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# *COMMUNITY CELEBRATIONS BYLAWS*

*Revision 04/08/2008*

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## **ARTICLE I - NAME**

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The name of the organization shall be COMMUNITY CELEBRATIONS INC.

The organization is a duly registered Washington State non-profit corporation, and is also a duly registered 501 C (3) organization.

## **ARTICLE II - OBJECT**

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The object of this Corporation shall be to develop, plan, schedule and promote community activities, functions and celebrations, either independently or in cooperation with other civic organizations and to develop a facility or facilities in which community activities may be held. All proceeds over and above expenses shall be used for the development of community activities and facilities to benefit area residents.

## **ARTICLE III - MEMBERS**

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**Membership Classes.** There shall be one class of members. Regular Active Members who regularly participate in the operation of the Corporation.

**Maximum Membership.** There shall be no maximum to the number of members.

**Membership Eligibility and Admission Procedure.** Any individual participating in 3 (three) meetings or a working committee, shall be eligible for membership. Prospective members shall become members by requesting desired membership and an affirmative vote of either the majority of members attending a regular meeting, or a majority of the Directors of the Corporation at a regular Directors meeting.

**Fees and Dues.** There shall be no required fees or dues.

**Resignation from Membership.** Any member desiring to resign from the Corporation shall submit their resignation verbally or in writing.

**Eligibility to Vote.** To be eligible to vote at any regular, special or annual meeting, a person must have fulfilled the requirements for membership as defined above. Membership shall cease following death, resignation from membership, or upon removal of a member accomplished by the process outlined in Article VI.

## ARTICLE IV - OFFICERS

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**Elected Officers.** The elected officers of this corporation shall be president, vice president, secretary, treasurer, and board of directors.

**President.** The president shall preside at all meetings of the members and board of directors, shall perform the duties devolving upon him / her, and shall be the chief executive officer of the corporation. The president shall call special meetings of the members and/or the board of directors, in the manner prescribed in these bylaws and the laws of the State of Washington, and shall perform such other duties as may pertain to his/her office. He/she shall execute in behalf of the corporation, with the approval of the board of directors, all deeds, mortgages, notes, bonds, contracts and such other instruments in writing as shall be necessary, proper and convenient to carry on the business of the corporation.

**Vice President.** The vice president, in the absence, inability or refusal of the president to act, shall perform the duties of the president, and such other duties as assigned by the board of directors.

**Secretary.** The secretary shall keep a full and complete record of all proceedings of the corporation and of the board of directors.

The secretary shall keep such books of account and other records as the board of directors may require, shall attest to all notes, deeds, mortgages, leases and other instruments in writing as executed by the corporation, shall affix the seal of the corporation (if any), and shall perform such other duties as usually devolve upon such officer or which may be prescribed by the board of directors.

- 1) A permanent file of current and past records, minutes of meetings, and documents will be maintained at the corporate office, or at such location as established by the board of directors. The secretary shall maintain an up-to-date roster of current members including name, address and phone number/s.

**Treasurer.** The treasurer shall be responsible for the receipt and depositing of all moneys received by the corporation into accounts at such banks and financial institutions as the board of directors shall direct.

All checks and withdrawals from corporate accounts shall be authorized by two signatures. In addition to the treasurer, provision shall be made for authorized signatures of at least two other elected officers or directors so that checks can be written by someone other than the treasurer in his/her absence.

The treasurer, with the approval of the board of directors, shall establish interest bearing accounts at local banks as available funds permit.

The treasurer shall keep accurate records, meeting generally accepted accounting practices, of monies received and/or paid out, of all property owned by the corporation and keep on file, at a location designated by the board of directors, all vouchers, receipts and other documents pertaining to the current and past financial interests of the corporation.

The treasurer shall prepare and present to the members and board of directors, a detailed written annual financial report (profit and loss) covering the fiscal year and maintain such statements permanently on file.

The treasurer shall present monthly (not later than the third meeting of the month) written detailed reports on current financial activities. The reports shall indicate the income and expense categories in such detail that the officers, members and committee chairs may track the income and expense for each committee, and the corporation for the previous month and for the year to date.

The treasurer shall take such steps as necessary to make sure all fees, licenses, taxes, tax forms, exemptions and reports as required by the State of Washington and/or the Federal Government are paid, filed promptly and timely and kept current.

Not less than once a year, or at the end of the fiscal year, the treasurer shall be responsible for securing the services of a certified public accountant to conduct a review (to generally accepted accounting principals) of the organizations financial records, the results of which shall be presented to the board of directors and members.

An annual audit will be performed by an independent CPA.

**Board of Directors.** The governing body of the organization called the Board of Directors shall consist of the president, vice president, secretary, and treasurer.

The corporate powers, business and property of the organization shall be exercised, conducted and controlled by the Board of Directors.

The board shall establish the general policies of the organization, and procedures for the operation thereof.

Directors of the corporation shall be elected by the majority of members present at the annual meeting or, upon a vacancy, appointed by the board of directors with the approval of the majority of members present at a regular meeting.

A Board meeting quorum shall consist of three (3) directors.

The Board of Directors shall employ such agents, contractors, and employees as deemed advisable and necessary in the operation of the business of the corporation and shall

discharge such agents, contractors, and employees at their pleasure, or may authorize the employment and discharge of such employees and shall fix and regulate the salaries and wages or other compensation to be paid such employees of the corporation. The corporation is an equal opportunity employer.

**Election of Officers and Directors.**

Officers and directors of the corporation shall be elected by a majority vote of corporation members at the annual meeting.

Officers and directors shall be elected to a one year term commencing at the corporation's annual meeting and concluding at the annual meeting one year later, or until their successors are elected.

Officers and directors may be re-elected to office, but no officer or director shall serve more than four consecutive terms in the same capacity until a period of one year has elapsed.

## **ARTICLE V – MEETINGS**

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**Regular Meetings.** Regular meetings of the corporation shall be held weekly on a day, place and time to be determined by the board of directors. All regular meetings are open to members of the corporation and the general public.

**Special Meetings.** Special meetings of the corporation may be called by the president or the board of directors, at any time, provided notice is given to the Board of Directors, elected officers and members, at least 24 hours prior to the special meeting.

**Annual Meeting.** The annual meeting of the corporation will be held in late October of each year. The date, place and time of the meeting shall be established by the board of directors and notice of the meeting published in the local newspaper.

**Quorum at Meetings.** A quorum for the purpose of conducting business at regular, special and annual meetings, shall consist of five (5) members of the corporation, providing that at least two elected officers and two committee chairpersons are present. There will be no voting by proxy, absentee ballots, telephone or electronically generated means.

**Executive Session.** The president or acting president may call an “executive session” during a regular, annual, or special meeting, at which time board of directors shall meet privately. Any action proposed during an executive session shall be reported to the membership at the conclusion of the executive session, or no later than the next regular meeting.

## **ARTICLE VI – REMOVAL FROM OFFICE/MEMBERSHIP**

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Failure to perform duties as required or assigned, or conduct that negatively affects the organization will be sufficient cause for removal from membership, board of directors or elected office. A recommendation for removal shall be made at an executive session of the board of directors. Removal may be effected by a majority vote of the members present, on the recommendation for removal, at a regular meeting following the executive session.

Any member, director or elected officer removed from office by action of the members shall be notified in writing of the action taken.

Any person removed from office shall immediately, upon notification, turn over to the president or other designated person, any and all moneys, papers, files, equipment, keys and materials belonging to or pertaining to the corporation.

## **ARTICLE VII – COMMITTEES**

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**Standing Committees.** Standing committees of the corporation shall be: advertising/public relations, Chataqua, building and facilities, Music on the Mountain, Festival of Lights, special projects, Performing Arts Center, and budget.

**Other Committees.** Other committees may be created as necessary by the affirmative vote of the majority of the members present at a regular meeting of the corporation. These are usually necessary to plan individual functions in a major event.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

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The business of the corporation shall be transacted in accordance with these bylaws.

Business of the corporation shall be conducted at regular, special or annual meetings, according to the rules and bylaws the organization may adopt.

## **ARTICLE IX – AMMENDMENT OF BYLAWS**

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**Amendments.** These bylaws may be amended at any annual, regular or special meeting provided that notice has been given one month in advance. Amendments shall be accomplished by affirmative vote of the majority of the members present at the meeting, provided a quorum is present.

**Effective Date of Amendments.** Amendments to these bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.

## **ARTICLE X – DISSOLUTION**

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If, in the future, a decision is made to disband the organization and terminate the corporation, such action must be the result of a two-thirds affirmative vote by members present at a regular, special or annual meeting, provided there is the prescribed quorum present. The treasurer will pay any and all outstanding debts with available funds. Any funds remaining after paying the corporation's obligations shall be donated to another non-profit organization, with similar objectives to be named by the board of directors.