**Job New Brighton Stockyard Days, Inc.**

**BYLAWS**

**Amended 02/16/2021**

**ARTICLE I**

**NAME AND PURPOSE**

SECTION 1. NAME. The name of this Corporation shall be New Brighton Stockyard Days, Inc.

SECTION 2. LOCATION. The principal place of business will be in the City of New Brighton, County of Ramsey, in the State of Minnesota.

SECTION 3. STATEMENT OF PURPOSE AND OBJECTIVES.

Purpose: The New Brighton Stockyard Days, Inc. shall encourage the participation of all New Brighton citizens, Fraternal or Civic Organizations, Charitable Non-Profit corporations as well as New Brighton business organizations in an annual community celebration. The celebration shall project a sense of pride in the historical development and current quality of life in New Brighton.

Objectives: The purpose of the New Brighton Stockyard Days, Inc. shall be achieved by applying the following objectives to development of celebration events:

1. Foster a sense of historical identity of New Brighton as a city with roots separate from Minneapolis or St. Paul.

2. Develop a spirit of community by encouraging individuals, businesses, and organizations to all work together towards a common goal.

3. Provide an opportunity for family fun through unique entertainment and other activities.

4. Promote the New Brighton area by drawing the attention of the Twin Cities metropolitan and surrounding area to the quality of life in New Brighton and the uniqueness of New Brighton

**ARTICLE II**

**PARTICIPATION**

SECTION 1. DEFINITION. Participation in this Corporation shall be open to all individual persons, civic organizations, corporations, proprietorships, associations, and partnerships interested in the promotion ofthe purpose and objective of this Corporation and who subscribes to the terms and the conditions set forth by these Bylaws.

SECTION 2. RIGHTS. Anyone who subscribes to the terms and conditions set forth by these bylaws may attend meetings of the Board of Directors for input and discussion but will have no voting rights unless they are elected to the Board of Directors.

**ARTICLE III**

**BOARD OF DIRECTORS**

SECTION 1. SIZE. The Board of this Corporation will have 21 Directors hereafter referred to as Board of Directors.

SECTION 2. COMPOSITION. The Board of Directors will be made up of 11 Officers, President, Ex Officio Past President, Executive Vice President, Secretary, Treasurer, Vice President of Operations, Vice President of Fundraising, Vice President of the Ambassador Program, Vice President of Entertainment, Vice President of Parade, Vice President of Publicity and 6 additional Directors who are representatives of the following civic organizations: New Brighton Eagles Aerie 3718, New Brighton Eagles Auxiliary, New Brighton Lions, New Brighton Area Historical Society, New Brighton Sportsmen Club, Legends Senior Animal Rescue & Sanctuary and 1 representative of the City of New Brighton. The Board may have a number of at-large Directors so as not to exceed a total Board of 19. Appointment of the civic representatives will occur in January after the civic organizations have had an opportunity to name their representatives. In the event that an organization does not have a representative, an at-large Director may be appointed to fill the position until January of the next year.

The election of all Directors will occur in January. In the event that a named organization does not have a representative at election time, a Director may be appointed by the organization at any time to fill the vacant position until election in January of the next year. One Alternate to each of the civic organizations may be selected at the beginning of the year to substitute at meetings when the originally elected member cannot attend a meeting. Alternates can attend anytime as well but that organization will have only one vote. No other substitutions or alternates may be selected until the following year. There will be one more non-voting member on the Board, that of EX-OFFICIO CITY OF NEW BRIGHTON REPRESENTATIVE which will be selected by the city in January of every year and will/may have one alternate who may attend when the original member is unavailable.

SECTION 3. ELIGIBILITY OF DIRECTORS & OFFICERS. Anyone who will promote the purpose and objectives of this Corporation, who subscribes to the terms of these bylaws, or is a member of a representative organization promoting the purpose and objectives of this Corporation shall be eligible to serve as a director.

SECTION 4. TERMS OF OFFICE FOR DIRECTORS AND OFFICERS. The terms of the Officers shall commence at the time of election at the January annual meeting or when elected if no person is selected to fill a position by the nominating committee at the January meeting. The terms of the Directors shall commence at their election at the January meeting or when appointed. All positions are subject to majority approval of the elected Directors and shall continue for 12 months through the fiscal year or until their successors have been elected or appointed as provided by these Bylaws. Directors and Officers shall not be bound by term limits. Attendance at Board Meetings is required. Any Officer or Director with more than 3 unexcused absences in a row will be asked to resign.

SECTION 5. NOMINATIONS FOR DIRECTORS & OFFICERS. At least 15 days before the annual January election meeting, the President shall appoint, subject to the majority confirmation by the Executive Committee, a Nominating Committee consisting of 3 officers/directors. At least one person on the Nominating Committee shall be an officer. At least 10 days before the annual January meeting, the Nominating Committee shall prepare and present to the Secretary nominees for the Officers and Director positions.

SECTION 6. NOMINATING COMMITTEE REPORT. At least 7 days before the annual January meeting, the Secretary shall mail or electronically deliver a copy of the list of nominees for Officers and Directors to the Board.

SECTION 7. VOTING FOR OFFICERS and DIRECTORS. All current OFFICERS and DIRECTORS in good standing are eligible to vote for OFFICER and DIRECTOR nominations at the annual meeting. If an OFFICER or DIRECTOR is unable to attend the annual meeting, he/she may vote by email sent to the SECRTARY at least 2 hours prior to call to order for the annual meeting. Elections that result in ties/equal number of votes per each candidate running will require a re-vote of those OFFICERS and DIRECTORS present at the annual meeting until a majority confirms election. Absentee voting is not allowed to break ties.

SECTION 8. ELECTION OF OFFICERS and DIRECTORS. At the annual meeting, the Nominating Committee will present the slate of Officers and Directors to the Board of Directors. In the event that the Board of Directors fails to nominate any member for the position of Officer other than those individuals nominated by the nominating committee, at the January annual Board of Directors meeting those candidates nominated by the nominating committee shall be declared elected Officers. The current Secretary will tally the election results.

SECTION 9. VACANCIES. A vacancy in any position may be filled by a majority vote of the quorum of the Board of Directors for the unexpired portion of the term. Candidate must submit their request to join at a board meeting. Submission of some kind of desire/resume would be appreciated. Vote will be taken at the next board meeting.

SECTION 10. DUTIES--PRESIDENT. The President will be the chief executive officer of the Corporation. It will be the duty of the President to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the Corporation. He/she will execute on behalf of the Corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation. The President shall also be responsible for search and recruitment of additional New Brighton city based Fraternal, Civic, Charitable Non-Profit as well as Business Organization members who can promote the purpose and objectives of the Corporation as described in Section 3 above.

SECTION 11. DUTIES--EXECUTIVE VICE PRESIDENT. The Executive Vice President is to perform all acts or responsibilities of the President in the absence or disability of the President and to perform such other duties as may be assigned to him/her by the President or the Board. In the absence of the President, the execution by the Executive Vice President on behalf of the Corporation of any instrument will have the same force and effect as if it were executed on behalf of the Corporation by the President. Further, upon the expiration of the President’s one year term in office, or earlier in the event of resignation or termination by the President, the Executive Vice President shall automatically assume the title and responsibility of the office of President for the remaining term (in the event of resignation or termination) or for one year until a new successor is elected, as the case may be.

SECTION 12. DUTIES--EX OFFICIO PAST PRESIDENT. The Ex Officio Past President will serve as an advisor to the President, Officers and Directors of the organization. He/she will serve as a member of the Executive Committee as well.

SECTION 13. DUTIES--TREASURER. The Treasurer will have general charge of the finances of the Corporation. He/she will undergo a criminal background check(paid for by New Brighton Stockyard Days Inc.). He/she will have a working knowledge of QuickBooks and/or standardized financial software knowledge. When necessary and proper, he/she will endorse on behalf of the Corporation all checks, drafts, notes and other obligations and evidence of payment of money to the Corporation or coming into his/her possession. He/she will deposit the same, together with all other funds of the Corporation in such bank or banks as may be selected by the Board of Directors. He/she will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all time to inspection by the Board of Directors. He/she will present to the Board of Directors at its annual meeting his/her report as Treasurer of the Corporation and will from time to time make such reports to the Board of Directors as it may require. The Board shall consider at its annual meeting the propriety of the purchase of a bond for the Treasurer and shall have the authority to purchase the bond if it is deemed to be appropriate by the Board. He/she will present to the Board of Directors at its February meeting a financial budget for each board managed event with a maximum dollar limit that can be spent without additional Board of Director vote of approval. This budget will be updated and presented to the Board of Directors on a yearly basis. The Board shall consider at its annual meeting the propriety of the purchase of a bond for the Treasurer and shall have the authority to purchase the bond if it is deemed to be appropriate by the Board.

SECTION 14. DUTIES--SECRETARY. The Secretary will be responsible for keeping the corporate minutes and records. He/she will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or these Bylaws. The Secretary will be the custodian of all books, correspondence, and papers relating to the business of the Corporation, except those of the Treasurer. Prior to each meeting the Secretary shall present a full report of the transactions and affairs of the Corporation of the preceding meeting (That is, meeting minutes) which will be presented to the board along with the next meeting’s agenda 7 days before the upcoming meeting and will also prepare and present to the Board such other reports as it may desire and request at such time or times as it may designate. The Board of Directors at its discretion may select an assistant Secretary, not a member of the Board of Directors, who will perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or the President.

SECTION 15. DUTIES--VICE PRESIDENT, OPERATIONS. The Operations Vice President shall be responsible for the planning and preparing of the site and/or sites for the festival. He/she shall recruit the necessary volunteers for parking, shuttling, clean up and the completion of operation at the site or sites. In addition, the Operations Vice President shall prepare for approval and administer an operations budget.

SECTION 16. DUTIES--VICE PRESIDENT, ENTERTAINMENT~~.~~ The EntertainmentVice President shall be responsible for preparing a schedule of events and entertainment that will attract the public to the festival. In addition, the Entertainment Vice President shall prepare for approval and administer an entertainment budget.

SECTION 17. DUTIES--VICE PRESIDENT, PARADE. The Parade Vice President shall be responsible for planning and putting on the annual parade. In addition, the Parade Vice President shall prepare for approval and administer a parade budget. The Parade Vice President will work with the New Brighton Public Safety Department in planning the route and logistics of the parade.

SECTION 18. DUTIES--VICE PRESIDENT, AMBASSADOR PROGRAM. The Ambassador Program Vice President shall be responsible for the recruitment of candidates and the selection of the annual New Brighton ambassadors who reign year‑round. He/she shall plan and administer a schedule for the ambassadors during their reign. In addition, the Ambassador Program Vice President shall prepare for Board approval and administer a program budget.

SECTION 19. DUTIES--VICE PRESIDENT, FUNDRAISING. The Fundraising Vice President shall be responsible for the request for funds from the local organizations, businesses and individuals to support the annual festival. In addition, the Fundraising Vice President shall receive funds to be transferred to the Treasurer for deposit, thank donors and help the VP of Publicity publicize as possible, the donor’s contributions.

SECTION 20. DUTIES-VICE-PRESIDENT, PUBLICITY. DUTIES- The Publicity Vice President shall be responsible for publicizing the purposes of the Corporation and the desirability of participating in events sponsored by the Corporation and shall promote the festival through various media of all available kinds including social media. He/she may select an assistant or Team to help manage all website and social media accounts. In addition, the PublicityVice President shall prepare for board approval and administer publicity related budgets.

SECTION 21. DUTIES--REPRESENTATIVE OF AN ORGANIZATION. The Organizational Representative shall be responsible for attending monthly meetings and bringing festival related issues to his/her organization’s membership. In addition, he/she also is responsible for recruiting volunteers from their organization as needed for the festival.

SECTION 22. DUTIES--COMMUNITY-AT-LARGE DIRECTORS/REPRESENTATIVE. The At-Large Director/Representative shall be responsible for attending monthly meetings and bringing his/her issues and opinions to the Corporation for consideration. In addition, he/she also is responsible for recruiting volunteers as needed for the festival.

SECTION 23. DUTIES—EX-OFFICIO CITY OF NEW BRIGHTON REPRESENTATIVE. The Corporation and the City of New Brighton work closely with one another to produce a successful festival within the city’s boundaries while being two independent legal organizations. The City Representative shall be responsible for attending monthly meetings and bringing issues, concerns and opinions from the City of New Brighton to the Corporation for consideration. This position will be a non-voting position.

SECTION 24. ADDITIONAL DUTIES. All officers will be responsible for the overall duties defined for their positions as well as the recruitment and coordination of their own volunteers. Any officer of the Corporation, in addition to the powers conferred upon him/her by these Bylaws, will have additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

SECTION 25. MAXIMUM VOTES PER MEMBER

Any persons holding 1 or more board positions are entitled to a maximum of 2 votes no matter how many board positions they hold.

**ARTICLE IV**

**MEETINGS OF THE BOARD OF DIRECTORS**

SECTION 1. MEETING SCHEDULE. An annual meeting of the Board of Directors will be held in January of each year. In addition, the Board of Directors will hold regular meetings at such times as necessary to perform its responsibilities each calendar year at a time and place as may be designated in the notice of the meeting.

SECTION 2. Selection of monthly meeting time, day and location will be by the Board of Directors at the February meeting after assessing which day, location and time will have the least conflict as possible for attendance. Selection will be reviewed annually at the February meeting and modified as needed for the upcoming year.

SECTION 3. NOTICE. Notice of regular, special, and annual meetings will be mailed or electronically delivered at least 7 days prior to the day such meeting is to be held. Any directors of the Corporation may make written waiver of notice before, at, or after a meeting. The waiver will be filed with the person who has been designated to act as Secretary of the meeting; that person will enter it in the record of the meeting. Appearance at a meeting is deemed a waiver unless the director attends for the express purpose of asserting the illegality of the meeting.

SECTION 4. ATTENDANCE. Attendance at any regular called meeting can be by physically attending the meeting or by attending the meeting through other approved electronic means such as conference calls, video conferencing and/or other To Be Determined and approved electronic means.

SECTION 5. QUORUM. A Quorum for conducting normal business and for voting on any motion shall be those current Board Members present at any regularly called meeting. A minimum of 5 Directors plus a minimum of 2 Executive Committee members (7 total) must be present. A Majority would then be 50% plus 1 or 4 Board members per meeting when the lowest number of Board members are present. Meetings that exceed the minimum number of attendees will maintain a 50% plus 1 majority. In the event of equal votes, the President will cast the deciding vote. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

SECTION 6. VOTING—VOTING RIGHTS. A Quorum as described in Section 4 above will be confirmed by the president before any voting can proceed. At all meetings of the Board of Directors, each officer/director present will be entitled to cast one vote per held position on any motion coming before the meeting. A majority for voting purposes at each meeting will be 50% plus 1. A simple majority affirmative vote of the directors’ present is required to pass a motion before the Board. Proxy voting will not be permitted.

The following describes voting rights. 11 Officers, President, a Non-voting position of Ex. Officio Past President, Executive Vice President, Secretary, Treasurer, Vice President of Operations, Vice President of Fundraising, Vice President of the Ambassador Program, Vice President of Entertainment, Vice President of Parade, Vice President of Publicity and 6 additional Directors who are representatives of the following civic organizations: New Brighton Eagles Aerie, New Brighton Eagles Auxiliary, New Brighton Lions, New Brighton Area Historical Society, New Brighton Sportsmen Club, Legends Rescue of New Brighton and a non-voting representative of the City of New Brighton. The Board may have a number of at-large Directors not to exceed a total Board of 19.

SECTION 7. PROCEDURES. Robert’s Rules of Order, Newly Revised, will be the authority for all questions of procedure at any meeting of the Corporation.

**ARTICLE V**

**COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE, DESIGNATION AND PURPOSE. The Executive Committee will be a standing committee of the Board of Directors. It will be chaired by the President of the Corporation and will consist of the Executive Vice President, Secretary, Treasurer, Ex Officio Past President and such other directors of the Corporation designated to serve by the Board of Directors. The Executive Committee shall serve as the central planning group for the Corporation.

SECTION 2. STANDING COMMITTEES, DESIGNATION AND PURPOSE. In addition to the Executive Committee, the Board of Directors may name other standing committees comprised of at least one Director and additional volunteers appointed by the President. Standing Committees shall oversee and monitor the operations of a certain area. The Committees shall make recommendations to the Board when necessary.

SECTION 3. AD HOC COMMITTEE, DESIGNATION AND PURPOSE. The Board of Directors may designate ad hoc committees to review, study and make recommendations on issues brought to the Board. An ad hoc committee shall consist of at least one committee chair and two or more committee members. Committee members may be members of the Board of Directors or other interested individuals. The chair of the committee will be appointed by the President of the Corporation who will act with the Board’s approval. After consultation with the committee chair, the President will appoint committee members. The studies, findings and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board. Committees may adopt such rules for conducting business as are appropriate and consistent with the Bylaws, the Articles of Incorporation, local and state law.

 **ARTICLE VI**

 **MISCELLANEOUS**

SECTION 1. BOARD LIABILITY. The Corporation will have the power to indemnify and hold harmless any director, officer or volunteer from any suit, damage, claim, judgment or liability arising out of/or asserted to arise out of, conduct of such person in his/her capacity as a director, officer or volunteer (except in cases involving willful misconduct). The Corporation will have the power to purchase or procure insurance for such purposes.

SECTION 2. AUTHORITY. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Any such contract requiring a financial commitment over Five Hundred Dollars ($500.00) must be approved by the President and Treasurer to be legally binding. Such authority may be general or confined to specific instances.

SECTION 3. NO COMPENSATION. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed. Reimbursement for approved expenses is allowed when original receipts are presented to the Treasurer.

SECTION 4. FINANCIAL AUTHORITY. All checks, drafts and other orders for payment of funds will be signed by such officers or such persons as the Board of Directors may from time to time designate. All documents will require two such signatures, as least one of which must be that of a member of the Board of Directors and the other may be of President or another officer.

SECTION 5. RECORDS. The Corporation will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its Board of Directors Meetings, and committees having any of the authority of the Board of Directors. The Corporation will keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Board member or his/her agent or attorney for any proper purpose at any reasonable time.

SECTION 6. FISCAL YEAR. The fiscal year of the Corporation will be January 1 through December 31.

**ARTICLE VII**

 **AMENDMENTS**

The Directors may amend these Bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 15 days, any number of amendments or an entire revision of the Bylaws may be submitted and voted upon at a single meeting of the Board and will be adopted at such meeting upon receiving a majority vote of the Directors of the Corporation present when a Quorum is present.

 **ARTICLE VIII**

 **DISSOLUTION**

The Corporation may be dissolved by majority vote of the Board of Directors. Upon the dissolution of the Corporation and after the payment or provision for payment of all liabilities of the Corporation, the Board of Directors will dispose of all the assets of the Corporation exclusively for the purposes of the Corporation or to organizations that are then qualified as tax-exempt organizations under Section 501(C) (4) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court or jurisdiction in the county in which the principal office of the Corporation is located.

**--Revised bylaws approved by the Board of Directors 2/16/2021**