

**BYLAWS
OF THE GLENDALE ROSE FLOAT ASSOCIATION**

ARTICLE I

Name

The name of this organization shall be the GLENDALE ROSE FLOAT ASSOCIATION, and hereafter referred to as THE ASSOCIATION.

ARTICLE II

Object

The object of THE ASSOCIATION is to promote the City of Glendale through the participation in the annual Pasadena Tournament of Roses New Year's Day Parade by enlisting community support and involvement, to actively develop and pursue means of financing the construction of the float and participate in the float selection and construction process.

ARTICLE III

Board of Director/Executive Board

- Section 1. The Executive Board shall consist of a President, President Elect, Secretary, Treasurer, one representative from the Parks, Recreation and Community Services Division of the City of Glendale and the immediate Past President, Ex-officio. The President shall be Chair of the Executive Board. Three members shall constitute a quorum. Executive Board meetings shall be at the call of the President.**
- Section 2. The Board of Directors of THE ASSOCIATION shall be composed of twenty five (21) members, including a six (6) person Executive Board and nineteen (19) Directors. The Past President shall be entitled to vote as a member of the Board.**

- Section 3.** A quorum of the Board of Directors shall be constituted by a majority of the Board.
- Section 4.** Any Board member shall automatically vacate their office if they have three (3) unexcused absences or a total of five (5) absences in one year. Board members not able to attend a meeting must contact the President, Vice-President or Secretary to be excused prior to the meeting.
- Section 5.** Should a vacancy occur on the Board of Directors Executive Board, President shall appoint, with the approval of the Executive Board, an active member who meets all requirements to fill the unexpired term of office.

ARTICLE IV
Duties of the Officers

- Section 1.** *President.*
- 1.1** The President shall be Chairman of the Executive Board and shall preside at all meetings of the Executive Board, Board of Directors, the annual meeting and general membership meetings.
- 1.2** The President shall appoint all Committee Chairs and additional committees as necessary and receive the approval of the Board of Directors on these appointments.
- 1.3** The President shall be an ex-officio Member of all committees and may request a report of any Officer or Director or committee at any time.
- 1.4** The President shall appoint an Historian to keep records pertaining to events of THE ASSOCIATION and related programs. The records shall be available at all times.
- 1.5** The President shall perform all duties incidental to the Office.

- 1.6 The President shall appoint an auditor from the membership to review and prepare a statement of THE ASSOCIATION'S fiscal activities of the previous year. The report shall be submitted at the March Board of Directors meeting.

Sections *President Elect*

- 2.1 The President Elect shall assist the President.
- 2.2 The President Elect shall perform duties of the President if unable to act.
- 2.3 The President Elect shall act as coordinator of the Committees.
- 2.4 The President Elect shall perform all duties incidental to the Office.

Section 3. *Secretary*

- 3.1 The Secretary shall keep a written record of the proceedings of THE ASSOCIATION, including the Executive Board, the Board of Directors meetings, the annual meeting and general meetings.
- 3.2 The Secretary shall distribute all notices of meetings and activities.
- 3.3 The Secretary shall conduct correspondence.
- 3.4 The Secretary shall perform all duties incidental to the Office.

Section 4. *Treasurer*

- 4.1 The Treasurer shall maintain accurate records of disbursements and receipts.
- 4.2 The Treasurer shall present a written record of same at each Executive Board meeting and to the general membership as directed by the Executive Board.
- 4.3 The Treasurer shall perform all duties incidental to the Office.

Section 5. *Representative From Parks, Recreation and Community Services.*

5.1 The Representative from Parks, Recreation & Community Services shall act as the official liaison between the City of Glendale and THE ASSOCIATION.

ARTICLE V

Nominations and Elections

- Section 1. At the regular Board of Directors meeting held in September, a Nominating Committee of five members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall submit at the regular Board of Directors meeting in October a ticket consisting of Officers and Directors to the Board of Directors for acceptance. Additional nominations from the floor shall be permitted at the November meeting.**
- Section 2. General Elections shall be held by secret ballot at the December meeting. Directors and Officers are elected by the Board of Directors, by a simple majority of these casting ballots.**
- Section 3. The Executive Board shall be elected to serve for a one year term or until their successors are elected. The President Elect shall be elected from those who served on the Board of Directors in the preceding year.**
- Section 4. Should there be a vacancy in the Office of President during the term of the President, the President Elect shall automatically assume the Office of the President and fulfill that term of Office. In that event, the President Elect shall be eligible to fulfill his/her term of Office as President immediately thereafter.**
- Section 5. The Board of Directors shall be elected or reelected for a two year term. .**
- Section 6. The new Board of Directors and Executive Board shall be installed and assume office at the Annual General Membership Meeting held in January.**

- Section 7.** At least 80% of the Board of Directors must be a resident of or be employed in the City of Glendale.
- Section 8.** All members of the Board of Directors must be active members of THE ASSOCIATION and in good standing, must serve on at least one working Committee, support fund raising activities and their dues must be current.
- Section 9.** No member shall hold more than one (1) Office at a time.

ARTICLE VI
Meetings

- Section 1.** The regular meetings of THE ASSOCIATION Board of Directors shall be held monthly at a time specifically established by the Board, unless otherwise ordered by the Board.
- Section 2.** A meeting shall be held each January for the purpose of installing new officers and directors and shall be known as the annual meeting
- Section 3.** Special meetings may be called by the President or upon the written request often (10) members of THE ASSOCIATION. The purpose of the meeting shall be written in the call, and unless *in* case of emergency, at least three (3) days notice shall be given.

ARTICLE VII
Standing Committees

The standing committees and duties shall be as follows:

- Section 1.** *Membership Committee* shall actively recruit members, collect dues, keep records of members and notify delinquent members.
- Section 2.** *Publicity Committee* shall publicize meetings, events, news releases, and other activities relating to all THE ASSOCIATIONS publicity and shall be channeled through this Committee.

Section 3. *Awards, Recognition & Installation Committee* shall identify and develop awards and recognition events for **THE ASSOCIATION**. It shall be the duty of this Committee to coordinate the Annual Awards and Installation program for January.

Section 4. *Float Development & Selection Committee* shall provide recommendations on the selection and design *of the float entry to the Board of Directors. A maximum of five (5) alternative designs shall be brought to the Board for final selection. The Board of Directors will provide the final recommendations to the City for approval.

Section 5. *Fund Raising & Planning Committee* shall research, evaluate, and recommend new fund raising activities.

Section 6. *Finance Committee* shall be composed of the Treasurer and two (2) other members appointed by the President.

6.1 It shall be the duty of this committee to collect and deposit all funds received by the Association into a checking or savings account that has been established for the sole purpose of **THE ASSOCIATION**.

6.2 It shall be the responsibility of this committee to prepare **THE ASSOCIATION'S** budget for presentation and approval at the March meeting of **THE ASSOCIATION**.

6.3 No member of **THE ASSOCIATION** may contract or financially involve or obligate **THE ASSOCIATION** without prior approval of the Board of Directors.

6.4 The fiscal year of **THE ASSOCIATION** shall be February 1 to January 31.

6.5 The Treasurer may not provide disbursement from **THE ASSOCIATION'S** checking or savings accounts without prior approval of the Board of Directors unless the disbursement is specifically identified in the approved **ASSOCIATION** budget and is an amount not to exceed two hundred dollars (\$200).

Section 7. *Nominating Committee* shall consist of five (5) members which will compile and maintain a list of prospective Board Member candidates. The candidates will then be interviewed and evaluated by this Committee, and, if applicable, the slate brought before THE ASSOCIATION for approval and final vote at the November meeting.

Section 8. *Board Management Committee* shall consist of three (3) members from the Board of Directors. They shall review the attendance list supplied by the Secretary in order to rule on the number of absences of THE ASSOCIATION'S members, according to our Bylaws. Upon new members being brought on the board, this Committee will supply each new member with a copy of our bound Bylaws and have a short orientation to familiarize them with our procedures and spirit of THE ASSOCIATION.

Section 9. Such other Committees, standing or special, shall be appointed by the President, subject to the approval of the Executive Board, as shall from time to time be deemed necessary to carry on the work of THE ASSOCIATION. The President shall be ex-officio member of all committees excepting the Nominating Committee.

ARTICLE VIII

Annual Membership

Section 1. The Membership of THE ASSOCIATION shall be unlimited.

Section 2. The Membership of THE ASSOCIATION shall consist of the following classifications: Student (13-21 years), Basic, Contributor, Supporter, Sponsor, Benefactor and Corporate-Business.

Section 3. Membership shall be open to any person thirteen (13) years of age or older.

Section 4. Honorary Membership shall be given to any person the Executive Board deems worthy of such an honor. Membership must be confirmed by a majority vote of the Board of Directors. An Honorary member shall have none of the obligations of membership in THE ASSOCIATION but shall be entitled to all privileges except those of making motions, of voting and of holding office.

Section 5. Membership fees shall be determined by a two-thirds (2/3) majority vote of the Board of Directors.

Section 6. Membership fees shall be due and payable by April 30th.

Section 7. Membership fee schedule shall be included in standing rules.

ARTICLE IX

Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern THE ASSOCIATION in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order THE ASSOCIATION may adopt.

ARTICLE X

Amendment of Bylaws

These Bylaws may be amended by the Board of Directors of THE ASSOCIATION by two thirds (2/3) vote of those present and voting, provided that the amendment has been submitted to the Board of Directors in writing at least twenty (20) days prior to voting.

ARTICLE XI

Dissolution

Upon dissolution of the Association, after payment of it's debts and obligations, the remaining assets of THE ASSOCIATION shall revert to the City of Glendale.

ARTICLE XII
Indemnification

The Board of Directors of THE ASSOCIATION shall have the authority to indemnify any Officer, Director, or Agent duly authorized by THE ASSOCIATION who was or is made a party to any proceeding *in* any action (other than an action brought on by or on behalf of THE ASSOCIATION), by reason of the fact that such person was an Officer, Director or Agent at the time of the occurrence constituting the cause of action, against all expenses, judgments settlements and/or liability reasonably incurred in connection with the proceeding provided that such person acted in good faith and within the scope of his/her authority as such Officer, Director or Agent. The authority to indemnify shall be exercised by the Board of Directors of THE ASSOCIATION on the basis of each such occurrence. Indemnification shall not include reasonable attorney's fees paid or incurred by such persons if the Board agrees to provide defense to such action at the expense of THE ASSOCIATION.

**Adopted July
11, 1988**

**Revisions adopted
July 10, 2000**