

AMENDED AND RESTATED

BYLAWS OF DOWNEY ROSE FLOAT ASSOCIATION, INC.

**ARTICLE I**

**NAME**

1.01 The name of this Corporation is DOWNEY ROSE FLOAT ASSOCIATION, INC.

**ARTICLE II**

**OFFICES**

**Principal Office**

2.01 The principal office of the Corporation for its transaction of business is located at 13030 Erickson, Downey, Los Angeles County, California.

**Change of Address**

2.02 The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in the City of Downey, the County of Los Angeles, California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

**ARTICLE III**

**PURPOSES AND LIMITATIONS**

**Purposes**

3.01 The purpose of this Corporation is the creation and presentation of a float in the annual Pasadena of Tournament of Roses Parade and presentation of the annual Little/Jr. Miss/Teen and Miss Downey Pageant.

**Limitations**

3.02 This Corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

3.03 This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code §501(c)(3).

3.04 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not

participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

3.05 The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

## **ARTICLE IV**

### **MEMBERS**

#### **Classification of Members**

4.01 The Corporation will have one class of members only, and each member has equal voting and other rights. No person may hold more than one membership in the Corporation.

#### **Eligibility for Membership**

4.02 Any person, as defined Corporations Code Section 5065, is eligible to be a member of the Corporation.

#### **Qualification of Members**

4.03 Any person, eligible for membership under Section 4.02 of these Bylaws, is qualified for membership only after that person has satisfied the following qualifications: (1) support the Corporation, and (2) pay the applicable dues.

#### **Admission to Membership**

4.04 Any person, eligible for membership under Section 4.02 of these Bylaws and qualified for membership under Section 4.03 of these Bylaws, will be admitted to membership only on the approval of the Board of Directors or Membership Committee duly authorized, by resolution, to admit members of an application submitted by that person in the form and manner prescribed by the Board of Directors and on the payment of the first annual dues as specified in Section 4.06 of these Bylaws.

#### **Application Fee**

4.05 There is no fee for applying for membership in the Corporation.

### **Annual Dues**

4.06 The annual dues payable to the Corporation by members will be in the amounts determined by resolution of the Board of Directors. Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except if the member is, by contract or otherwise, liable for the dues.

### **Assessments**

4.07 Memberships are nonassessable.

### **Number of Members**

4.08 There is no limit on the number of members the Corporation may admit.

### **Transferability of Membership**

4.09 Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

### **Membership Book**

4.10 The Corporation will keep a membership book containing the name, address, and class of each member in written form or in any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which that membership ceased. The book will be kept at the office of the Corporation as designed by the Board of Directors and is subject to the rights of inspection required by law and as set forth in Section 4.11 of these Bylaws.

### **Inspection Rights of Members—Demand**

4.11 (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code Section 6331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 6332, and unless the Corporation provides a reasonable alternative as permitted by Section 4.11(c) of these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which

the list is requested. The membership list will be available on or before the later of 10 business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

### **Members Permitted to Exercise Rights of Inspection**

(b) The rights of inspection set forth in Section 4.11(a) of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to that person's interest as a member; and

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

(c) The Corporation, within 10 business days after receiving a demand pursuant to Section 4.11(a) of these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 4.11(a) of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to effect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 4.11(a) of these Bylaws.

### **Nonliability of Members**

4.12 A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

### **Termination of Membership—Causes**

4.13 (a) The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

(1) The voluntary resignation of a member;

(2) When a membership is issued for a period of time, the expiration of that period;

(3) The death of a member;

(4) The dissolution of corporate members;

(5) The nonpayment of dues or assessments, subject to the limitations set forth in Section 4.13(b) of these Bylaws; and

(6) The termination of all memberships or any class of members on the amendment of these bylaws permitting the termination, pursuant to Corporations Code Section 5342.

#### **Nonpayment of Dues or Assessments**

(b) The membership of any member who fails to pay his or her dues or assessments within 30 days of the due date automatically terminates at the end of that 30-day period.

#### **Effect of Termination**

(c) Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

### **ARTICLE V**

#### **MEETINGS OF MEMBERS**

##### **Place**

5.01 Meetings of members will be held at the Barbara Riley Center, Downey, California or the location within the State of California as may be designated from time to time by resolution of the Board of Directors.

##### **Regular Meetings**

5.02 The members will meet monthly on the fourth Wednesday of each month at a time and location designated by the Board of Directors for the purpose of transacting proper business as may come before the meeting. At the annual meeting in January of each year the election of Directors for the terms as are fixed in Section 6.03 of these Bylaws will be held. If the election of Directors does not occur at any meeting of the members or without a meeting by written ballot pursuant to Section 5.11 of these Bylaws, the Board will (or 5 percent of the members may) cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, the meeting will be held at the same hour and place on the next succeeding day.

##### **Special Meetings**

5.03 Special meetings of members will be called by the Board of Directors or the President of the Corporation and held at the Barbara Riley Center, Downey, California, or the principal place of business of the Corporation. Five percent or more of the members of the Corporation may call special meetings for any lawful purpose.

## **Notice of Meetings**

5.04 Notice of every meeting of members must be either personally delivered or delivered by social media, telephone or newspaper publication, not less than 10 or more than 90 days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the Corporation or by publication in any newspaper of general circulation in the county in which the principal office of the Corporation is located. The Corresponding Secretary of the Corporation, or any transfer agent specially designated by the Corresponding Secretary for this purpose, will execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the meeting not less than 35 days nor more than 90 days after receipt of the written request from that person or persons by the President or Vice-President or Secretary of the Corporation will be sent to the members forthwith and in any event within 20 days after the request was received.

Notice of meetings may also be given by electronic transmission in accordance with Corp. Code §§ 20 and 5511(b).

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

## **Contents of Notice**

5.05 The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

## **Waivers, Consents, and Approvals**

5.06 The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records *or* included in the minutes of the meeting.

## **Quorum**

5.07 A quorum at any meeting of members consists of twelve voting members, represented in person. For purposes of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

## **Loss of Quorum**

5.08 The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

## **Adjournment for Lack of Quorum**

5.09 In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy. However, no other business may be transacted except as provided in Section 5.08 of these Bylaws.

## **Voting of Membership—One Vote Per Member**

5.10 (a) Each member is entitled to one vote on each matter submitted to a vote of the members.

## **Indivisible Interest in Single Memberships**

(b) Single memberships in which two or more persons have an indivisible interest will be voted as set forth in Section 5.10(c) of these Bylaws relating to the voting of memberships in two or more names.

## **Memberships in Two or More Names**

(c) When a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting have the following effect: if only one member votes, that act binds all members; if more than one member vote, the act of the majority so voting binds all members.

## **Record Date of Membership**

(d) The record date for the purpose of determining the members entitled to notice of any meeting of members is 20 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is 30 days before the date of the meeting of members.

### **Cumulative Voting**

(e) Cumulative voting is not authorized for the election of directors or for any other purpose.

### **Proxy Voting**

(f) Members entitled to vote are not permitted to vote or act by proxy.

### **Action Without Meeting by Written Ballot—Ballot Requirements**

5.11 (a) Subject to the limitations specified in Section 5.11(b) of these Bylaws and any contained in the Articles, any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation must distribute a written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

### **Limitations Pertaining to Election of Directors**

(b) Directors will be elected by written ballot, as authorized in the Articles of the Corporation, except that election of Directors by written ballot is not permitted when the Directors are elected by cumulative voting pursuant to Corporations Code Section 5616.

### **Solicitation of Ballots**

(c) Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 5.04 of these Bylaws and of voting by written ballot set forth in Section 5.11(d) of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

### **Revocation of Ballot**

(d) Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, a written ballot may not be revoked.



### **Conduct of Meetings—Chair**

5.12 (a) The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy will be Chair of and preside over the meetings of the members.

### **Secretary of Meetings**

(b) The Recording Secretary of the Corporation will act as the secretary of all meetings of members. However, in the Recording Secretary's absence, the Chair of the meetings of members will appoint another person to act as secretary of the meetings.

### **Rules of Order**

(c) The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

### **Inspectors of Election—Appointment**

5.13 (a) Before any meeting of the members [or any action by written ballot], the Board may appoint any persons other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chair of the meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot on request of any member. The number of inspectors will be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy must determine whether one or three inspectors are to be appointed.

### **Duties**

(b) The inspectors of election must perform the following duties:

(1) Determine the number of outstanding voting memberships, the voting power of each, and, when applicable, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies.

(2) Receive votes, ballots, or consents.

(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote.

(4) Count and tabulate all votes and consents;

- (5) Determine when the polls shall close.
- (6) Determine the result.
- (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

#### **Vote of Inspectors**

- (c) If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

#### **Report and Certificate**

- (d) On request of the Chair or any member or member's proxy, the inspectors of election must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

### **ARTICLE VI**

#### **DIRECTORS**

##### **Number**

6.01 The corporation will have 14 Directors, which will include the seven Officers elected under Section 7.03. Collectively, the Directors will be known as the Board of Directors.

##### **Qualifications**

6.02 The Directors of the Corporation must be members of the Corporation and residents of the State of California.

##### **Terms of Office**

6.03 Each Director holds office for a term of two years, until the Director's successor is elected and qualifies under Section 6.02 of these Bylaws. If a Director is removed at a special meeting of the members called and held as prescribed by Section 5.03 of these Bylaws, that Director will hold office until his or her removal and his or her successor is elected and qualifies.

##### **Nomination**

6.04 Any person qualified to be a Director under Section 6.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

## **Election**

6.05 (a) The Directors will be elected at each annual meeting as prescribed by Section 5.02 of these Bylaws, with one-half of the Directors elected at each annual meeting.

(b) The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection, provided they continue to meet the qualifications required by Section 6.02 of these Bylaws, but may not be elected to more than two consecutive terms.

## **Compensation**

6.06 The Directors serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred on behalf of the Corporation, but this will not include expenses incurred in attending the meetings of the Board.

## **Meetings—Call of Meetings**

6.07 (a) Meetings of the Board may be called by the President or any Vice-President or the Secretary or any two Directors.

## **Place of Meetings**

(b) All meetings of the Board will be held at the principal office of the Corporation as specified in Section 5.01 of these Bylaws or as changed from time to time by the Board.

## **Regular Meetings**

(c) Regular meetings of the Board will be held, without call or notice, monthly on the second Wednesday of each month, at the time and location set by the Board.

## **Special Meetings**

(d) Special meetings of the Board may be called by the President or any Vice-President or any Secretary or any two Directors. Special meetings may be held on four days' notice by first class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

## **Quorum**

(e) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

## **Transactions of Board**

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

## **Conduct of Meetings**

(g) The President or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

## **Adjournment**

(h) A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

## **Action Without Meeting**

6.08 Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

## **Removal of Directors—Removal for Cause**

6.09 (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

(1) The Director has been declared of unsound mind by a final order of court.

- (2) The Director has been convicted of a felony.
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230 et seq. on directors who perform functions with respect to assets held in charitable trust.
- (4) The Director has failed to attend 3 (unexcused) meetings of the Board.

### **Removal Without Cause**

(b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than 50 members, removal is approved by a majority of all members pursuant to Corporations Code Section 5033; or where the Corporation has more than 50 members, removal is approved by the members within the meaning of Section 5034 of the Corporations Code.

### **Resignation of Director**

6.10 Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

### **Vacancies in the Board—Causes**

6.11 (a) Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

### **Filling Vacancies by Directors**

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 6.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 6.07(d) of these Bylaws; or (3) a sole remaining Director.

### **Filling Vacancies by Members**

(c) Vacancies created by removal of Directors may only be filled by the approval of the members within the meaning of Corporations Code Section 5034. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

## **ARTICLE VII**

### **OFFICERS**

#### **Qualification**

7.01 Each officer of the Corporation shall be a member of the Corporation who has been a member in good standing for at least one year prior to his or her appointment.

#### **Number and Titles**

7.02 The officers of the Corporation shall be a President, three Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and those other officers with such titles and duties as stated in these Bylaws and as may be necessary to enable it to sign instruments. The President is the chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Recording Secretary, or the Treasurer, may serve concurrently as the President.

#### **Appointment and Resignation**

7.03 The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

#### **New Offices**

7.04 New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

#### **Vacancies**

7.05 If an office remains unfilled after election, it shall be considered a vacant office to be filled by the board-elect. A vacancy in any office because of resignation or any other reason, may be filled by the Board of Directors for the unexpired portion of the term.

#### **President**

7.05 The President shall:

(a) Be the principle executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation.

(b) Preside at all meetings of the members and of the Board of Directors.

(c) Sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and

execution shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation.

- (d) Serve as a member of all committees except the Nominating Committee.
- (e) Perform, in general, all duties incident to the office of President.

### **Vice Presidents**

7.06 The Vice President shall:

(a) In the absence of the President or in the event of the President's inability or refusal to act, the Vice President, or in the event there be one or more Vice Presidents in the order of their election, shall perform the duties of the President. and When so acting shall have all the powers of and be subject to all the restrictions upon the President.

- (b) The First Vice President shall serve as Director of Way and Means.
- (c) The Second Vice President shall serve as Director of Membership.
- (d) The Third Vice President shall serve as Director of Memorabilia.
- (d) Additional duties of each Vice President shall be in the Standing Rules.

### **Treasurer**

7.07 The Treasurer shall:

(a) Have charge and custody of all funds and securities of the corporation. Receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with provisions of these Bylaws.

(b) Receive and retain a copy of the deposit slips.

(c) Pay all bills as authorized by the members within five working days. When it is not possible for members to authorize the paying of a bill, the Treasurer shall inform at least one other elected officer before making payment. Members shall be notified at the next possible meeting.

(d) Keep an accurate record of receipts and disbursements in a ledger, which is a permanent record of this organization.

(e) Keep the organization informed by preparing a statement of account at every general meeting and at other times when requested.

(f) Be responsible for filling out necessary report forms for filing all tax returns and other forms requested by government agencies.

(g) Make an annual financial report to the organization, which includes gross receipts and disbursements for the year.

(h) Receive all money deposit within five business days.

(i) Collect all monies due the association on a monthly basis.

(j) Perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

### **Recording Secretary/Corresponding Secretary**

7.08 The Recording Secretary shall:

(a) Keep an accurate record of the proceeding of all meetings of the members and of the Board of Directors in one or more books provided for that purpose.

(b) Be custodian of the organizations records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

(c) Keep a current copy of the Bylaws and Standing Rules.

(d) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(e) See that all notices are duly given in accordance with the provision of these Bylaws or as required by law.

(f) See that all correspondence be handled in a timely manner.

(g) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

### **Assistant Treasurers and Assistant Secretaries**

7.09 The Assistant Treasurer and Assistant Secretary shall perform such duties as shall be assigned to them by the Treasurer, or the Secretary, and/ or by the President or the Board of Directors.

## **ARTICLE VIII**

### **CORPORATE RECORDS AND REPORTS**



## **Keeping Records**

8.01 The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

## **Annual Report**

8.02 The Board will cause an annual report to be sent to the members not later than 120 days after the close of the Corporation's fiscal year. The report must contain all the information required by Corporations Code Section 6321(a) and be accompanied by any report of independent accountants. If there is no report of independent accountants, the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation. The annual report must be furnished to all Directors.

## **Annual Statement of Certain Transactions and Indemnifications**

8.03 The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 6322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 8.02 of these Bylaws.

## **ARTICLE IX**

### **ELECTION OF DIRECTORS**

#### **Nominations**

9.01 Officers shall be nominated by a nominating committee of five (5) members of the voting body of the organization with one (1) alternate. The committee shall be appointed at least two months prior to the annual election meeting. The committee shall serve until the annual election meeting. No member shall serve on the nominating committee for two consecutive years.

#### **Report of Nominating Committee and Additional Nominations**

9.02 The report of the nominating committee shall be submitted to the members at least 30 days prior to the annual election meeting in January. Additional nominations may be made from the floor at the annual election meeting.

#### **Consent to Serve**

9.03 Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for or elected to office.

#### **Election**

9.04 The Board of Directors of this corporation shall be elected in the manner following:

The seven Officers and the seven Directors shall be elected by a majority vote of the membership at the annual meeting on the 4th Wednesday in January.

## **ARTICLE X**

### **COMMITTEES**

The Board of Directors, by resolution adopted by a majority vote of the directors in office present at any meeting duly called, majority vote may designate such committees, standing and special, as may be deemed necessary to carry out the purposes of this organization.

#### **Designation of Committees**

10.01 The Board of Directors shall specify the membership and the duties of each committee.

#### **Term of Membership**

10.02 Each member of a committee shall serve until the next annual or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed.

#### **Vacancies**

10.03 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### **Committee Chairs**

10.04 All committee chairs shall keep complete records and procedure manuals to be turned over to their successor.

#### **List of Committees**

10.5 Committees shall be listed in the Standing Rules.

## **ARTICLE XI**

### **FUNDS**

#### **Bank Accounts**

11.01 All funds of the corporation shall be deposited in a bank accounts.

#### **Deposits**

11.02 All funds solicited, earned, donated, or otherwise acquired, shall be deposited in the bank account or bank accounts of the corporation receipt within five(5) banking days.

#### **Contributions**

11.03 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise, for the general purpose or for any special purpose of the corporation.

### **ARTICLE XII**

#### **AMENDMENTS TO BYLAWS**

These Bylaws may be amended, or repealed by a majority of the members if at least thirty days written notice is given of intention to amend, or repeal

### **ARTICLE XIII**

#### **STANDING RULES AND REGULATIONS**

##### **Approval**

13.01 Standing Rules and Regulations shall be formulated by the Board of Directors and approved by the members.

##### **Amendment or Repeal**

13.02 Standing Rules and Regulations may be amended or repealed by a majority vote 30 day notice at any regular meeting.

### **ARTICLE XIV**

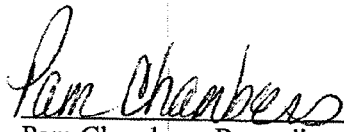
#### **WAIVER OF NOTICE**

Whenever any notice is required to be given under these Bylaws or Standing Rules, a waiver signed by the person or persons entitled to such notice, whether before or at the time of the meeting shall be deemed equivalent to giving of such notice.

#### **CERTIFICATE OF SECRETARY**

Downey Rose Float Association, Inc., a California Nonprofit Corporation I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, comprising fifteen pages, constitute the Bylaws of this corporation as duly adopted at a meeting of the Board of Directors held on 2/26, 2014.

Dated: 2/26, 2014

  
Pam Chambers, Recording Secretary