

BYLAWS OF WOODLAND PLANTERS DAYS CELEBRATION COMMITTEE

ARTICLE I: PURPOSE AND FUNCTION

Section 1: Definitions

WPSCC: Woodland Planters Days Celebration Committee and is defined as membership under Article III.

Executive Board: Referenced as “Board”; voted members of the WPDCC including the President, Vice President, Treasurer and Secretary (Potentially add Chaperone). These positions are voted upon from the Members at each annual meeting.

Vendors: Any and all event providers for the fireworks, carnival, porta-potties, garbage, Saturday Market, music, activities, and such that are purchased or charge for usage through the event. Vendors are not limited to purchase or charge specific to WPDCC but via Committee Members.

Committee Members: Referenced as “Members”. Any and all who participate in either hosting events, representing an organization/business that hosts events under the name of Planters Days. Voting, representation and other actions are further defined under Article III.

Section 2: Purpose:

The Woodland Planters Days Celebration Committee referenced thereon as “WPDCC” is organized for the following purpose:

To celebrate completion and success of the Woodland Area Dike System; promote community togetherness; give other non-profit organizations an opportunity to hold fundraising activities.

Section 3: Functions

To organize and promote all approved activities relating to the celebration of Planters Days.

Section 4: Dissolution

In the event dissolution of the corporation, the assets of the committee will be held in trust at the Columbia Bank of Woodland for five (5) years. If no new committee is formed, funds will be donated to a similar local non-profit organization.

ARTICLE II: PRINCIPAL OFFICE

Section 1: Office

Present location of the office is Woodland Grange Hall 178 located at 404 Davidson Avenue Woodland WA 98674, which the Board may as deemed necessary, change the location of the principal office. The mailing address for WPDCC is PO Box 1201 Woodland WA 98674.

ARTICLE III: GENERAL MEMBERSHIP

Section 1: Membership

The Members shall be defined by all those who reside or are employed/represent by a business or organization that is within Woodland School District boundaries as attached in the Attachments incorporating Woodland, Ariel, Cougar and such those who identify as Woodland within both Cowlitz and Clark Counties. All organizations, entities, event, community members at large, and businesses will be provided one vote each per entity, organization, business, event and household.

Section 2: Non-Voting Membership

Those wishing to participate in WPDCC that have a recognized representative are welcome to participate in monthly meetings, input, event details, and other communication but will not be provided voting authority. In addition to, current Princesses and Queen are not voting members.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1: Notice of Regular Meetings

The WPDCC will schedule all regular meetings for the year (August through July) at the annual meeting held in July. The schedule shall be provided to all members and be posted on the WPDCC website and social media outlets.

WPDCC meetings shall be held on the ~~first~~-second Tuesday of each month at such regular scheduled place of meetings, notice of which shall be given to the members. The Board reserve the authority to change the date and location of all regular meetings as deemed necessary with the notice to the membership.

Section 2: Special Meetings of Members

Special meetings of the members of the WPDCC may be called by the President, a majority of the Executive Board. Notice will be provided no less than 72 hours prior to the special meeting. Notice will be provided via email. Members may participate via phone in cases a vote is required, and option must be provided.

Section 3: Quorum

Quorum will constitute a simple majority of those Members who are in said given meeting. In the case of special meetings in Article IV Section 2, those participating via phone are identified.

ARTICLE V: WPDCC AND BOARD

Section 1: Powers

The affairs of the WPDCC shall be managed by the Executive Board. All corporate powers, except those for which provision is otherwise made in these bylaws and in the laws of the State of Washington, are hereby vested in, and may be exercised by the Members. The Members may, by general

resolution delegate to committees of its own number, or to offices of the WPDCC, such powers as it may see fit.

Section 2: Number

Section 2.1 There shall be not less than nine (9) Members of the WPDCC. Members shall include but not limited to representatives from the City of Woodland Public Works, Police Department, Clark County Fire, Cowlitz 1 Fire, and major event hosts which may include Woodland Moose Lodge, Rotary Club of Woodland, Woodland Chamber of Commerce, Veterans of Foreign Wars Woodland Post, Woodland Grange Hall.

Section 2.2 The Board shall include the elected offices of the committee for the offices of President, Vice President, Treasurer and Secretary.

Section 3: Qualifications

The Board shall be drawn from the active Members of the WPDCC with the exclusion of current Woodland Princesses and Queen.

Section 4: Association of Executive Board

All Board-shall serve no longer than one (1) term, ending upon the appointment of the new Board. An individual may serve more than one term if duly appointed by their represented organization or the current board. The Executive Board is to be appointed at the first meeting of the WPDCC at the annual meeting held in July.

Section 5: Board and Member Vacancies

- A. Vacancies in the Board. Board positions shall be filled by appointment made by the majority of the Members. Each person so selected to fill a vacancy shall remain said Board position until his/her successor has been qualified and elected by the members, who shall make such election at their next election meeting or at any special meeting duly called for that purpose and held prior thereof.
- B. Vacancies of Members. Any vacancy by a voting member representing an organization, business, entity or other shall be noted to the WPDCC. The Board shall contact said represented entity, organization, business, entity or other requesting a new representative to be identified via Member Form (in Attachment) within 30 days of vacancy.
- C. Resignations of Board and/or Member. Once a resignation is received by a Board member, the Board shall communicate whether a special meeting is necessary in the case of Board member or notification to the entity, organization, business, or other that a resignation has been received and notify the Membership of the WPDCC. It will then be noted by the Secretary of said Resignation and official end date. In case of Board member, the Treasurer will ensure that names are removed from signatory authority pending official end date.

Section 6: Presiding over meetings

At all meetings of the Board of Directors, the President or Vice President, or in their absence, a member of the Board chosen by the WPDCC Members, be present shall preside.

Section 7: Contracts and Services

An authorized Board member may freely make contract, enter transactions, or otherwise act for the WPDCC, notwithstanding that they may also be acting as individuals, directors, or otherwise; provided, however, that any contract transaction or act on behalf of the WPDCC in a matter in which as Directors, Committee Member and/or Board Member personally interested as Directors, or otherwise shall be at arms' length and not violative of the prescriptions in the By-Laws against the WPDCC use of application of its funds for private benefit or violate of any federal, state or government statute, rule or regulation. In no event, however, shall any person or other entity dealing with the Board be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

Section 8: Compensation

Members shall not receive any stated salary for their services as such, but by resolution of the Board reimbursement for expenses incurred on behalf of the direct functions of the WPDCC

Section 9: Powers

All corporate powers, except those for which provisions are otherwise made in these Bylaws, and in the laws of the State of Washington, shall be and are hereby vested in and may be exercised by the Members. Such powers include but are not limited to the following:

- A.—Powers to make Bylaws. The Membership shall have power to make, alter, amend, and repeal any law or Bylaws—
- B.— Power to Elect Officers. The Membership shall select a President, Vice President, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Membership.
- C. Power to Elect Officers. The Members shall have power to appoint, per recommendations by the Board, such other officers and agents of the Board may deem necessary for transactions of the business of the WPDCC.
- D. Removal of Officers and Agents. Any officer or agent may be removed by the Board, whenever in the judgement of the Board, the business interest of the WPDCC will be served thereby.
- E. Power to Fill Vacancies. The Membership shall have the power to fill any vacancy in any office or Board position occurring from any cause whatsoever.
- F. Committees. The Members may recommend the creation of a committee of its own purpose and number, and delegate to such committees such powers as it sees fit.
- G. Delegation of Powers. For any reason deemed sufficient by the Board, whether occasional by absence or otherwise, the Board may delegate all

or any of the powers and duties of any officer or Director, but no Executive Board member may hold more than one Executive Board position at one time.

Section 12: Limitations of Powers

No individual Board member, WPDCCC member or committee member shall make public formal action, or any new program, or make public any policy determination without the prior approval of the Board. All action must be completed in a regular or special meeting as outlined in these bylaws.

Section 13: Duties

The Executive Board Members will receive financial reports monthly from the Treasurer that allows for confidentiality due to PD Ticket Sales. The Membership shall receive a quarterly financial report to be presented without ticket sale income. The Executive Board Members will receive details monthly reports to include the following:

1. Assets and liabilities;
2. The principal changes in the assets and liabilities;
3. The revenue or receipt of the WPDCC both unrestricted and restricted to particular purposes; and
4. The expenses or disbursements of WPDCC both general and restricted purposes.
5. The annual report of the Directors shall be filled with the records of the WPDCC and an abstract thereof entered in the minutes of the proceedings.
6. The Executive Board will sign all annual filing statements for taxes.

Section 14: Voting

Each Member shall possess one (1) vote in matters coming before the WPDCC. All voting at meetings of the Members shall be by each member in person unless the voting is under a Special Meeting in which phone voting of designated Member is permitted. Proxy voting is not permitted. Voting eligibility shall be by designated representative of business/organization/entity identified by the such at the Annual Meeting.

ARTICLE VI: EXECUTIVE BOARD

Section 1: Number

The-Executive Board of the WPDCC shall be the President, Vice President, Secretary and Treasurer. These officers shall constitute the Executive Board or "Board".

Section 2: Election, Terms of Office and Qualifications

The Membership, at its first meeting following the annual election of WPDCC, will elect from their number the Executive Board. The Board shall serve a one-year term, or until their successors have been elected and appointed, and shall be eligible for re-election.

The President, Vice President, Secretary and Treasurer shall be elected annually by the Board of Directors from among its numbers.

Section 3: President

The President shall preside at all meetings of the WPDCC. They shall have and exercise general charge and supervision of the members of the WPDCC and shall do and perform such other duties as may be assigned by the Membership. The President shall ensure all documentation including WPDCC insurance, gambling license, tax documents, nonprofit status, and banking documents are in order. The President shall ensure all contracts, schedules, vendor lists, and task lists are provided to the appropriate Board and/or Committee members. The President will communicate with all event sponsors, vendors and entities participating in Planters Days regarding meetings, representation at such meetings, updates to the schedule and pertinent issues and concerns. The President will coordinate all events and vendor information and schedules. The President will oversee all advertising and marketing and communicate such activities to the Board.

Section 4: Vice President

At the request of the President, or in the event of their absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers as the Board may determine and shall perform such other duties as may be assigned by the Board. The Vice President shall receive copies of all contracts, schedules and vendor lists from the President. The Vice shall have oversight of PD Court activities that relate to the selection of PD Court and Queen (i.e. ticket sale income, deposits, and management of tickets).

Section 5: Secretary

The Secretary shall have charge of such books, documents and papers as the Board may determine. The Secretary shall attend and keep the minutes of all the meetings of the WPDCC. He or she may sign with the President or Vice President in the name of the WPDCC any contracts or agreements authorized by the Board of Directors. The Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such duties as may be assigned by the Board of Directors. (add: The Secretary shall record all Board meetings and distribute minutes to the Board prior to the next scheduled Board meeting for approval. The Secretary shall have on record all Vendor lists, copy of contracts, and record and maintain all approved minutes and treasurer's reports presented at all meetings. These records shall be maintained at the office of WPDCC. They will distribute all attendance records and manage the Event Host Form.

Section 6: Treasurer

The Treasurer shall have charge and be responsible for the financial records and affairs of the WPDCC. He or she may be required for each meeting present to the Board of Directors and to the membership the fiscal state of affairs of the WPDCC. The Treasurer shall deposit all funds within 72 hours of receipt. The Treasurer shall oversee the application of the required gambling

license, and nonprofit status and reporting to Washington State and file annual nonprofit tax documents.

Section 7: Chaperone

The WPDCC will designate one or co-member(s) to be the Chaperone of the PD Court Princesses and Queen. They will ensure the completion of all contracts and agreements, review rules and responsibilities and process all paperwork and file such documents with the President. The Chaperone shall have the authorization to purchase necessary items for the PD Court to meet the roles and responsibilities including but not limited to attire, photography, travel expenses to and from events, equipment. The Chaperone shall communicate any major infractions of the PD Court to the Board and take note of any minor infractions on their Code of Conduct Contract. They will complete annual scheduling of events, maintain records of attendance, and oversee activities of the court. They will ensure, in their absence, that another Member is available to ensure PD Court has an adult Chaperone for all major events and travel.

ARTICLE VII: COMMITTEES

Section 1: Other Committees

Other committees may be created to work on specific work elements of the WPDCC per the authorization of the Board and communicated with the Members of WPDCC. Members of any such committee shall be of WPDCC membership. Any member of such other committee may be removed by the Board and communicated with to the Membership.

- A. Prize Patrol for the WPDCC will serve to circulate letters to businesses for the solicitation of prizes for the raffle, have the authorization of use of the Planters Days name to use logos, name, acceptance and cataloguing of prizes. Reporting of prizes received will be provided at monthly Membership meetings and detailed information presented to the President of the Board.

Section 2: Minutes

Minutes shall be kept at all meetings of all committees and shall be presented to the Membership at the next regularly scheduled meeting. The Secretary of the WPDCC shall compile and record all committee meeting minutes.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts

The Board, except as in these Bylaws otherwise provided, may authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WPDCC, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the WPDCC by any contract or engagement, or pledge to its credit, or render it liable peculiarly for any purposes or to any amount. All executed contracts will be copied and provided copies to the Board and those event hosts that are impacted by said contract.

Section 2. Checks, Drafts, or Orders

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the WPDCC, shall be signed by the designated Board members as outlined in Article VI. There shall be two (2) signatures required on all checks. Authorized signors will provide Treasurer after the election of the Executive Board their signature block for banking documents. The Secretary shall record all Executive Board members as signatory members in the Annual Board Meeting Minutes. The Treasurer shall ensure that all signatory members who are removed, resign or no longer serving in identified Board roles are removed from access of accounts and all checks, drafts and orders.

Section 3. Deposits

All funds of the WPDCC shall be deposited to the credit of the WPDCC in such banks, trust companies, or other depositories as the Board of Directors may select. Deposits shall be made within 3 of business days and provided to Treasurer. In case of Planters Days ticket sales, receipts of such information shall be held by the Vice President and Treasurer.

Section 4. Gifts

The Members may accept on behalf of the WPDCC any contribution, gift, bequest, or devise for any purpose of the WPDCC. All gifts shall be identified by the receiver at the next Board meeting and documented by the Secretary and provided to the Board.

ARTICLE IX: FISCAL YEAR

Section 1. Fiscal Year

The Fiscal year of the WPDCC shall be from July 1 through June 30.

ARTICLE X: INVESTMENTS

Section 1. Investments

The Executive Board shall have the right to retail all or any part of any securities or property acquired by it in whatever manner, and to invest and re-invest any funds held by it, according to the judgement of the Board, without being restricted to the class of investments which a Board Member is or may hereafter be permitted by law to make or any similar restriction.

ARTICLE XI: INDEMNIFICATION

Section 1. Indemnification

The WPDCC shall indemnify every active committee member of officer or former active committee member or Board member of the Membership of the WPDCC against expenses actually and reasonably incurred by them in connection with defense of such action, suit or proceeding, civil, or criminal, in which he or she is a party by reason of being or having been such Board Member; except in relation to matters as to which he or she shall be adjudged in sch action, or proceeding to be liable for negligence or misconduct in the performance of duty to the WPDCC. The foregoing negligence or misconduct in the performance of duty to the WPDCC that he or she may be entitled.

ARTICLE XII: ADMINISTRATIVE ARTICLE

Section 1. Books and Records

The Board shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Executive Board, committees, and shall keep at the principal office record giving the name and address of the members entitled to vote. All books and records of the WPDCC may be inspected by any member for any proper purpose at any reasonable time.

Section 2. Seal

The Board shall provide a corporate seal and logo of the WPDCC.

Section 3. Interpretation

In constructing these bylaws, it is understood that if the content so requires, the singular pronoun shall be taken to mean and include the plural, the masculine, the feminine, and neuter.

The undersigned President and Secretary of the WPDCC hereby certify that these bylaws were duly adopted by the Membership of said Woodland Planters Days Celebration Committee at a meeting of the Board of Directors held on ____ day of _____, 20__.

DATED this _____ day of _____, 20__.

President

WITNESS and ATTEST:

Secretary