



ARTICLES OF ORGANIZATION AND OPERATION Aka “the By-Laws” OF THE DAFFODILIANS, INC.

ARTICLE 1. NAME

The name of this non-profit organization shall be Daffodilians, Inc. dba The Daffodil Festival, hereinafter referred to as The Festival. Members shall be referred to as Daffodilians.

ARTICLE II. PURPOSE AND OBJECTIVE

The purpose of the Daffodil Festival shall be to organize an annual festival to include a Grand Floral Parade, highlighting a Royalty Program, and promoting them as Ambassadors of Pierce County. The Royalty will engage in civic endeavors and community service in which they can display their talents, abilities and enthusiasm through Festival events; to welcome and host dignitaries and guests from other area festivals; and to attract regional & national attention to Pierce County and surrounding area, celebrating Pierce County’s deeply rooted traditions and diverse community, thus stimulating the economy through implementation of these objectives.

Other community activities may be promoted during the year as determined by the Board of Directors in achieving its purpose and objectives.

The property of this organization is irrevocably dedicated to charitable and educational purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person.

ARTICLE III. MEMBERSHIP AND DUES

Section 1 Classification and Qualifications

- A. Active members are outstanding individuals selected for their interest in the promotion of the Daffodil Festival through its purpose and objectives. Active members in good standing shall be entitled to vote and hold elected office.

- B. Provisional Members are individuals that have expressed interest in becoming an Active Member of the Daffodil Festival. Provisional Members will pay a \$50 non-refundable initiation and administrative fee. Provisional Members are encouraged to attend Daffodil Festival functions that include, but are not limited to: Princess Selections, Daffodil Festival Events, Out of Town Parades and General Membership meetings. After six (6) months, Provisional Members can request to become Active Members to the Daffodil Festival through the Director of Membership and Events. Membership will be granted upon the approval by the Board of Directors and payment of membership dues.
- C. Honorary members are individuals whom the Executive Committee, with Board approval, may recognize for such honor on an annual basis. These members may be public officials and prominent personalities who may have occasion to visit our Festival; including leaders of the Pierce County Community, i.e. Jr. Parade Chairperson, Commodore or a representative of the Yacht Club, parents of the Royalty and individuals who are the heads of like organizations.
- With invitation, they may attend all open Board of Director meetings and may speak to issues, but shall not be entitled to vote or to hold office.
- D. Honorary Life members are those individuals recognized by the Board of Directors who have promoted the objectives and activities of the Festival through outstanding actions and involvement with extended dedication. They may attend all general membership meetings and speak to issues, but shall not be entitled to vote or to hold office.
- E. Emeritus members are those who have been a member for more than ten (10) consecutive years or have served as President of the Festival. Daffodilians seeking to become Emeritus members must submit their request to the Board of Directors for verification and approval. They may attend all general membership meetings and speak to issues, but shall not be entitled to vote or to hold office.

Section 2 Admissions

- A. Active Membership shall be made available to responsible individuals who have time to participate and the ability to contribute to the community.

Potential members should:

1. Meet the requirements for active members.
2. Make application for membership on the official form obtained from the Festival website, accompanied by payment of dues and \$50 initiation fee.
3. Be recommended by a current member in good standing.

4. Receive approval of the Board of Directors.

B. Former members shall make an application for membership as a new member.

Section 3 Dues

A. Dues shall be billed on or before October 1 in an amount set forth in the Standing Rules.

B. Members whose dues are in arrears for more than 60 days shall no longer be deemed in good standing. The Treasurer shall notify the member of such delinquency.

C. Active members shall forfeit membership if dues are not paid by December 1st of each year.

D. The Director of Membership and Events, with the Board of Directors approval, shall be responsible for the disposition of delinquent members.

Section 4 Fiscal Year

The fiscal year of the organization shall be October 1st to September 30th each year.

ARTICLE IV OFFICERS

Section 1 Executive Committee

A. The Executive Committee shall be the President, President Elect, Secretary, Treasurer, and the Immediate Past President. These officers, except the President Elect and the Immediate Past President, shall be elected annually and shall assume office and duties on October 1st. They shall serve one (1) year or until successors are elected and assume office. No member shall hold more than one office at a time and no member shall be eligible to serve more than two (2) consecutive terms in the same office, except the Treasurer which may serve more than two (2) consecutive terms.

B. The Executive Committee shall secure such insurance and a fidelity bond as the committee deems adequate to indemnify persons made a party to legal process as a result of their conduct in good faith with the Festival, and to meet the needs of the Festival.

C. The Executive Committee shall employ or contract the services of personnel, including an Officer Administrator and/or Director, as necessary or desirable. They shall provide a job description and supervision of any such personnel. Staff

members shall be required to attend the Board of Director meetings, but shall not be entitled to vote or to hold office.

- D. Duties of the Executive Committee may be delegated to the Office Administrator or Director, subject to approval of the Board of Directors.
- E. In times of extenuating circumstances, consecutive term limits may be temporarily suspended, with the exception of the President, with the approval of the Executive Board.

Section 2 Board of Directors

- A. The Board of Directors shall consist of the Executive Committee and the Directors appointed by the President to head divisions of responsibility as shall be specified. The Directors shall consist of not less than five (5) or more than eleven (11) appointed positions.
- B. The Daffodil Festival Executive Board members may also hold a directorship in the event of extenuating circumstances (i.e. lack of qualified personnel numbers), with voted board approval on a year-by-year basis.
- C. Duties of the Board of Directors shall be:
 - 1. Supervise the affairs and conduct the business of the Festival in the absence of the general membership meetings.
 - 2. Responsible for authorizing all funding requests not included in the budget and will approve or disapprove such funding requests, including the recommendation of the Annual Budget to the general membership.
 - 3. Make any recommendations to the membership.
 - 4. Not act in conflict with actions taken by the membership.
 - 5. All legal documents and official papers in the name of the Festival shall be signed by the President and attested by one other member of the Board of Directors.
 - 6. Perform the duties prescribed in these bylaws, and standing rules.

Section 3 Duties of Officers

- A. The President shall:
 - 1. Preside at all meetings of the Festival and the Board of Directors.

2. Appoint all Directors and Committee Chairpersons to serve as authorized by the Festival and Board of Directors.
3. Be an ex officio member of all committees except the nominating committee.
4. Select a theme for the Festival to include a logo with approval of the Executive Committee.
5. Represent the Festival at all high school Princess Selections, or appoint someone to represent them in their absence.
6. Appoint five (5) judges from the community for the selection of Queen from the Princesses of the participating local high schools.
7. Shall represent the Festival at regional festivals as designated annually by the Board of Directors, or appoint someone to represent them in their absence.
8. Shall represent the Festival at any association meeting of which the Festival holds a membership or appoint someone to represent them in their absence.
9. Perform other duties as pertains to the office of President.

B. The President Elect shall:

1. Be an active aide to the President.
2. Become acquainted with the affairs of the Festival and present the annual budget.
3. Be an ex officio member of all committees.
4. In the event of the absence or inability of the President to perform their duties, the President Elect shall perform those duties of the President and have the authority and privileges as the President.
5. Be responsible for consideration of any written proposed changes of the Bylaws & Standing Rules, and present them to the membership with recommendations.
6. Automatically succeed to the office of President of the Festival without further election.
7. Serve as Master of Ceremonies for the Princess Promenade, or may designate these duties to another individual.

8. Represent the Festival at any other regional festival that may conflict with any other Festival event or appoint someone to represent them in their absence
9. Serve as Parade Marshall for our float at all parades of which the Festival participates or appoint someone to represent them in their absence.
10. Perform other duties as pertains to this office.

C. The Secretary shall:

1. Be the custodian of the digital records of the Festival and the corporate seal.
2. Prepare and distribute meeting minutes to the Festival membership in a timely manner.
3. Maintain an accurate list of the membership.
4. Perform other duties as pertains to this office.

D. The Treasurer shall:

1. Be legal custodian of all Festival funds.
2. Receive all monies and disburse funds only upon the sanction of the Board of Directors or the membership.
3. Submit written reports at each board meeting and general meeting.
4. Submit books and records for audit when required.
5. Confirm all required tax forms and payments are submitted in a timely manner.
6. Perform other duties as pertains to the office.

E. The Immediate Past President shall:

1. Serve in an advisory capacity.
2. Serve as parliamentarian.
3. Serve as Chairman of the Nominating Committee.

4. Perform other duties as pertains to this office.

Section 4 Outline of Directorship Roles

Directorship Responsibilities & Personnel

Directorships hold autonomy within their respective jurisdictions, as delegated to them by the President of that year. They are appointed as a liaison between these facets of the Festival and the Executive Board, and are trusted to make decisions while utilizing open lines of communication.

Directors hold ultimate responsibility for the tasks, events, and personnel under their jurisdiction for the Festival year of their appointment. This may include using their discretion for: creation and/or termination of subcommittees; delegation, dismissal, or reassignment of volunteer roles; and approval/veto of content for use in respective committees, platforms, and/or events.

A. Director of Royalty

1. Description:
The Daffodil Festival Director of Royalty
2. Responsibilities & Oversight:

B. Parade Director

1. Description:
The Daffodil Festival Parade Director
2. Responsibilities & Oversight:

C. Float Operations Director

1. Description:
The Daffodil Festival Float Operations Director
2. Responsibilities & Oversight:

D. Director of Membership and Events

1. Description:
The Daffodil Festival Director of Membership and Events
2. Responsibilities & Oversight:

E. Director of Communications

1. Description:

The Daffodil Festival Director of Communications holds ultimate responsibility for all outward communications from the Daffodil Festival. This is accomplished by the appointment and designation of members and subcommittees to the Daffodil Festival Communications Team (as chosen by the Director of Communications).

2. Responsibilities & Oversight:

Potential subcommittees and roles the Director of Communications may designate and oversee include (but is not limited to):

- Marketing (Creative Dept: Graphic Design, Photography, Videography; copywriting; merchandising - in tandem with treasurer),
- Digital Marketing (Website, Social Media, 3rd Party Digital Platforms),
- Public Relations (PR Contact, Press Releases, Media Relations),
- Publications (Editor in Chief, Blog, Newsletter, Historian),
- and Community Outreach.

- a. Daffodil Festival Communications Team: In addition to being composed of the above, the Communications Team is also responsible for overseeing the Daffodil Festival's Major Incident Management Team, with annual review and proposal for approval by the Daffodil Festival Executive Board.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1 Nominations

- A. Nominating Committee, chaired by the Immediate Past President shall consist of two (2) Past Presidents, the President Elect and four (4) appointed active members in good standing with at least three (3) years of membership. A quorum of five must be present at each Nominating Committee meeting.
- B. The nominating committee shall nominate one (1) or more candidates for each office to be filled at the annual meeting.
- C. The nominating committee shall report to the Board of Directors no later than the July Board meeting. Each candidate shall have consented to serve.
- D. The nominating committee shall send the slate of nominees to all members entitled to vote no later than ten (10) days prior to the elections at the August general membership meeting.

- E. Nominations from the floor shall be permitted prior to the election. The candidate shall have consented to serve.
- F. No person shall be nominated or elected to any office, unless such person has been or will have been a member for a period of six (6) months from the month they are approved for membership to the month they take office.
- G. The office of President Elect must be filled by a member who has served a minimum of one (1) term as a Board member.

Section 2 Elections

- A. Officers of the Executive Committee shall be elected by ballot at the general membership meeting in August.
- B. Anyone entitled to vote may vote by digital absentee ballot, by delivering via email to the Immediate Past President at least two business days prior to the election.
- C. If a simple majority is not reached on the first ballot, a vote of the two (2) candidates receiving the most votes shall be taken by subsequent ballot of the eligible voting members in attendance at the election meeting.
- D. In the event there is only one (1) candidate for any office, voting on that office may be by voice.

Section 3 Vacancies

- A. A vacancy in the office of President shall be filled by the President Elect for the remainder of the term, and shall continue in the office of President for the following term in which they were elected.
- B. If a vacancy should occur in any other office, the Executive Committee upon approval of the Board of Directors shall appoint an active member to fill the vacancy.
- C. Should an officer fail to perform the duties of the office or be unable to fulfill those duties, the Board of Directors upon a two-thirds (2/3) vote may remove the officer from office.

ARTICLE VI. MEETINGS

Section 1 General Membership Meetings

There shall be a minimum of four (4) meetings of the General Membership each fiscal

year, with time and place, to be determined by the Executive Committee.

- A. The January meeting shall be for the purpose of receiving reports of Directors and committees, and for any other business that may arise.
- B. The April/May meeting shall be for the purpose to critique the Grand Floral Parade Weekend and additional Daffodil Festival sanctioned events and recognize those individuals that have contributed to the Festival.
- C. The August meeting shall be for the purpose of Election of Officers and receiving reports of Directors and committees and for any other business that may arise.
- D. The Annual Meeting in September shall be open to all members of the Festival for the purpose of Installation of Officers, announcement of Directors and for other business that may arise.
- E. Special meetings of the general membership may be called by the President, by the Executive Committee, or shall be called upon the written request of one-third (1/3) of voting members. The purpose of the meeting shall be stated in the call including the time and place.
- F. A majority of the members entitled to vote shall constitute a quorum for transaction of business at any general membership or special meeting.

Section 2 Board of Director Meetings

- A. There shall be a minimum of six (6) Board of Director Meetings each fiscal year, at the call of the President, with approval by the Executive Committee, providing such meetings do not conflict with any general membership meeting.
- B. A majority of the Board of Directors shall constitute a quorum.

ARTICLE VII. DIRECTORS and COMMITTEES

- A. The President Elect will appoint (for the coming festival year of their reign, to take effect Oct 1) five Budgetary Directors: Royalty, Float Operations, Membership and Events, Parade and Communications. Other Budgetary Director's may be appointed as requested by the President and approved by the Board of Directors.
- B. Additionally, the President Elect will appoint at least four (4) and not more than six (6) At Large Directors. At Large Directors represent the Festival's General Membership on issues of interest or concern and assist in conducting the business of the Festival. At Large Directors may serve as committee chairs or aid in projects that arise to further the goals of the organization.

- C. No more than two Directors with budgetary responsibility and two At-Large Directors can be replaced in the same fiscal year, unless also filling a vacated position.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedure for the Festival not specifically covered by its bylaws and standing rules.

ARTICLE IX. INDEMNIFICATION

Each Director or Officer, now or hereafter serving the Festival, and each person who at the request of or on behalf of the Festival is now serving or hereafter serves as a Director or Officer of any other related corporation, and the respective heirs, executors, and administrators of each of them, shall be indemnified by the Festival against all costs, expenses, judgments and liabilities, including attorney fees reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding (civil or criminal) in which he/she is or may be made a party by reason of his/her being or having been such Director or Officer or by reason of any action alleged to have been taken or omitted by him/her as such Director or Officer, whether or not he/she is a Director at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which he/she shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of his/her duty as such Director or Officer.

ARTICLE X. AMENDMENT OF BYLAWS

These bylaws may be amended at any general membership meeting by a two-thirds (2/3) vote of members present, provided that the amendment has been submitted in writing and has been mailed or electronically delivered to the entire membership at least ten (10) days prior to the meeting at which it will be considered.

Approved amendments shall become effective immediately unless otherwise specified in the amendment.

ARTICLE XI. DISSOLUTION

To effect dissolution of the Festival, these bylaws must be rescinded by a two-thirds (2/3) vote of the membership.

In the event that the Daffodil Festival finds it necessary to exercise dissolution, the assets belonging to the Daffodil Festival shall be distributed in accordance with the requirements of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal government, for a public purpose.

AMENDMENTS TO THE ARTICLES OF OPERATION:

<MONTH, DAY, YEAR> / PRESIDENT – WHAT CHANGES ARE BEING MADE

I. **February 7, 2020 / President Ernie Ouellette** – Change name of by-laws to include Articles of Organization and Operation

II. **September 23, 2021 / President Ernie Ouellette** – Substantial changes to remove NWFH, add directorship definitions, add Communications Directorship, remove Festival Weekend Directorship

