



BYLAWS OF THE MUKILTEO LIGHTHOUSE FESTIVAL ASSOCIATION (MLFA)

Revised June 15, 2016

Approved by the Board of Directors: June 15, 2016

ARTICLE 1- Official Name, Registered Office and Registered Agent

Section 1. This name of this organization is the Mukilteo Lighthouse Festival Association.

Section 2. Hereinafter, the Mukilteo Lighthouse Festival Association will be referred to as "MLFA".

Section 3. Registered office of the non-profit corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

Section 4. The registered agent shall have a business office identical with such registered office. Any change in The Registered Agent or registered office shall be effective upon filing such change with the office of the Secretary of State of the State of Washington. Fed Tax ID #20-0947463.

ARTICLE II- Purpose and Mission Statement

Section 1. The purpose and mission of the Mukilteo Lighthouse Festival Association (MLFA) is to promote the Mukilteo Lighthouse Festival while creating unity within our community, and providing partnership opportunities for our service groups, businesses and individuals.

ARTICLE III - Membership

Section 1. Membership is open to all individuals, families, organizations and businesses who subscribe to the goals of MLFA. **One vote per individual, one per family, one per organization and one per business.**

Section 2. Benefits of membership include full voting rights and eligibility to be elected to the Board of Directors.

Section 3. New Members in good standing are eligible to vote after 10 calendar days on all matters submitted to the MLFA membership.

Section 4. The annual dues shall be determined annually by the Board of Directors. Dues are for one calendar year beginning January 1.

ARTICLE IV - Board of Directors

Section 1. General Powers: All non-profit corporate powers shall be exercised by or under the authority of, and the business and affairs of the MLFA shall be managed under the direction of, the Board of Directors except as otherwise provided by the laws under which this non-profit corporation is formed or in the Articles of Incorporation.

Section 2. Number: The number of Directors shall be no less than 9 or more than 15.

Section 3. Tenure and Qualifications:

- a. Each Director shall hold office for one year.
- b. No political candidates or those holding political office shall be allowed to hold a Board position.
- c. No domestic partners, immediate family members or members of the same household shall be allowed to both hold a Board position.

Section 4. Resignation: Any Director may resign at any time by delivering written notice to any Executive Board member. Resignation will be considered immediate, and be noted in the Minutes of the following Board meeting.

Section 5. Quorum and Voting: See **Article VII, Section 5, 7-9.**

Section 6. Proxies: See **Article VII, Section 6.**

Section 7. Compensation: The members of the Board of Directors shall receive no salary or compensation for their services as a benefit of their role on the board, nor shall any member of the Board of Directors have any for profit business benefit from any MLFA sponsored event. By resolution of the Board, a Director may be reimbursed for reasonable expenses incurred by such Director on behalf or for the benefit of the corporation.

Section 8. Presumption of Assent: A MLFA Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as Secretary of the MLFA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 9. Chairman of the Board of Directors (option): The Board of Directors may, in its discretion, elect a Chairman of the Board of Directors; and, if a Chairman has been elected, he/she shall, when present, preside at all meetings of the Board of Directors and shall have such other powers as the Board may prescribe.

ARTICLE V • Officers

Section 1. Elected Officers of the MLFA shall be:

- a. President
- b. Vice President(s) - the number thereof to be determined by the Board of Directors
- c. Secretary
- d. Treasurer

The elected officers shall be elected by the Board of Directors.

Section 2. Such other officers and assistant officers, as may be deemed necessary, may be elected or appointed by the Board of Directors.

Section 3. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 4. Election, Qualification and Term of Office: See **Article VIII, Section 5.**

Section 5. The President shall:

- a. Be the chief executive officer of the MLFA and, subject to the direction and control of the Board of Directors.
- b. Have general charge and supervision over its property, business, and affairs.
- c. Shall preside at meetings of the Board of Directors.
- d. Provide leadership for activities of the MLFA during the term of office.
- e. Represent the MLFA at meetings of other organizations where official representation of the MLFA is desirable.

Section 6. The Vice President shall:

- a. Succeed to the office of the President and carry out those duties in the event the

President is unable to serve.

- b. When joint Vice Presidents are serving, the Board shall designate responsibilities and duties to one or both Vice Presidents when the President is unable to serve.
- c. Perform such other duties as may be prescribed by the MLFA President.

Section 7. The Secretary shall:

- a. Keep the minutes of the Board of Directors and membership meetings in one or more books provided for that purpose.
- b. Record and distribute the minutes of MLFA meetings and Board of Directors meetings.
- c. Notify members of meetings, elections, surveys, etc., and distribute applicable MLFA correspondence. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the corporate records and the seal of the MLFA, and all documents as may be required.
- e. Keep a register of the address of each Director and member.
- f. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President and/or by the Board of Directors.

Section 8. The Treasurer shall:

- a. The Treasurer will oversee the Bookkeeper.
- b. Oversee the payment of all bills and deposits of funds properly in the bank of the MLFA.
- c. The Treasurer has check signing authority.
- d. Oversees an accurate record of the accounts.
- e. Coordinate with the Bookkeeper preparation of monthly and annual financial reports to the Board of Directors.
- f. Maintain MLFA funds in depositories approved by the MLFA Board of Directors.
- g. The Treasurer will be chairperson of the Budget Committee.
- h. Prepare and present a proposed operating Budget for the current fiscal year to the Board of Directors.
- i. Submit MLFA financial records to an Audit committee, at times specified by the President, but in no case less than once a year, at the termination of the Treasurer 's term in office.
- j. Perform such other duties as prescribed by the MLFA President and Board of Directors.
- k. At the expiration of their term of office, shall turn over their successor all applicable property, records, documents, financial information, passwords, etc. of the MLFA in their possession.
- l. Coordinate with Bookkeeper that required tax documents are submitted in a timely manner to: **IRS** (i.e., **Form 990**); **Washington State Annual Report** (including *Annual Fee; updated Registered Agent; updated list of Officers and Board of Directors (names, positions, addresses)*).
- m. The Bookkeeper will be Licensed and Bonded.

ARTICLE VI - Committees

Section 1. Committees: Committees are integral to the success of the MLFA. Volunteer Committee Chairs/Co-chairs will be sought and appointed by the Board of Directors. Such committees would include, but not be limited to the following: *Artists Booths; Children's Area; Grants; Entertainment; Battle of the Bands; Fireworks; Food Booths; Logistics; Membership; Merchandise; Parade; Public Relations/Advertising; Run-A-Muk; Transportation & Traffic Control; Sponsor Solicitation/; Sponsor/VIP and Military/First Responders Tent and Dinners; Tennis Tournament; Volunteer Coordinator.*

Section 2. Compensation: Committee chairs and members shall receive no salary or compensation for their services as a benefit of their role on the committee, nor shall any

committee chair or member have any for profit business benefit from any MLFA sponsored event. By resolution of the Board, a committee chair or member may be reimbursed for reasonable expenses incurred by such committee chair or member on behalf or for the benefit of the corporation.

ARTICLE VII - Meetings

Section 1. Annual Meetings: The annual meeting of the Membership of MLFA, for the purpose of election of Directors (**refer to ARTICLE III - Membership for those who can vote for Board of Directors**) and for such other business as may come before it, shall be held at the registered office of MLFA, or such other place as may be designated by the notice of the meeting during the month of November, which will be considered the Annual Meeting of the year.

Section 2. Special Meetings: Special meetings of the MLFA Board of Directors may be called at any time by the Directors **and closed to the general public**. No business shall be transacted at any special meeting of Directors except as is specified in the notice calling for said meeting. The Board of Directors may designate any place as the place of any special meeting called by the Board of Directors.

Section 3. Notice of Meetings:

- a. Written notice shall be given of Annual or Special meetings of Board of Directors stating place, day, hour of the meeting, and, the purpose or purposes for which the meeting is called.
- b. In the case of a Special meeting, notice shall be given by the Secretary to each Director of record entitled to vote. Such notice shall be given in advance of the time of the meeting not less than seven (7) business days for non-emergency business, and not less than three (3) business days for emergency business. **All regular Board of Director meetings are closed to the general public. At the discretion of the Board of Directors, individuals/groups can be invited to attend the meeting during their portion of the Boards agenda. Prior to any vote of the Board all guests will be dismissed.** With the exception of the Board of Directors, any individual not listed on the Board of Directors regular meeting agenda must submit, prior to the beginning of meeting, a written request to speak.
- c. Notice of the Annual meeting shall not be less than fifteen (15) calendar days prior to the date of the meeting.
- d. Notice of meetings may be done by one or more of the following methods: personally; telephone; fax; email; text message; mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director's address.
- e. **All MLFA Committee meetings are open to the general public.**

Section 4. Waiver of Notice: Notice of the time, place, and purpose of any meeting may be waived in writing (either before or after such meeting) and will be waived by any Director by his attendance thereat in person or by proxy. Any Director so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

Section 5. Quorum and Adjourned Meetings:

- a. A quorum is, a majority of the Board of Directors that is required to conduct any business at all MLFA Board meetings. A majority vote represented in person or by proxy shall constitute a quorum at a meeting of Directors.
- b. A majority of the Directors at a meeting may adjourn the meeting from time to time without further notice. At such reconvened meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.
- c. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than

a quorum.

Section 6. Proxies: Directors may appoint proxies to represent themselves at a regular or special meeting of the Board of Directors providing:

- a. The named proxy is a member of the Board of Directors.
- b. The proxy appointment is communicated to the President or Secretary, by email or hard copy prior to the meeting, and is valid only for the specific meeting named.
- c. A given Director may not carry more than two (2) proxy appointments.
- d. Proxy votes are not valid in e-mail ballots.
- e. At all meetings of the Board of Directors, a Director may vote by proxy executed in writing by the Director or by his/her duly authorized attorney in fact.

Section 7. Voting Record: At least ten (10) calendar days before each meeting of the Board of Directors, a complete record of the Directors entitled to vote at such meeting, or any adjournment thereof, shall be made, arranged in alphabetical order, with the address of, which record shall be kept on file at the registered office of the MLFA for a period of ten (10) days prior to such meeting. The record shall be kept open at the time and place of such meeting for the inspection of any Director.

Section 8. Actions by Written Consent: Any corporate action required or permitted by the Articles of Incorporation, Bylaws, or the laws under which the MLFA is formed, to be voted upon or approved at a duly called meeting of the Board of Directors may be accomplished without a meeting if unanimous consent of the respective Directors, setting forth the actions so take, shall be signed by all the Directors.

Section 9. Meeting by Conference Telephone: Members of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time; participation in a meeting by such means shall constitute presence in person at such meeting.

ARTICLE VIII - Nomination and Election of Directors and Officers

Section 1. Election: The Directors shall be elected at the MLFA Annual meeting of the membership each year; and if, for any cause, the Directors shall not have been elected at an annual meeting, they may be elected at a special meeting called for that purpose in the manner provided by these Bylaws. **(Refer to ARTICLE III- Membership for those who can vote for Board of Directors.)**

Section 2. Nominating Committee. Shall be appointed no later than September of each year by the MLFA President. The Nominating Committee shall select qualified candidates for the Board of Directors. Candidates' names and qualifications shall be published and distributed to the MLFA membership at least 15 days in advance of the election.

Section 3. Petition. Any 15 MLFA Members may submit a signed petition nominating one or more individuals for the Board of Directors. The petition shall be accompanied by a written acceptance by the nominee(s) and shall be submitted to the Chair of the Nominating Committee 30 days in advance of the election. The names and qualifications of such nominees shall be published and distributed to the MLFA membership at least 15 days prior to the election.

Section 4. Candidates and Ballot. The nominees receiving the greatest number of votes for the Board of Directors shall be considered elected. A tie vote for an elective office shall be resolved by a mail ballot of the members. The results of the election shall be published in the MLFA Board of Director minutes and email to MLFA members.

Section 5. Election, Qualification and Term of Office: The Board Officers shall be elected by the Board of Directors at the Annual meeting. Each Officer shall be a member of the MLFA. Except as hereinafter provided, each of said Officers shall hold office from the date of his election until the next annual meeting of the Board of Directors and until his successor shall have been duly elected and qualified.

ARTICLE IX - Board Vacancies

Section 1. Vacancies: In case of any vacancy in the Board of Directors, the remaining Directors, constituting a quorum, may elect a successor to hold office for the un-expired portion of the term of the Director whose place shall be vacant and until their successor shall have been duly elected and qualified.

ARTICLE X - Director, Officer, Committee Chair Removal

Section 1. The Board of Directors shall have the right to remove any Officer or Director whenever in its judgment the best interest of the MLFA will be served thereby.

Section 2. Removal of elected Board of Directors members shall be by majority vote of MLFA Board of Directors at any regular or special meeting, upon approval of the Board of Directors, or by members of the MLFA. Notification of such meetings shall be mailed to each MLFA member at least 7 days in advance of meeting date by email or USPS.

Section 3. Appointed MLFA Committee Chairperson(s) may be removed by the same authority which appointed them.

ARTICLE XI • Books and Records

Section 1. Books of Accounts and Minutes: MLFA shall keep complete books and records of accounts and minutes of proceedings of the Board of Directors, membership meetings, Festival joint committee meetings, and Annual meetings.

Section 2. Copies of Resolutions: Any person dealing with the MLFA may rely upon a copy of any of the records of the proceedings, resolution, or votes of the Board of Directors, when certified by the President or Secretary.

ARTICLE XII - Employees of the Corporation

Section 1. Executive Director: The Board of Directors, constituting a quorum, may hire an Executive Director(s) who shall perform such duties as prescribed by the Board of Directors. The primary role of the Executive Director shall be to promote and coordinate the operation, administration and activities of the Festival on an as-needed basis and to implement the decisions of the Board of Directors. The Executive Director shall report directly to the Board of Directors. The Executive Director shall not serve as a voting member of the Board of Directors.

Section 2. Other employees: The Board of Directors, constituting a quorum, may hire other persons to perform such duties as prescribed by the Board of Directors.

ARTICLE XIII - Fiscal Year

Section 1. The fiscal year of MLFA will run from January to December.

ARTICLE XIV - Corporate Seal

Section 1. The Board of Directors may provide for a corporate seal, which shall have inscribed thereon the name of the MLFA, the year and state of incorporation and the words, "A corporate seal".

ARTICLE XV • Amendment of Bylaws

Section 1. By the Board of Directors: These Bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the whole Board of Directors at any regular or special meeting of the Board of Directors.

ARTICLE XVI - Rules of Order

Section 1. The rules contained in the most recent edition of Roberts Rules of Order, Newly Revised, shall govern all meetings of the Board of Directors where those rules are not inconsistent with the Articles of Incorporation, Bylaws, or special rules of order of the MLFA.

DATED this 15th of June 2016
Mukilteo Lighthouse Festival Association President

(Signature) / Printed Name: Paul J Salas

DATED this 15th of June 2016
Mukilteo Lighthouse Festival Association Secretary

(Signature) / Printed Name: Emily Vanderwielen