members, the alley will become an inactive Life Membership alley. Upon proof of five (5) current members of the Association, the

alley will be reinstated as a Life Membership alley. Alley Charter, and Associated Fees are non-transferable

Article VII. Membership Meetings

Section 1. General Membership Meeting:

There shall be one General Membership Meeting to be held yearly at the site of and during the Annual Convention. At such meeting the General Membership shall consider, interpret and make recommendations for procedures and rules for the operation and conduct of the affairs of the Association and shall consider matters relating to General Member services and make recommendations thereon.

Section 2. Board of Director's Meeting:

The Board of Directors shall have 3 meetings annually. One shall be during convention but prior to the General Membership Meeting. The 2nd shall be during convention but after the Awards Banquet. The 3rd shall be an online meeting within 45 days after Executive Committee Mid-Term Meeting

Section 3. Mid-Term Executive Committee Meeting:

The Executive Committee shall hold a Mid-Term Meeting to conduct day to day business of the Association. The President may invite guests as necessary. All reasonable expenses will be paid by the Association, funds permitting. A full report will be made to the entire Board of Directors in a timely manner.

Section 4. Special Meetings:

Special Membership Meetings may be called by the President or the Board of Directors, or shall be called by the President upon the written request of one third of the members of the Association. Special Board Meetings may be called by the President or upon written request of one third of the voting members of the Board of Directors. Notice of any special meeting shall be provided to each member either via email or their last recorded address at least thirty (30) days in advance, with a statement of time and place and information as to the subject or subjects to be considered. The business of such Special meeting shall be confined to the business specified in the notice.

Section 5. Quorum:

The membership by annual voting ballot or voting officials present at any meeting of the Association shall constitute a quorum.

Section 6. Order of Business:

The order of business at the General Membership Meeting or any Special Meeting shall be as follows:

1. Call of meeting to order.
2. Reading and approval of Minutes of previous meetings.
3. Receiving communications.
4. Reports of officers and staff.
5. Reports of committees.
 - a. Standing
 - b. Special

World Clown Association Bylaws

6. Unfinished Business
7. New Business.
8. Announcement of new officers.
9. Adjournment.

Section 7. Rules of Order:

All meetings and committee meetings shall be conducted by the authority of most recently revised Robert's Rules of Parliamentary Procedure.

Section 8. Suspension of Order of Business:

The order of business may be altered or suspended at any regular or special meeting by a majority vote of the members being present.

Article VIII. Annual Convention

Section 1. Time of Convention:

The Association will hold at least one convention per year.

Section 2. Convention Committee Future Site:

The Convention Committee shall receive and review site bids from potential locations, with emphasis placed on selecting a site in different regions of the Association where we have members, including out-of-the-U.S. locations. The Convention Committee will budget, plan, promote and conduct the convention utilizing the members of the Association.

Section 3. Conduct of the Convention:

The WCA shall serve as host to its annual convention. The Executive Committee based on the recommendations of the Future Convention Committee shall select the convention site.

Article IX. Committees and Officers

Section 1. Composition of Executive Committee:

The Executive Committee of the Association shall consist of the President, President-Elect (even years), Vice President, Immediate Past President (odd years), Treasurer, Alley Director, Education Director, and Marketing Director.

Section 2. Powers and Duties of Executive Committee and President:

The Executive Committee shall have supervision and control of the day-to-day affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute the objectives of the Association, and shall have discretion in disbursement of its operating funds. The President shall occupy the highest Official's office and highest Executive's office within the Association. The President shall oversee all functions and activities of the Association.

Section 3. Composition of Board of Directors:

The Board of Directors of the Association shall consist of the Executive Committee plus the Clown Ministry Director, Awards Director, Caring Clown Director, Jr. Joey Director and Regional Directors.

Section 4. Board of Directors Voting Power:

Each member of the Board of Directors has one vote upon each matter submitted to a vote during a regular or called Board Meeting.

Section 5. General Membership Voting Power:

In the event that any action taken by the Board of Directors is questioned, such action may be brought to the floor at the regular General Membership Meeting for discussion, on the action. If a vote is required after discussion, it shall be voted on by the membership during the Annual General Membership meeting.

Section 6. Board of Directors Quorum:

A majority of the Board of Directors present (elected and appointed officers plus President and Immediate Past President or President Elect) shall constitute a quorum at any Board of Directors Meeting.

Section 7. Bonds:

The Executive Committee and any other officers charged by the Association with responsibility for the custody of any of its funds or property shall be required to give adequate bonds. The cost of these bonds shall be borne by the Association.

Section 8. Standing Committees:

The President, subject to the approval of the Executive Committee, shall every two years appoint such standing or special committees as may be required by the Bylaws or as may be found necessary, including but not limited to:

- A.) Nominating Committee
- B.) Election Committee
- C.) Convention Committee Future Site
- D.) Convention Committee Current Convention
- E.) By-Law⁷s and Handbook Committee
- F.) Jr. Joey Committee
- G.) Publications Committee
- H.) Scholarship Committee
- I.) Clown of the Year Committee
- J.) Alley of the Year Committee
- K.) Business Services Committee
- L.) Website Committee
- M.) Lifetime Achievement Committee

Committee members may be appointed from among the Officials and Members in good standing of the Association.

Section 9. Duties of Officials:

Specific duties and responsibilities for all officials including Association Committees shall be stated in the Association Handbook. These duties and responsibilities shall be reviewed and updated on an annual basis by the Bylaws and Handbook Committee to reflect the needs and procedures of the Association.

Section 10. Officer Installation:

Each officer of the Association shall take office following his installation at the conclusion of the Banquet at the Annual Convention, and shall serve until his successor is duly elected and installed. All elected officials will

be asked to take the oath of office.

Article X. Publications

There shall be a publication produced by the Association, the name of which shall be *Clowning Around*. The number of issues per year published shall be determined by the Executive Committee at the recommendation of the Publications Committee. A copy of this publication shall be furnished to every Regular, Senior, Life, Senior Life, Honorary and Junior member. E-membership shall not receive a copy of the publication. Additional publications may be produced by the Association. Solicitation of bids to produce the publication will appear in the publication. Bid review and awarding of contracts shall be done by the Executive Committee.

Article XI. Fiscal Year

The fiscal year of the Association shall begin on the first day of December of each year and shall end on the 30th day of November the following year.

Article XII. Amendments

Section 1. Amendment:

These Bylaws shall not be amended, repealed, or altered, in whole or in part (hereafter called amendments) except by a two third majority vote of the members casting a vote, provided that the following procedures are followed:

- A.) All proposed amendments must be received by the Business Manager who will imprint the document with the official seal and record the date. The proposed amendments will be forwarded to the Bylaws and Handbook Committee within ten (10) days of receipt.
- B.) All proposed amendments will be reviewed and approved by the Bylaws and Handbook Committee and will then be published in ballot form in *Clowning Around*. A mailing date for ballots to arrive at a designated place and time will be specified on the ballot form to insure a proper cutoff time is adhered to.
- C.) The President will appoint a committee to count the votes and provide him with the results as quickly as possible following the cutoff date.
- D.) Results of the balloting will become effective upon announcement by the President at either a meeting of the Association or published in *Clowning Around*.
- E.) Should a situation arise which requires immediate action, these procedures can be suspended and voted upon by members attending the General Membership meeting. However, in order for any amendment to pass, it must receive a minimum of two-thirds vote of the members attending the meeting. This item would only apply if it is the opinion of the Executive Committee the amendment(s) need immediate attention.

Section 2. References and Organization:

Without changing their import, the Bylaws and Handbook Committee chairperson may from time to time, on notice to the members of the Executive Committee, renumber these Bylaws so as to serve the purpose of ready reference. Any reference in the Bylaws to words "he, his, or himself is understood to mean "he/she, his/her,

and himself/herself. Reference in these Bylaws to Articles shall be corrected, when necessary, by the Bylaw and Handbook Committee chairperson to conform to renumbered Articles.

Article XIII. Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after payment of all liabilities, dispose of all the assets of the corporation conclusively for the purpose to such an organization or organizations operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954.

In testimony whereof, these Bylaws are approved as amended at the General Membership Meeting as follows:

City: Laughlin

State: Nevada

Date: March 26, 1996

President: Carol Jackson

Vice President: Arlene Feen

President-Elect: Jim Gorgans

Administrator: Bruce Russell

Treasurer: Candace Wettergreen

The following amendments to the Bylaws were approved by the members voting in the year indicated and presented to the membership at the General Membership meeting held on the date and at the place indicated:

March 10, 2004 – Albuquerque, New Mexico

Article V, Section 2; Article IX, Section 3; Article V, Section 3; Article III, Section 4A&C;
Article V, Section 1,2,3,4,6; Article V, Section 4C
Ballot published in “Clowning Around” Volume 21, No. 10

April 6, 2005 – Peoria, Illinois

Article IX, Section 8; Article II; Article III, Section 4A, B,C,D,E,F; Article III, Section 6;
Article V, Section 1, 2, 3, 4A, E, H, 5, 6, 7; Article VII, Section 3, renumber Section 4,5,6,7,8;
Article VIII, Section 2,3; Article IX, Section 1, 3, 5, 6, 8A,B,C,D,E,F,G,H,I, 10; Article X;
Article XI Corrected; Article XII, Section 1 A,B,C,D,E, 2
Ballot published in “Clowning Around” Volume 22, No. 10

March 22, 2006 – Laughlin, NV

No amendments were proposed for ballot or at the General Membership meeting.

March 14, 2007 – Fairbanks, Alaska

Article III, Section 4G; Article V, Section 1; Article V, Section 2, 3, 4; Article VI, Section 4;
Article IX, Section 8A,G,I,J,K,L
Ballot Published in “Clowning Around” Volume 24, No. 10

April 17, 2008 – Orlando, Florida

March 20, 2009 – Denver, Colorado

Article III, Section 4 A,C,E,G; Article V, Section 2; Section 3; Section 4A; Article VII, Section 2,
Section 3; Article XI, Section 1, Section 3, Section 8 H,M, Last Paragraph; Article XII, Section 1A

April 21st, 2010 – Winnipeg, Manitoba

Article III Section 5 A; Article V Section 1, 2, 3; Article VI Section 4; Article IX Section 8 N; Article X
Ballot Published in “Clowning Around” Volume 28 No. 1

March 16th, 2011 – East Elmhurst, New York

Article III Section 4 A,B,C; Article III Section 5 A; Article V Section 1,2,3,4,5; Article IX Section 1,3,8
Ballot Published in “Clowning Around” Volume 29 No. 1

March 21st, 2012 – San Diego, California

Article I Section 1; Article V Section 2;
Ballot Published in “Clowning Around” Volume 30 No. 1

February 27th, 2013 – Borneo, Sarawak, Kuching, Malaysia

Article V Section 2; Article VI Section 4;
Ballot Published in “Clowning Around” Volume 31 No. 1

March 27th, 2014 – Northbrook, Illinois

Article I Section 2; Article V Section 2; Article VIII Section 1; Article IX Section 3
Ballot Published in “Clowning Around” Volume 32 No 1

March 25th, 2015 – Sparks, Nevada

Article VI Section 4; Article V Section 21 Article V Section 2
Ballot Published in Clowning Around Volume 33 No 1

March 10th, 2016 – Orlando, Florida

Article VII Section 2; Article VII Section 4

March 29th, 2017 – Bangkok, Thailand

Article III Section 4; Article V Section 5A; Article IX Section 1; Article IX Section 3; Article X

March 13th, 2018 – Bloomington, Minnesota

Article IX Section 1

March 5th, 2019 – Albuquerque, New Mexico

Article III Section 4 Subsection D

Article III. Membership Section 6

Article V Section 4 Subsection D, and F

Article VII Section 2

Article VIII Section 2, and 3

Article IX Section 8

March 7th, 2022 – Northbrook, Illinois

Article V

