

BYLAWS
OF
SPARTA FESTIVALS, INCORPORATED

Amended on: Aug 21, 1984
Aug 22, 1986
Nov 9, 1988
Apr 26, 1994
Jan 16, 1996
Jan 21, 1997
Jan 15, 2008

ARTICLE I - General

Section 1. Name

This organization is incorporated under chapter 181 of the laws of the State of Wisconsin and shall be known as Sparta Festivals, Incorporated.

Section 2 - Purpose

The Sparta Festivals, Tnc. is organized to raise funds and conduct fund raising projects that advance the general welfare of the City of Sparta.

ARTICLE II - MEMBERSHIP

Section 1 - Eligibility

Any person, association, corporation, foundation, partnership or estate, etc. with an interest in the purpose of the organization shall be eligible to apply for membership.

Section 2 - Dues

Membership Investments shall be at the rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors payable on January 1.

Section 3 - Termination

(a) Any member may resign from the organization upon written request to the Board of Directors.

(b) Any member may be expelled by a two-thirds vote of the Board of Directors, at any regularly scheduled meetings thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the organization, after notice and opportunity for a hearing are afforded the member complained against.

Section 4 - Voting Restrictions of Members

Every member of the Corporation in good standing is entitled to one vote. Voting by proxy and absentee is not permitted.

Section 5 - Exercise of Privileges

Any firm, civil group, association, corporation,

foundation, partnership, or estate holding membership may nominate individuals, whom the holder desires to participate in the Sparta Festivals activities and nomination upon written notice.

ARTICLE III .Meetings

Section 1 .Annual Meeting

The annual meeting of the fiscal year shall be held in January each year. The annual meeting for the purpose of election of officers of the corporation for the ensuing year shall be held the third Tuesday in September each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2 .Additional Meetings

General meetings of the organization may be called by the President at any time, upon Petition, in writing, or any group equaling 25% of all members in good standing. Board meetings may be called by the President or by the Board of Directors upon written application of three members of the Board. Notice shall be given to each member, in the case meeting of the organization, and to each Director, in the case of a Board meeting, at least one day prior to said meeting. Special project decisions by the Board may be done by e-mail if time element does not allow for a special meeting. Decisions made by e-mail will be logged into the official board minutes.

Section 3 .Quorums

At any duly called general meeting of this organization, -- ten (10) members shall constitute a quorum. A majority of Directors shall constitute a quorum of the Board of Directors.

ARTICLE IV .Board of Directors

Section 1 .General Powers

The government and policy making responsibilities of the corporation shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. Directors must be members of the organization in good standing.

Section 2 .Composition of the Board

(a) The Board of Directors shall be composed of a minimum of seven members and a maximum of eleven members. There shall be elected on odd numbered years one-half of the Board and elected on even numbered years one-half of the Board. A member of the Pageant committee shall be appointed by the Pageant Committee to serve a term of 2 years. All members of the Board shall serve a

two year term. The current Festmaster will be an ex-officio member of the Board, but he or she cannot hold an office.

(b) The President whose one year term expires officially on the electoral date, shall continue as a member of the Board, as immediate past President.

(c) A Director may be elected President during their second year of their term and shall remain a member of the Board as immediate past President.

Section 3 .Selection and Election of Directors

(a) Nominating committee. Prior to the September meeting each year, a nomination committee consisting of the President, Vice President, Secretary, Treasurer and acting Board Members shall be convened to nominate at least one member in good standing, nominated to each position to be filled. A Board member who has served a full two year term is eligible for re-election.

(b) Additional nominations. Additional names of candidates for directors can be nominated and seconded from the floor at the September meeting where the final election shall be held. The determination of the Nominating Committee as to the legality of the nomination and the willingness of the persons so named to accept directorship responsibility, shall be final.

(c) Ballots shall be used and marked in accordance with instructions printed thereon. If no new nominations were received from the floor and only one name appears for each position, then the President shall declare each elected.

(d) Judges. If a ballot election is required then the President shall appoint two judges, who are not candidates for election. They shall audit the ballots and report the results. The candidate receiving the most votes shall be elected to the position. Ties shall be broken by a coin toss conducted by the President, candidates shall be designated as heads or tails by the Vice-President.

Section 4 .Vacancies

Vacancies on the Board of Directors, or among officers, shall be filled by the Board of Directors by a majority vote.

Section 5 .Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization.

ARTICLE V - Officers

Section 1 .Election of Officers

Officers shall be elected from the Board by the General Membership immediately following the election of Board Members.

Section 2 .Duties

(a) President: the President shall serve as the Chief elected officer of the Sparta Festivals organization and shall preside at all meetings of members and Board of Directors. The President shall be ex-officio member of all committees and shall serve as spokes person for the organization.

(b) Vice .President: The Vice -President shall serve in the absence of the President, as well as to perform those duties delegated by the President.

(c) Secretary: The Secretary shall notify members of meetings, record minutes of meetings of the Membership and Board of Directors, maintain files on the organization, handle correspondence and assist to the extent necessary the Treasurer. The Secretary shall further perform such duties as are delegated by the President.

(d) Treasurer: The Treasurer shall handle all finances, keep records of income and expenses, help prepare annual budgets, prepare financial reports and receipt and deposit all funds from all responsible activities. The Treasurer shall be bonded.

ARTICLE VI - Committees

Section 1 .Civic Groups

Each civic group that participated with the corporation becomes a committee that operated under its individual autonomous rules. All civic groups shall be required to consult with the corporation's Board of Directors for guidance and coordination of the weekend activities.

Section 2 .Appointment

The President, by and with approval of the Board of Directors, shall appoint all special committees and committee leaders. The President may appoint such ad hoc committees and

their leaders as deemed necessary to carry out the program of the corporation.

ARTICLE VII .Finances

Section 1 .Funds

All money paid to the corporation shall be placed in designated Sparta Festivals, Inc. depositories. Funds unused from the current years budget will be carried into the next year.

Section 2 .Disbursements

Disbursements shall be made by check upon approval by the Board of Directors, and issued under authority of at least two (2) Corporate Officers, one of which shall be the treasurer.

Section 3 .Fiscal Year

The fiscal year of Sparta Festivals, Inc. shall close on December 31.

Section 4 .Annual Audit

The accounts of the corporatiGn shall be audited annually by an independent accountant as of the close of business on December 31 or as deemed nec. The audit shall at all times be available to the membership.

Section 5 .Contracts and Loans

The Board of Directors may authorize any officer(s) or specially designated agent to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation. Such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President, Secretary and Treasurer and when necessary of required shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer and or officers. No such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors.

Section 6 .Insurance and Indemnification

The Board of Directors shall be authorized to contract for a policy of insurance to coverr all events and property sponsored and/or authorized by the corporation. This policy shall be used to indemnify any member of the Board of Directors for any claims made against a Board member as an individual.

ARTICLE VIII .Dissolution

Section 1 .Procedure

(a) No dividends or distributions may be made to its stoekholders or members during its existence and that on its liquidation they may receive back no more than their original investment.

(b) Any excess assets available for distribution at the time of liquidation must be turned over to some religious, scientific, educational, benevolent, or public body. A one year grace period shall be entertained.

ARTICLE IX

Section 1 .Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority in all questions or parliamentary procedure when such rules are not inconsistent with the By-Laws.

Section 2 .Amendments

These By-Laws may be amended or altered by a majority of the membership. These By-Laws shall be reviewed by a committee annually appointed by the President.