

Voting Membership

BYLAW CHANGES

Passed at October 28, 2012, Board Meeting (unless otherwise noted)

To add to Article 4, Section 6:

If the President cannot attend a voting members meeting, then the Secretary will preside. If the Secretary cannot attend, then the Treasurer will preside. If the Treasurer cannot preside, then any board member may preside. (Motion passed 10/24/10)

To add to Article 13, Section 1:

Voting members and seasonal volunteers may reside outside of the Frazier Mountain Area. However, to be nominated for the Board of directors, the voting member must be a part-time resident of the Frazier Mountain area. (Motion passed 10/24/10)

To add to Article 13, Section 4, as new (d):

The voting member's term will be the same as COWFEST fiscal year, November 1st till October 31st. Members will be able to join at any time, but dues would not be prorated. However, there will be a two month extra benefit during annual membership drive which occurs after the COWFEST event in August till October 31st. (Motion passed 10/24/10)

To add to Article 10, Section 2:

The following process will direct the change of Bylaws requested by Voting Membership. 1) The proposed change will be implemented as a "guideline" only for the first year. Voting Members will report on the effects (positive, negative, or neutral) of the proposed change upon the activities of the organization. This report will be submitted to the Annual Board meeting, along with the proposed Bylaw change. The Board will approve the Bylaw changes which are determined to be in the best interests of the organization. If the Board rejects the proposed Bylaw change, the Board will render a written finding to the Voting Membership in which the fiduciary reasons are clearly articulated, whether these reasons related to mission and purposes fulfillment, IRS exempt status, any other State or Federal law, and insurance carrier requirements.

Determining the difference between COWFEST activities' rules and Bylaws: The Voting Members and the respective steering committees being led by them are responsible for creating the guidelines for the specific activity under their direction. However, none of these guidelines are considered to be legally binding Bylaws until such guidelines have gone through the above detailed process. A rule cannot be made, such as "ending a festival activity" without approval from the Board or Executive Committee, as such a rule would violate the basic mission and purpose of COWFEST. The above examples do not imply that these few issues are the only ones covered under this Bylaw condition.

To add to Article 13, Section 3:

The Volunteer Application will require that the applicant for Voting Membership has read the Volunteer Agreement and has agreed to comply with all of the requirements, including attendance at a Volunteer Orientation and viewing of Orientation video.

To add to Article 13, Section 4:

The dues of a Voting Member may be paid from donation funds contributed for the sustainability of Center of the World Festival, Inc. Individuals or organizations who contribute to this fund will be acknowledged as a “sustainability sponsor” of the Center of the World Festival, Inc. The Board of Directors will determine the method and manner in which these funds are distributed under the requirements of IRS Form 990.

To add to Article 13, Section 7:

The Voting Membership cannot enter into legal actions without the permission of the Board or those to whom the Board has delegated authority to grant such permission. Furthermore, the advertising for any activity must be submitted to the Board or Executive Committee for approval to ensure that no legal issues are raised by the advertising. It is the duty of the attending officer at the Voting Membership meetings and Steering Committee meetings to report all decisions to the Board or Executive Committee to ensure that all fiduciary issues are being appropriately handled.

Voting Members are authorized to use assets that are made available to them for delivery of current programs, including coalition building, fundraising, and administrative activities necessary to carry out the mission and achieve the goals of the organization. However, it is within the exclusive powers of the Board and/or Executive Committee to restrict, lien, hypothecate, lend, encumber, transfer to foundations, trusts or other third parties without consideration, the assets of the organization. This exclusive Board power does not annul any restrictions imposed by donors.

As part of their fiduciary duty to the organization, Voting members have an obligation and responsibility (i) to disclose any conflict or potential conflict of interest on any issue promptly as such conflict arises, (ii) to abstain from participation in FINAL deliberations and decisions concerning that issue, and (iii) to abstain from public comment upon that issue. “Conflict of interest,” as pertaining to actions, is defined in other sections of these Bylaws.

To add to Article 13, Section 9 (a):

4) The organization recognizes that it cannot control the private actions of its members, and in particular cannot prevent its members from engaging in acts of civil disobedience. However, no Voting Member nor Non-voting volunteer is authorized to use, display, or invoke the organization's name or logo in connection with committing, or encouraging, requesting or directing any other person to commit, any violation of the law. The mere involvement of such

members, either individually or collectively, in an act of civil disobedience or other violation of law, without any effort on their part to use, display, or invoke the organization's name, or logo in connection with that act, shall not be deemed a violation of this Rule. Members shall take all reasonable precautions to avoid confusion over whether the organization is involved in such acts.

5) No member, present or former leader, Voting or Non-voting, or member of the staff shall make a statement or take a public position in the name of the organization that is contrary to, or creates a misimpression of a policy or position established by the Board. When speaking or taking a public position on their own behalf, or on the behalf of organizations other than COWFEST, members shall avoid giving the impression that they are representing COWFEST and endeavor to correct any misimpression in this regard.

6) No Voting or Non-voting member shall give permission for her/his membership or position in COWFEST to be used in any manner, including "for identification purposes only," on the letterhead or in any other official publications or documents of any other Organization, unless such permission has been granted by the Board or Executive Committee of COWFEST.

7) Voting Members are expected to communicate and work together with common courtesy and collegial respect, disagree without being disagreeable, create a welcoming environment for new members, visitors, guests, staff and volunteers, and seek to welcome and engage people who reflect the diversity of the community.

8) The following actions constitute misconduct:

(A) Physical or sexual assault or violent threats toward others.

(B) Embezzling or misdirecting COWFEST funds, membership lists or other assets for activities not authorized by the responsible entity.

(C) Use of slurs, epithets, threats, intimidations, negative stereotyping or other derogatory language regarding gender, race, ethnic or national origin, color, ancestry, medical condition, religion, age, sexual orientation, or physical or mental disability. Actions or behavior that denigrates, threatens, shows hostility or aversion towards, or seeks to exclude an individual or group from participation because of these characteristics.

(D) Fraud, libel, defamation or illegal activity of any kind in the conduct of COWFEST business.

(E) Illegal or unethical professional conduct outside the organization if that misconduct could significantly damage COWFEST, its staff, its members or its assets.

(F) Harassment, threats or any action directed toward COWFEST employees that violate employment policies or are covered by law.

To add to Article 13, Section 9 (b):

9) Any Voting Member may write a letter for formal actions to be taken by the Board to remove, suspend or bar members from Voting Membership or participation in certain activities. The Board and/or Executive Committee have this exclusive authority to remove, suspend, or bar members from Voting Membership. Any action to immediately suspend a member for misconduct must be based on a fair assessment (clear documentation, multiple reports, direct communication with those involved).

To amend Bylaws, Article 14, Section 9:

The proceedings and actions taken at a duly noticed and held Voting Membership meeting shall be reported in written form to the Executive Committee within 30 days of the meeting. This written form shall include copies of all meeting notices, the matters which were intended to be presented at the noticed meeting, and any matters raised at that meeting which were not included in the Meeting Notice. This written form shall be prepared by the Officer or Board Member who is presiding over the meeting.

In paragraph 2, change as follows: Remove “based upon Roberts Rules of Orders....”. Replace with “governed by rules of civility...”

CERTIFICATION OF BYLAW CHANGES

The undersigned, duly elected and acting Executive Board Member of the Center of the World Festival, Inc., certifies that the above copy the ByLaw Changes which were approved at the Board meeting of October 28, 2012, at which a quorum was present is a true and accurate copy and that the copy has not been rescinded or modified as of the date of this certification.

Dated: 9/20/12

Shelia Clark, Executive Board Member
