

**BYLAWS OF THE BURBANK TOURNAMENT
OF ROSES ASSOCIATION**

SECTION I

NAME

The name of this corporation shall be The Burbank Tournament of Roses Association.

PURPOSE

The purpose of this corporation, as more fully set forth in the Articles of Incorporation, is to represent the City of Burbank in sponsoring, planning, designing, building, decorating and entering a float in the annual Pasadena Tournament of Roses Parade, so as to provide educational opportunities and cultural understanding via an event participated in by members of the local and world-wide communities.

SECTION II

MEMBERSHIP

- 1) Membership may be held by an individual over thirteen years of age, businesses, corporations or other organizations.
- 2) Junior members are thirteen years of age or younger. They shall not have voting privilege except on matters of float design.
- 3) Membership, from January to December of each year shall be effective on payment of dues.
- 4) Honorary membership shall be extended to all past presidents of this organization and other individuals deemed worthy by the Board of Directors. Such members shall have no voting privileges, nor serve as officers or directors of this corporation. However, honorary members may simultaneously hold other classes of membership and be entitled to all privileges of membership.

VOTING PRIVILEGES

- 1) Each member shall be entitled to one vote.
- 2) If the member is a business, corporation, or organization, it will be considered as one member and therefore be entitled to only one vote.
- 3) If a member simultaneously belongs to more than one membership class, the member shall be allowed only one vote.
- 4) Voting by proxy, by mail or the equivalent shall not be allowed. Each member shall vote in person.
- 5) To be entitled to vote, all classes or membership are required to be current on their payment of membership dues.
- 6) To be entitled to vote for officers and members of the Board of Directors, all voting

members are required to have been members of some class (excluding Honorary) for at least ninety days.

TERMINATION OF MEMBERSHIP

1) A member may terminate membership by written letter to the Secretary of this organization.

2) The corporation may terminate a membership in all classes at any time for serious violation of the governing documents of this corporation, or any other good and valid reason, with a two-thirds vote of the Board of Directors. Said member shall be notified in writing at least fifteen (15) days prior to the next board meeting and have opportunity to make a statement at a meeting of the Board of Directors as to why the termination shall not take place.

ANNUAL DUES

Dues amounts shall be set by the Board of Directors and stated in the Standing Rules of this corporation.

LIABILITY

No member of any class shall be personally responsible for any debts, liabilities, or obligations of this corporation.

SECTION III

GENERAL MEETINGS

General meetings shall be held on the third Thursday of each month.

ANNUAL MEETINGS

1) An annual meeting of the members shall be held on the third Thursday in February of each year.

2) Notice of the annual meeting with the date, time, place, and actions to be taken shall be given to current members at least ten but not more than thirty days prior to said meeting via oral communication, newsletter, postcard or other appropriate method as determined by the Board of Directors. No change of the time or place of such annual meeting shall be made within thirty days prior to the date set without written notification to all members.

3) A list of the current nominees for the Board of Directors and Offices shall be included in the above notice.

SPECIAL MEETINGS

1) Special meetings of the members of the corporation may be called by the President, or by written request of any five directors, at any time upon notification to current members of the purpose, date, time and place of said meeting at least ten but not more than thirty days prior to the date of holding such meeting. Such meetings shall be for the purpose of:

a) Transaction of any other business stated in the above notice that is found to be

necessary or useful. No business shall be transacted that is not specifically mentioned in the notice of meeting.

QUORUM

For any meeting of members a quorum shall consist of at least ten members, including at least two officers and three directors.

VOTE

A simple majority of those present shall be required for the passage of any matter requiring a vote.

SECTION IV

BOARD OF DIRECTORS

The affairs of this corporation shall be administered by a Board of Directors consisting of seven (7) directors and five (5) officers (Section V) subject to the restrictions imposed by the governing documents of this corporation.

- 1) Directors will be nominated by the Nominating Committee and elected by the voting members of this corporation at the annual meeting each year.
- 2) Each director shall be an individual at least eighteen years of age who has paid membership for the current year.
- 3) The term of office for each director shall begin immediately upon installation for the term of one year.
- 4) A vacancy on the Board of Directors, including a vacancy occurring from removal, shall be filled by appointment by the Board of Directors.
- 5) A director may terminate office any time by delivery of a letter to the Secretary of this corporation.
- 6) A director's failure to attend three consecutive meetings will be discussed by the Board of Directors and may be cause for removal.
- 7) A director may be removed from office for non-performance of his duties, for serious violation of the governing documents of this corporation or for other good cause. Said director shall be entitled to written notice of termination no less than fifteen days before the termination date stating the reasons for such termination. Said director shall have an opportunity to make a statement as to why the termination should not take place, either oral or written at the discretion of the Board, at least five days before the effective date of such termination.

COMPENSATION

Directors will serve without payment for their services as directors, but may receive

payment for out-of-pocket expenses at the discretion of the Board.

MEETINGS

There shall be regular meetings of the Board of Directors following their installation and subsequently on the second Thursday of each month.

SPECIAL MEETINGS

1) Special meetings of the Board of Directors may be called by the President at least twenty-four (24) hours prior to said meeting, or upon written request of any five directors. This may be at any time upon notification of each director of the purpose, date, time, and place of said meeting.

2) Such meetings shall be called for the transaction of any business that is found to be necessary or useful.

3) No other business than that for which the meeting is called shall be transacted.

QUORUM

For purposes of this section a quorum shall consist of a majority of the Board. A majority vote of directors present shall be required for passage of any matters which require a vote, except if otherwise specified in the governing documents.

SPECIFIC POWERS

The powers of the Board of Directors of this corporation shall include but shall not be limited to the following:

1) To adopt and alter a common seal of the corporation.

2) To make and change rules and regulations not consistent with the governing documents of the corporation which are considered in their discretion to be necessary or useful for the management of the corporation.

3) To pay for any property purchased by the corporation, either wholly or partly in money, bonds, debentures or other securities of the corporation.

4) To borrow money and to make and issue notes, bonds and other negotiable and transferable instruments mortgages, deeds of trust, trust agreements, and to perform every act necessary to effectuate same.

5) To select and designate such financial institutions, including but not limited to banks, savings and loans or trust companies, as it may deem advisable as official depositories of the funds of the corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.

6) To designate the time and place of its meetings, or to authorize the president to do so.

INDEMNIFICATION

The Board of Directors shall have the authority to indemnify any officer, director, or agent duly authorized by the Board who was or is made a party to any proceeding in any action (other than an action brought by or on behalf of the corporation itself) by reason of the fact that such person was an officer, director, or agent at the time of the occurrence constituting the cause of action against all expenses, judgements, settlements and/or liability reasonably incurred in connection with the proceeding, provided that such person acted in good faith and within the scope of their authority as such officer, director or agent.

The authority to indemnify shall be exercised by the Board of Directors on the basis of each such occurrence. Indemnification shall include reasonable attorney's fees paid or incurred by such person if the Board agrees to provide such defense. The Board of Directors retains the right to approve the selection of an attorney or any other legal representative.

SECTION V

OFFICERS

- 1) The officers of this corporation shall consist of President, Vice President - Administrative, Vice President - Float, Secretary, and Treasurer. These officers shall serve as part of the Board of Directors.
- 2) The above officers shall be nominated by the Nominating Committee and elected by a simple majority of the voting members of the corporation at the annual meeting each year.
- 3) To be nominated for President one must have served on the Board of Directors for two (2) years. All other officers should have served for one (1) year on the Board of Directors. All within the last three (3) years.
- 4) The above officers shall be elected for one year terms, or until a successor is elected, to begin immediately upon installation.
- 5) The above named officers are not to serve in more than one office simultaneously.
- 6) Additional officers deemed appropriate may be nominated by the Board of Directors and voted by the general membership to serve a one year term ending at the next annual meeting. These may include but not be limited to Assistant Secretaries, Assistant Treasurer, Parliamentarian, and Historian, These additional officers shall not become part of the Board of Directors, but shall attend Board meetings.
- 7) The officers shall perform the duties prescribed by the governing documents of this corporation and by the parliamentary authority adopted by these Bylaws.
- 8) A vacancy in an officer's position including a vacancy occurring from removal, shall be filled by appointment by the Board of Directors for the unexpired term. This includes the

office of President.

PRESIDENT

- 1) The President shall be the Chief Executive Officer of the corporation, The President shall have power to exercise general charge and supervision of the affairs of the corporation and shall carry out such other duties as may be assigned to the office by the Board of Directors.
- 2) The President shall be an ex-officio member of all committees except the Nominating Committee.
- 3) The duties of the President shall include but not be limited to the following: presiding over all meetings of the members and the Board of Directors, forming and disbanding committees, appointing chairmen and members of committees and defining the duties and responsibilities of committees.

VICE PRESIDENTS

- 1) The Vice Presidents shall have such powers and perform such duties as shall be assigned to them by the Board of Directors.
- 2) In event of vacancy of the office of President, the Vice President - Administration shall serve as President until the Board of Directors can meet to appoint a President for the remainder of the term.
- 3) The duties of the Vice President - Administration shall include but not be limited to coordination and implementing all administrative and financial activities such as membership, finance, fund raising and public relations. The Vice President - Administration, with authorization from the President, may appoint committees to carry out his or her responsibilities.
- 4) The duties of the Vice-President - Float shall include but not be limited to coordinating and implementing all float preparation and staffing. The Vice President - Float, with authorization from the President, may appoint committees to carry out his or her responsibilities.

SECRETARY

- 1) The duties of the Secretary shall include but not be limited to keeping a written record of the proceedings of the meetings of members and of the Board of Directors, keeping their corporate seal and a current membership list and preparing and delivering all notices required by the governing documents of this corporation.
- 2) The secretary shall file or arrange to have filed any corporate reports that are required to be filed or distributed to members or other interested persons by government agencies, including but not limited to an annual statement, if required of her, to be filed with the Secretary of State of the State of California each year in accordance with Section 6210 of the Nonprofit Corporation Law of the State of California.

3) In case of absence, refusal, or inability to act of the Secretary, the duties of the Secretary may be performed by any person whom the Board of Directors so directs.

TREASURER

1) The duties of the Treasurer shall include but not be limited to keeping a full set of books of account showing all receipts and disbursements of every kind and nature, the amount of cash on hand, the amount of money owed by the corporation or owing to it and such other information as may be pertinent or may be requested or required by the Board of Directors or the governing documents of this corporation.

2) The Treasurer shall submit the account books (including ledgers, bank statements, and invoices) of the corporation to an Audit Committee of three appointed by the Board of Directors, including at least one member not from the Board of Directors for audit within sixty days of the close of the fiscal year.

3) The Treasurer shall file or arrange to have filed any financial reports that are required to be filed or distributed to members or other interested persons by government agencies, including but not limited to an annual report, if required by Section 6321 of the Nonprofit Corporation Law of the State of California, and tax returns if required to be filed in accordance with the Internal revenue Code and the California Revenue & Taxation Code.

SECTION VI

COMMITTEES

The President, or one of the Vice Presidents, with authority conferred by the President, may designate and appoint standing and special committees relative to any function within the powers of the corporation. Such committees shall hold such powers, exercise such duties and perform such services as may be prescribed from time to time by said officer.

Every committee meeting shall be documented by the keeping of minutes of said meeting by a secretary appointed by the chairman of said committee.

STANDING COMMITTEES

1) Standing Committees and the duties thereof shall be designated in the Standing Rules of this corporation.

2) Each Standing Committee shall be assigned to one of the Vice Presidents, who will administratively oversee and coordinate its duties.

NOMINATING COMMITTEE

- 1) A Nominating Committee of five members (including the chairman) shall be appointed by the President, with the approval of the Board of Directors, at their December Board meetings.
- 2) The responsibilities of the Nominating Committee shall be:
 - A) To present a single slate of nominees for the Board of Directors.
 - b) To present a single slate of nominees for Officers.
- 3) The recommendations of the Nominating Committee shall be reported to the general membership at its January meeting and voted by the general membership at the annual meeting in February.

SPECIAL COMMITTEES

Special Committees shall be appointed by the President, or one of the Vice Presidents, with authority conferred by the President, to carry out a specified task. At the completion of such task, i.e. on presentation of the final report of the committee to the Board of Directors (or members, if required by the Board of Directors) said committee shall automatically cease to exist.

SECTION VII

FISCAL YEAR

The fiscal year of this corporation shall commence on April 1st and terminate on March 31st of the following year.

ACCOUNTING

All checks, drafts, and other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation for all debts shall be signed by the President and countersigned by the Secretary or Treasurer. The Board of Directors at its discretion may from time to time may designate other officers or directors as alternative signatories.

DONATIONS

The corporation may accept gifts, legacies, donations and/or contributions in any amount and any form upon such terms and conditions as may be decided from time to time by the Board of Directors.

SECTION VIII

PARLIAMENTARY AUTHORITY

Questions of all parliamentary authority not defined in the governing documents of this corporation, i.e. the Articles of Incorporation, By Laws, Standing Rules, and the laws of

the State of California, shall be determined in accordance with the current edition of Robert's Rules of Order (Newly Revised) or its successor.

SECTION IX

PRINCIPAL OFFICE

- 1) The principal office of the corporation shall be established at such place in the County of Los Angeles, State of California, as the Board of Directors may from time to time designate in the Standing Rules or the business of the corporation may require.
- 2) Other offices of the corporation may be established at such places as the Board of Directors may from time to time designate or business of the corporation may require.

SECTION X

CORPORATE SEAL

The corporate seal of the corporation shall be in such form as the Board of Directors shall determine and shall contain the name of the corporation, the date and state of its creation and such matters as the Board shall determine. Said seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, reproduced or otherwise duplicated.

SECTION XI

NOTICE AND WAIVER OF NOTICE

- 1) Whenever notice is required by the governing documents, personal notice is not necessary unless expressly so stated.
- 2) Any written notice so required shall be deemed to be sufficient if given by depositing the same in a fully prepaid sealed envelope directly with the United States Postal Service or by placing it for collection and mailing on the same date at a place designated under ordinary business practices for such collection mailing and deposit on the same date with the United States Postal Service, addressed to the person entitled thereto at the last known post office address. Such notice shall be deemed to have been given on the date of such mailing.
- 3) Any notice required to be given under these Bylaws may be waived by the person entitled to receive notice, except as otherwise provided by the laws of the State of California.
- 4) Notice is required only for those members who are eligible to vote at the time notice is given.

ACTION BY WRITTEN CONSENT

Any action of the Board of Directors of this corporation not taken at a properly call meeting shall have the same force and effect as if it was taken at a properly called

meeting if it is consented to in writing, individually or collectively, by all members of the Board of Directors. This written consent shall thereupon be filed with the minutes.

SECTION XII

AMENDMENT OF BYLAWS

These ByLaws may be amended or revised in whole or in part by a two-third vote at a properly called meeting of the Board of Directors. Oral or written notice of the proposed amendments or revisions shall be given to all Directors at least ten but not more than thirty days prior to said meeting.

Revised and adopted June 10, 1993

Original ByLaws adopted _____

Revised March 18, 1965

Revised December 20, 1973

Revised March 18, 1976

Revised May 17, 1979

Revised August 19, 1982

Revised February 19, 1987

Revised December 19, 1991

President - Donald Hames

Vice President-Administration - Wayne Poirier

Vice President-Float - Steven Edward

Secretary - Lilly "Ernie" Le Bleu

Treasurer - Patricia A. Gunn

Board of Directors

Erik Andersen

Susan Devlahovich

Jennifer Edward

James "Jim" Eklund

Paula Jetton

Dorothy Payne

Rick Penunuri