

Philomath Frolic & Rodeo, Inc. By-Laws

ARTICLE I – NAME

- 1.1 The name of this organization shall be Philomath Frolic & Rodeo, Inc. The use of common references such as the Frolic & Rodeo, the Frolic & Rodeo Association, the Frolic, and other versions of the formal name is permitted; however, such nicknames shall not replace the formal name of the organization as stated.

ARTICLE II – PURPOSE

- 2.1 Organize and host the annual Philomath Frolic & Rodeo and other activities approved by the Board.
- 2.2 Coordinate efforts of individuals and groups within the community in conjunction with the Philomath Frolic & Rodeo.
- 2.3 Receive donations, monies, etc., for the Philomath Frolic & Rodeo, Inc.
- 2.4 Disburse donations, monies, etc., from the Philomath Frolic & Rodeo, Inc. to non-profit, local community organizations that will best benefit the community.
- 2.5 Manage and maintain Skirvin Park and the rodeo grounds facilities for the benefit of the community, including public and private events throughout the year.

ARTICLE III – MEMBERSHIP

- 3.1 Members. Membership shall consist of two classes: Directors, who are granted voting rights, and Volunteers, who are not.
- 3.2 Lifetime Membership. Any person who is a Lifetime Member as of the passage of these amended by-laws, dated September 27, 2018, will receive the benefits of Lifetime Membership.
- 3.3 Waiver of Liability. All members must submit a Waiver of Liability annually to participate in Frolic & Rodeo activities including but not limited to meetings, work parties and events.

ARTICLE IV — BOARD OF DIRECTORS

- 4.1 Board Role, Size, and Compensation. The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to committees. A Director shall perform the duties of a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation, and with such care and loyalty, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The Board shall have up to fifteen (15), but not fewer than seven (7) members. Directors receive no financial compensation for their time of service.
- 4.2 Terms. All Directors shall serve two-year terms, but are eligible for re-election without limitation. Each term shall commence immediately following the annual meeting. Terms shall be offset such that half or roughly half of the Director positions are up for election each year.
- 4.3 Meetings and Notice.
- a) The Board shall meet at least annually, at an agreed upon time and place. A special meeting of members may be called by the President or Directors having one-third of the votes entitled to be cast at the meeting. Directors and any committee of members of the corporation may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting.
 - b) Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven nor more than fifty days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each Director with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a member.
- 4.4 Quorum. One-half of the Directors entitled to vote shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the Directors present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Board.
- 4.5 Board Elections. At the annual meeting of the corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws.

- 4.6 Election Procedures. New Directors shall be elected by a majority of Directors present at the annual meeting, provided there is a quorum present. Directors so elected shall serve a term beginning immediately after the annual meeting.
- 4.7 Officers and Duties. There shall be four officers of the Board, consisting of a President, Vice-President, Secretary and Treasurer. Their duties are as follows:
- a) The President shall convene regularly scheduled Board meetings, and shall preside or arrange for other officers to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer.
 - b) The Vice-President shall chair committees on special subjects as designated by the Board.
 - c) The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting agenda announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
 - d) The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- 4.8 Director Positions. Directors may be responsible for specific roles and responsibilities which will be reflected in their titles. Such roles and responsibilities may include Business, Facilities, Frolic Events, Public Outreach, Publicity, Rodeo, etc. Other Directors will maintain the title of Director, a member of the Board of Directors.
- 4.9 Vacancies. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.
- 4.10 Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to unexcused absences from Board meetings or any other reason by a three-fourths vote of the remaining Directors.

ARTICLE V — COMMITTEES

- 5.1 Committee Formation and Roles. The Board may create and dissolve committees and assign a Director or volunteer to serve as the committee chair. Committees serve an important role in carrying out the mission of the organization and chairs shall report to the Board of Directors on a regular basis established by the Board. Committees may meet independently from the Board and shall maintain their own minutes, notes, and written procedures.
- 5.2 Finance Committee. The Treasurer is the chair of the Finance Committee, which includes at least two Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget and any significant changes to the budget. Annual reports are submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.
- 5.3 Other Committees. Examples of committees include but are not limited to: Membership Services; Parades; Carnival; Entertainment; Safety and Security; Rodeo; Construction; Hospitality; Landscaping; Booths/Vendors; Donkey Race; History; Queen Pageant/Court; Kids Korner; Craft Fair; Gates; Tickets; Nominating; Special Events; etc.

ARTICLE VI INDEMNIFICATION

- 6.1 Indemnity Under Law. The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.
- 6.2 Hold Harmless. The Corporation hereby agrees to hold harmless and indemnify each of its Directors, Chairpersons and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other Corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Director of the Association, or is or was serving or at any time serves such other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a Director, Committee Chairperson or agent of such other Corporation, partnership, joint venture,

trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section shall be paid by the Corporation if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

ARTICLE VII – TERMINATION or DISSOLUTION

- 7.1 The following procedure will be followed by the Board of Directors in the event that the Philomath Frolic & Rodeo, Inc. disbands:
- a) A financial review will be completed.
 - b) All outstanding debts will be paid from existing funds.
 - c) Remaining funds will be disbursed to charitable organizations within the city of Philomath to be used toward a permanent community project in memory of the Philomath Frolic & Rodeo, Inc. as recommended by the Board of Directors.

ARTICLE VIII – AMENDMENTS

- 8.1 These By-Laws may be amended by the Philomath Frolic & Rodeo, Inc. Board at any meeting if notice of proposed change(s) of the By-Laws has been given to each Director at least ten (10) days prior to such meeting, and then by an affirmative vote of 2/3 of the Directors attending such meeting.

ARTICLE IX GOVERNANCE AND ADOPTION

- 9.1 Governance and Survivability. The Philomath Frolic & Rodeo, Inc. is governed by the rules set forth in these BY-LAWS. If any section or statement contained in these by-laws is found to be un-lawful or legally unenforceable the remainder of the BY-LAWS remains in effect and unchanged. In cases of rule where a specific situation is not covered by the BY-LAWS, these matters will be governed by the State of Oregon and subsequent to that by the latest issue of the Newly Revised Roberts Rules of Order.

The Undersigned, being the President and Secretary of the Philomath Frolic & Rodeo, Inc. an Oregon not for profit Corporation, at the time of adoption, hereby verify that the foregoing Amended and Restated By-Laws were voted on and approved by a majority of the qualified voters of the Philomath Frolic & Rodeo, Inc. as a true and complete copy of the By-Laws of said Corporation with the same being effective as of October 10, 2018.

Chris Workman, President
Mary Johnson, Secretary