

BYLAWS
of
GREENBELT LABOR DAY FESTIVAL COMMITTEE, INC.

ARTICLE I
Name and Location

Section 1. The name of this committee, hereinafter referred to as the Festival Committee, is Greenbelt Labor Day Festival Committee, Inc. Its principal office and activities shall be located in Greenbelt, Maryland.

ARTICLE II
Purpose and Policies

Section 1. The purpose of the Festival Committee shall be:

- a. To organize and safely operate a family-oriented Festival in Greenbelt during Labor Day weekend for the enjoyment of its residents.
- b. To encourage civic spirit and unity through community-wide participation.
- c. To help non-profit organizations to raise money by facilitating their operation of booths and other approved activities during the Festival.
- d. To encourage the development of the talents of the citizens, especially the young people, through exhibitions and competition.

Section 2. The Festival Committee shall be a non-profit, non-commercial, non-sectarian, non-partisan volunteer organization. The Festival shall operate under the principles of the City of Greenbelt pledge, which states, "The strength of Greenbelt is diverse people living together in a spirit of cooperation. We celebrate people of many cultures, faiths and races living together. By sharing together all are enriched. We pledge to foster a community which is respectful, safe and fair for all people."

Section 3. All recognized Greenbelt non-profit organizations and public service agencies may participate in the Festival, provided that they agree to abide by the provisions of these bylaws and by any guidelines adopted by the Festival Committee.

Section 4. Sponsors are individuals, organizations or businesses that contribute money, time, materials, or use of equipment.

ARTICLE III
Membership

Section 1. Membership on the Festival Committee shall consist of members of a Board of Directors, chairpersons of activities and major events, and other volunteers recognized by the Board of Directors who are not otherwise Chairpersons but who serve in the general operations of the Festival.

Section 2. Members of the Festival Committee may attend meetings of the Board of Directors. They may inspect all records of the Festival Committee during reasonable hours.

Section 3. The membership of a person shall terminate when that person is no longer a member of the Board of Directors, or a major chairperson, and is no longer serving in the general operations of the Festival. A former member, however, may reinstate membership by becoming involved in the operations of the Festival Committee, with the approval of the Board of Directors.

Section 4. A member of the Festival Committee may be suspended by the Board of Directors if it is determined that that person has flagrantly or continuously acted contrary to the purpose and basic policies of the Festival Committee or has deliberately violated these bylaws.

ARTICLE IV
Participating Organizations and City Liaisons

Section 1. Non-profit organizations or public service agencies that operate a booth, present an information table, march in the parade, or participate in other Festival activities shall, with the approval of the Board of Directors, be considered participating organizations. Participating organizations shall designate a contact person to represent them in their work and communication with the Festival Committee. Representatives of participating organizations shall be considered participants in the Festival.

Section 2. Participants shall not have membership on the Festival Committee unless they are separately recognized by the Board of Directors as having a role in general operations of the Festival.

Section 3. The City Recreation Department, Public Works Department, Police Department, and other city or other government departments and agencies active in the production of the festival are asked to send a representative or liaison to meetings of the Festival Committee for coordination purposes. However, only liaisons who are volunteers for that department or agency may apply for membership with voting privileges on the Festival Committee, to be considered and determined by the Board of Directors. No paid employee of any department or agency, who is serving as a representative or liaison for that department or agency to the Festival Committee, will be considered for membership, will be eligible to run for the Board of Directors, or may chair a meeting of the Festival Committee except as called by that department or agency.

Section 4. A participant may be suspended by the Board of Directors if it is determined that that person has acted in a manner that is detrimental to the operation of the Festival or of the Festival Committee. The individual's organization will be apprised of the circumstances and will be permitted to appoint another participant to represent the organization concerned so long as the organization itself, through its officers or policies, has not deliberately violated these bylaws.

Section 5. A participating organization may be suspended by the Board of Directors:

- a. If the organization, prior to December 1, has not submitted a financial statement and the appropriate percentage of profits from any money-raising events it sponsored in direct connection with the Festival, or
- b. If it is determined that the organization, through its officers or policies has flagrantly or continuously acted contrary to the purpose and basic policies of the Festival Committee or has deliberately violated these bylaws.

Section 6. A participating organization that is suspended shall be notified in writing of the suspension and the reasons for it. The organization can appeal the suspension or seek reinstatement at any time by sending a representative to appear before the Board of Directors to explain or dispute the contentions made in the Board's letter of suspension. However, the suspension shall be immediate and will remain in effect until the Board of Directors lifts or reverses it.

ARTICLE V
Membership Meetings

Section 1. An annual meeting of the membership of the Festival Committee shall be held between January and March at a time and place in Greenbelt designated by the Nominating Committee, at which time annual reports will be heard and a new Board of Directors shall be elected, after which the budget and policies for the Festival of the current year will be adopted, and any other matters vitally affecting the Festival will be considered for general membership approval as appropriate and in keeping with these bylaws.

Section 2. Special membership meetings shall be held within thirty days following a request by the President or by the Board of Directors or following a filing with the Secretary of a petition signed by at least ten members with voting privileges. A special meeting shall not be held within thirty days prior to the annual membership meeting.

Section 3. Meetings for coordination only and at which no voting will take place may be held at any time or place as called by the president or the Board of Directors. It is expected that regular meetings will take place between April and Labor Day Weekend.

Section 4. Any matter of business shall be placed on the agenda of a membership meeting of the Festival Committee on written request to the Secretary by seven or more members at least ten days in advance of such meeting.

Section 5. Annual or special meetings shall be called by the Secretary by written notice mailed, delivered or emailed not less than ten and not more than twenty days before the meeting to each member listed on the Festival Committee membership list with a valid address. Notice of the annual meeting shall be published in the Greenbelt newspaper. Action may be taken at a regular or special meeting on any business not specified in the notice of meeting with the following exceptions for which notice must be given:

- a. Amendments to these bylaws.
- b. Election of members of the Board of Directors.
- c. Election of the auditor or auditors.
- d. Consideration of appeals of Board of Directors decisions.
- e. Consideration for possible approval of Board of Directors' decisions or recommendations as required by these bylaws.
- f. Removal of members of the Board of Directors.
- g. Approval of the budget.

Section 6. Ten members with voting privileges or fifty per cent of the number of members with voting privileges, whichever number shall be smaller, shall constitute a quorum at any annual or special meeting. If no quorum is present, an adjournment may be taken to a date not fewer than seven days thereafter. The same type of notice shall be given for the rescheduled meeting as was provided for the original meeting, and such notice shall be given not fewer than five days prior to the date of the meeting.

Section 7. Annual or special membership meetings, meetings of the Board of Directors and coordination meetings shall be governed by Robert's Rules of Order (Revised) insofar as is consistent with these bylaws.

Section 8. A member of the Festival Committee shall have voting privileges if that person is a member of the Board of Directors, a chairperson, or a member of the Festival Committee from the previous year who intends to participate in the Festival Committee for the current year.

Section 9. The vote of the majority of those voting shall decide any question except as provided for otherwise in these bylaws. Each member with voting privileges shall have only one vote on all questions voted at any membership meeting, regardless of the number or type of Festival jobs and positions. Proxy votes will not be allowed at membership meetings.

Section 10. For the elections of the Board of Directors and the auditor(s), the Chair of the Nominating Committee shall announce the election procedures and appoint the tellers, subject to approval or modification by the membership. Nominations from the floor shall be solicited in addition to nominations proposed by the Nominating Committee. Any member in good standing can nominate himself or herself or can nominate someone else, or can remove their name from consideration from a particular office or from the Board of Directors generally. Election of the officers shall be determined by plurality vote. All ballots will be cast secretly, except for uncontested elections, which may be determined by voice vote, provided there are no objections to having a voice vote. Election of the

President shall proceed first, followed by the election of the Vice-President, then the Treasurer, then the Secretary. If there are three or fewer persons nominated for At-Large officers, those nominees may be elected by a voice vote, provided there are no objections. If more than three candidates are nominated for At-Large officers, than a written vote shall be taken with each member voting for no more than three, and the three candidates getting the most votes shall be elected. In the case of a tie vote for President, Vice-President, Treasurer, or Secretary, a second vote shall be taken. If the second vote shall end in a tie, than the winner shall be determined by lot. In the case of a tie vote for an At-Large position, a second vote will be held for deciding only between or among the candidates who tied. If the second vote shall end in a tie, the winner(s) shall be determined by lot.

Section 11. The Festival Committee may, by a two-thirds vote, remove any member of the Board of Directors. The notice of a meeting to consider such an action shall include an announcement of the proposed action and the reasons for it, and shall have been mailed or delivered to the member concerned at least five days before notice of meeting is mailed or delivered to the membership.

Section 12. Members of participating organizations may attend meetings of the Festival Committee, but they may not vote unless they are already recognized as a member of the Festival Committee by the Board of Directors.

ARTICLE VI Board of Directors

Section 1. The property, business, and affairs of the Festival shall be managed by a Board of Directors.

Section 2. The Board of Directors shall consist of a president, a vice-president, a secretary, a treasurer, and up to three at-large officers. The named officers and at-large officers shall be elected by the Festival Committee at its annual meeting, and they shall serve for one year or until a new Board of Directors is elected.

- a. The president shall preside at all meetings of the Festival Committee and of the Board of Directors. The president shall countersign all contracts signed by a chairperson for that chairperson's area of responsibility and shall sign all other all contracts and other instruments on behalf of the Festival Committee, except as otherwise provided by the Board of Directors. The president shall perform all other duties usually incident to the office of the chairperson, or assigned by the Board of Directors.
- b. The vice-president shall act for the president in the event of the latter's absence or inability to act, and shall perform all other duties assigned by the Board of Directors or assigned or delegated by the president.
- c. The secretary shall maintain and have custody of the minutes of the meetings of the Festival Committee and of the Board of Directors, shall receive all petitions of members relating to membership meetings, and shall give notice to all officers of Board of Directors meetings. The secretary shall countersign all contracts signed by the president that are not otherwise signed by a chairperson and shall maintain the membership list of the Festival Committee. The Board of Directors shall have power to elect one of its members to act as secretary during any temporary absence or disability of the secretary.
- d. The treasurer shall maintain and have custody of the financial records of the Festival Committee, shall sign all checks unless otherwise provided for by the Board of Directors, shall prepare an annual budget for consideration at the general membership meeting, and shall make a financial report at each annual meeting.
- e. The at-large officers shall participate in the Board of Directors meetings and shall have a vote in Board decisions that is equivalent to those of the named officers. It is expected that each at-large officer shall be the chairperson of at least one major activity.

Section 3. A vacancy in the Board of Directors shall occur upon the death, resignation, removal, incapacitation or disqualification of an officer. An officer may resign by giving notice in writing to the secretary or to the president. An officer can be removed from their position by the other members of the Board if the officer is absent from three consecutive duly called meetings without permission of the Board. The officer being considered for removal shall be notified in writing of the meeting of the Board at which the disqualification is to be considered, which shall be held no sooner than one week after confirmation of delivery by the postal service of the notice for removal. The officer shall be allowed to speak at the meeting held by the Board to consider his or her removal, but shall not have a vote in the actual removal proposal. If a vacancy on the Board of Directors shall occur, a special meeting of the Festival Committee shall be held within fifteen days to elect a new officer.

Section 4. Meetings of the Board of Directors shall be held after call by the president or upon written request by at least three officers to the secretary.

- a. Regular meetings shall be held in Greenbelt. The Secretary shall ensure that each member of the Board of Directors is notified at least three days prior to each such meeting. In the Secretary's absence, another Director may be assigned this task by the President or the Board of Directors.
- b. Meetings for coordination may be held at any time or place. No business shall be considered to have been acted on at a coordination meeting unless all members of the Board of Directors, including any members not present indicate their consent. Votes of the membership at a coordination meeting shall be considered advisory to the Board of Directors.
- c. A majority of the officers shall constitute a quorum at any meeting of the Board of Directors.
- d. Except as otherwise provided for in these bylaws, the vote of the majority of those voting shall decide any question; a motion resulting in a tie vote shall fail.
- e. No business, except that dealing with emergencies, shall be finally acted on at a Board of Directors meeting at which it is first introduced if at least two officers request that final action be postponed until the next meeting. Approval of two-thirds of the entire Board of Directors shall be necessary for action on such emergency business.

Section 5. The officers shall not be compensated for their services. They may, by prior approval of the Board of Directors, be reimbursed for actual expenses incurred on behalf of the Festival.

Section 6. The Board of Directors is responsible for the planning and operation of the Festival, for organizing appropriate committees and delegating duties to them and to individual volunteers, but it shall be responsible to the Festival Committee for its proper performance. It shall be the duty of the officers to attend meetings of the Board of Directors, and to make every effort to assist the Festival Committee to achieve its purpose. In addition to the duties listed in these bylaws, the Board of Directors shall:

- a. Approve any organization or agency seeking to become a new participating organization in the Festival or seeking to participate in any Festival activities.
- b. Appoint chairpersons to handle the events of the Festival.
- c. Approve all activities that are promoted as being part of the Festival.
- d. Approve the final schedule of the Festival.
- e. Sponsor or authorize special events and contests.
- f. Approve the organization or group of persons who will operate the carnival ride ticket booths and their rate of pay, if the booth operation is a responsibility of the Festival Committee.
- g. Appoint a Nominating Committee.

Section 7. The Nominating Committee shall be appointed by the Board of Directors, and shall consist of a Chair and at least two additional members. The Nominating Committee shall be appointed at least 3 months before the Annual membership meeting, typically at the post-Labor Day Festival coordination meeting. The Nominating Committee shall be responsible for nominating at least one candidate each for president, vice-president, secretary, treasurer, and at least three candidates for at-large officers. The Nominating Committee shall also be responsible for nominating at least one candidate for the Auditing Committee. The Nominating Committee shall not nominate any person for a position if they have served in that position for the previous three years. However, that person will be

eligible to be nominated for that position from the floor at the Annual membership meeting. The Chair of the Nominating Committee shall run the election at the Annual membership meeting. Members of the Nominating Committee are eligible to be nominated for any position, either by the Nominating Committee or from the floor.

ARTICLE VII Activities

Section 1. Chairpersons of the activities listed in Section 3 shall be appointed by the Board of Directors, subject to approval by the Festival Committee. Some of the activities listed in Section 3 may be divided into two separate functions. If no person is in charge of both functions, the chairperson of each function shall be regarded as a chairperson. The chairperson of an activity may be removed by the Board of Directors for cause, after advance notice.

Section 2. The Board of Directors shall approve the selection of the vice-chairpersons of activities.

Section 3. The Festival activities are listed below. The Board of Directors may add activities to or remove activities from this list.

- a. Carnival
- b. Parade
- c. Entertainment
- d. Special Contests
- e. Pageant
- f. Talent Show
- g. Publicity or Radio, Television, and Special Publicity and Newspaper and Related Publicity
- h. Donations
- i. Event Schedules Facilities
- j. Art Show
- k. Opening Ceremonies
- l. Outstanding Citizen
- m. Pet Show
- n. Photo Show
- o. Website and/or other Festival presence on the Internet
- p. Shuttle
- q. Information Day
- r. Sound and Stage

Section 4. The provisions of Sections 1 and 2 do not apply to those activities, events, or functions sponsored by a participating organization.

Section 5. The Board of Directors may overrule any guidelines, rules, or regulations established by a chairperson of an activity or of an important function or event.

Section 6. The Board of Directors shall establish for each Festival a table of organization, which will provide that each chairperson shall coordinate activities with the entire Festival Committee, a specified member of the Board of Directors, or with the other chairpersons.

ARTICLE VIII Carnival Area

Section 1. All agreements by the Board of Directors, written or otherwise, with carnival ride concessionaires must also be approved by the Festival Committee if they contain one or more of the following provisions:

- a. That the concessionaire be guaranteed a minimum amount of money.

- b. That the concessionaire may operate a game or concession which a participating organization operated at the previous Festival and which it intends to operate again during the current Festival.

Section 2. The Board of Directors may approve participation in the Festival by handicraft concessionaires. All concessionaires must be sponsored by a Greenbelt local nonprofit organization. All such concessionaires receiving income as a direct result of participation in the Festival shall provide the Treasurer of the Festival with a financial statement and commission payable to the Festival Committee based on a percentage of the concessionaire's gross income or net profits at the close of the Festival, as set by the Board of Directors.

Section 3. The Board of Directors may grant exceptions to the provisions of this section for organizations that are soliciting donations for disaster relief or other causes deemed worthwhile by the Board of Directors.

Section 4. The Board of Directors shall have the responsibility of obtaining all necessary permits pertaining to the Festival as a whole. Each organization is responsible for obtaining any other permits that are needed in connection with their booth, concession, or event.

Section 5. Any organization that has operated a specific game or concession at a Festival in a satisfactory manner may reserve the right to operate that game or concession at the next Festival, provided that it submits the required financial statement with any monies owed to the Festival Committee by the announced financial deadline and that it submits a written request to the secretary by announced deadline for reserving games or concessions at the next Festival. However, the Board of Directors shall have the right to limit the number of games or concessions that can be reserved by any one participating organization.

Section 6. The Board of Directors may reject a proposed game or concession if it duplicates an existing game or concession, if it is incompatible with these bylaws or if it in any other way tends to hinder the purpose of the Festival.

Section 7. No organization, other than the one operating the bingo concession, may award cash prizes in connection with game booths without prior approval for the current Festival by the Board of Directors.

Section 8. No organization may sell or dispense alcoholic beverages in the carnival area.

ARTICLE IX Financial Regulations

Section 1. The fiscal year of the Festival Committee shall start on January 1.

Section 2. The Festival Committee shall have the authority to assess participating organizations an application fee for any activity as well as a percentage of the gross income or net profits of any activities in which money is raised or for which money is charged. However, the application fee shall be returned if the Festival Committee declines the application. The application fee structure and the percentage shall be set by the Board of Directors.

Section 3. The Board of Directors shall maintain a general reserve fund, which shall be used for the purpose of absorbing losses and of paying advance costs of the current Festival. The maximum amount shall be determined by the Board of Directors and shall be approximately equivalent to the total estimated cost of the current Festival. Any net income that is excess to the reserve requirements shall be used in such manner as the Board of Directors shall determine.

Section 5. The financial records of the Festival Committee shall be audited annually. The audit shall be conducted by a person or persons nominated by the Nominating Committee and elected by the Festival

Committee at the annual meeting next preceding the Labor Day Festival. The auditor(s) will be independent from the Board of Directors.

Section 6. No funds of the Festival Committee shall be used for any purpose other than expenses incident to the planning and operation of the Festival, including the purchase and maintenance of necessary equipment. No expenditure of money shall be made, nor shall any obligation for the expenditure of money be incurred, except as authorized by a motion adopted by the Board of Directors. The Board of Directors may authorize expenditures to be made in accordance with an adopted budget. Except for the carnival rides and amusements contract, which may be authorized for a one-year increment at the settlement with the contractor of carnival funds at the close of the current year, no obligations shall be incurred for a future year's festival until a budget has been adopted at the Annual meeting for that year except as approved by a special motion of the Board of Directors.

Section 7. All funds that are not currently needed to pay obligations as they become due shall be deposited in savings accounts. No funds shall be invested in stocks, bonds, or other non-demand obligations.

Section 8. No member of the Festival Committee shall be paid for any activities that are normally conducted by volunteers. Any payments to members of the Festival Committee other than reimbursement of direct expenses incurred on behalf of the Festival shall require approval by the Board of Directors.

Section 9. All receipts and disbursements shall be handled through a checking account established by the Board of Directors.

Section 10. The Board of Directors shall adopt such additional regulations, not inconsistent with these bylaws, as in its judgment may be needed or useful in the conduct of the financial affairs of the Festival Committee. In particular, it shall determine which persons may sign checks and how many signatures are required on each check.

ARTICLE X
Amendments

Section 1. These bylaws may be amended or revised by a two-thirds vote at any annual or special membership meeting, provided that the text of the proposed amendment or revision shall have been included in the notice of the membership meeting. Amendments may be proposed by the Board of Directors or by petition signed by at least seven of the members with voting privileges.

Bylaws revised by an appointed committee and approved at the Festival meeting on April 17, 2008.
Previous version dated March 21, 1984.