

# Manhattan Beach Hometown Fair BYLAWS



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# Revision Record

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**Bylaws of  
The Manhattan Beach Hometown Fair Association**

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# **Bylaws of The Manhattan Beach Hometown Fair Association**

## **Article 1 - Name**

The name of this corporation shall be The Manhattan Beach Hometown Fair Association [hereinafter the "Association"]. The Association shall be a non-profit corporation organized and existing and operating under the Laws of the State of California. The purpose of this corporation is charitable. The specific and primary purpose of the corporation is to sponsor and conduct an annual fair and related activities in the City of Manhattan Beach without pecuniary gain or profit to the members hereof.

## **Article 2 - Mission and Values**

### **2.1 Mission**

The Hometown Fair Association, made up of a group of dedicated volunteer members in partnership with the City of Manhattan Beach, plans and coordinates all aspects of an annual weekend-long Fair to promote community spirit and provide wholesome entertainment with food, fun, games, crafts and music for all ages and opportunities for local schools, booster clubs and various non-profit organizations to raise funds.

### **2.2 Values: Diversity, Equity, and Inclusion**

This Association and the Board are committed to incorporating the values of diversity, equity, and inclusion (DEI) in the governance and operations of this Association where its members and volunteers have an equal opportunity to connect, belong and grow. These values shall be codified in a DEI policy adopted by the Board. The Association will continue to provide a safe and fun environment for all to enjoy.

## **Article 3 - Offices/Fair Location**

### **3.1. Offices**

The principal office of the Association shall be located in the City of Manhattan Beach, California ["Manhattan Beach"]. The Association may move the principal office within Manhattan Beach as may be legally required, or as authorized by the Board of Directors [hereinafter the "Board"].

### **3.2. Fair Location.**

The annual Manhattan Beach Hometown Fair shall be located in the general area of Live Oak Park, including Live Oak Park, Dorsey Field, Joslyn Center, Veterans Parkway and surrounding environs.

## **Article 4 - Association Membership**

### **4.1. Eligibility.**

Membership in the Association shall be open to residents of the City of Manhattan Beach, employees/employers of Manhattan Beach businesses or to those with ties to the Manhattan Beach community. Applicants must be at least 21 years of age and acknowledge/accept the Association's mission and values before applying. Priority for membership will be given to Manhattan Beach residents.

### **4.2. Non-discrimination Policy**

The Association shall not discriminate against applicants or Members on the basis of race, color, gender, sexual orientation, religion, national origin or ethnic origin.

### **4.3. Conflict of Interest.**

Members shall ensure that their participation in the Association will not present a conflict of interest with their elective, business, municipal or personal relationships.

### **4.4. Transfer of Membership.**

Membership in the Association shall not be transferable or assignable.

### **4.5. City Council Liaison.**

A member of the City Council of the City of Manhattan Beach will serve as the liaison between the Association and the City Council and the City of Manhattan Beach. The City Council Liaison shall not serve as a member of the Association or as Member of the Board and as such will have no voting privileges.

### **4.6. Directors**

Members of the Association will also serve as Directors of the Board, hereafter referred to as board members or members.

## **Article 5 - Board of Directors**

### **5.1 Management.**

The property, business and affairs of the Association shall be managed and controlled by its Board of Directors. Unless otherwise noted herein, a vote of the majority of board members in attendance at a meeting shall constitute action of the Board of Directors.

**5.2 Number.**

There shall be no less than 17 and no more than 21 Directors serving on the Board. All directors shall be members of the Association.

**5.3. Term of Board Members.**

The initial term of each board member shall be three years and thereafter the term shall be automatically extended annually unless the board member resigns or is removed. There shall not be any limit to the number of years that may be served by any board member, consecutively or otherwise.

**5.4. Resignation.**

Any board member may resign by providing written notice to the Board.

**5.5. Vacancies.**

Whenever any vacancy shall occur in the Board, by reason of death, resignation, or increase in the number of board members or otherwise, such vacancy may be filled by a majority vote of all remaining, current board members.

**5.6. Compensation.**

Board members are volunteers and do not and shall not receive any compensation for their services.

**5.7. Reimbursement of Expenses.**

Board members may be reimbursed for reasonable expenses incurred on behalf of the Association.

**5.8. Absences.**

Board members shall notify the President, Vice President, and Secretary of the Board in the event of any absence from a regularly scheduled meeting. In the event that any board member has been absent from four [4] or more regularly scheduled meetings during any twelve [12] month period, without sufficient justification, such board member shall be subject to removal from the Board by a majority plus one vote of all current board members.

**5.9 Removal of Board members.**

Any board member may be removed for cause. A board member may be nominated for removal from the Board for cause by three board members. The removal shall require the vote of a majority plus one of all current board members. The Board shall take up such action during a regular meeting, only if such action has been placed on the agenda at least five (5) days prior to the date of such meeting.

## **Article 6 - Officers of the Board of Directors**

### **6.1. Officers.**

The Board of Directors shall elect from its own membership a President, Vice President, Secretary, Chief Financial Officer, and Member at Large. The Board shall elect or appoint from time to time such other or additional officers as in its opinion are desirable for the conduct of the business of the Association.

### **6.2. Election and Term of Officers.**

The officers of the Board shall be elected at the annual meeting and shall hold office for one year. Vacancies may be filled, or new offices created and filled, at any scheduled meeting of the Board, provided that such action has been placed on the agenda at least five (5) days prior to such meeting.

### **6.3. Removal or Resignation.**

Any officer may be removed for cause by the vote of a majority plus one of all current board members. Any officer may resign by providing written notice to the Board.

### **6.4. Duties.**

The duties of the respective officers shall be as follows:

- a) PRESIDENT – The President shall be the Chief Executive Officer of the Association, and as such shall:
  - i) Oversee functioning of the Board, meetings and the actual fair
  - ii) Be responsible for the development of policy and maintenance of the Bylaws
  - iii) Serve as an ex-officio member of all committees created by the Board
  - iv) Cast a tie-breaking vote at meetings
  - v) Act as the Public Information Officer.
- b) VICE PRESIDENT – The Vice President shall:
  - i) Preside over the Board meetings when the President is absent
  - ii) Be responsible for overall Board organization and when necessary, committee responsibilities
  - iii) Chair the membership nominating committee
- c) SECRETARY – The Secretary shall:
  - i) Record all proceedings of the meetings of the Association
  - ii) Generate and distribute meeting notes, agendas, and minutes
  - iii) Maintain the Manhattan Beach Hometown Fair logo



- iv) Publish and distribute the annual Master Calendar
  - vi) Maintain the internal contact lists.
  - vii) Maintain an attendance record of the Association, including terms of office.
- d) CHIEF FINANCIAL OFFICER – The Chief Financial Officer [CFO] shall be responsible for the receipt, custody and disbursement of Association funds and the management of the accounts and budgets of the Association. In addition, the CFO shall:
- i) Be custodian of the financial and tax records of the Association
  - ii) Be the liaison to the Association accountant.
  - iii) Generate and disseminate such tax and exemption records as are legally required.
  - iv) Invest Association funds at the direction of the Finance Committee (when invoked)
  - v) Ensure that Fair fees are sufficient to maintain an operating cash level.
  - vi) Ensure that budgets are generated and adhered to
  - vii) Maintain and update insurance policies.
  - vii) Maintain a liquid fiscal position
  - viii) Ensure audits are conducted when requested.
- e) MEMBER AT LARGE – The Member at Large acts as a liaison between the Executive Board and the Association Board Members. The Member at Large shall:
- i) Provide welcome information to new members
  - ii) Collect suggestions, ideas and or/issues from board members to present to the Executive Board for consideration at board meetings
  - iii) Other duties may be determined by the executive board

#### **6.5. Bonding.**

At the discretion of the Board, the CFO and other board members with fiscal involvement shall be bonded at the expense of the Association.

## **Article 7 - Executive Board; Authority to Act**

### **7.1 Executive Board.**

The President, Vice President, Chief Financial Officer, Secretary and Member at Large shall jointly serve as the Executive Board of the Association [hereinafter the “Executive Board”].

**7.2 Nomination for Executive board.**

All board members desiring to serve on the Executive Board shall notify the President prior to the commencement of the annual meeting in which Officers will be elected. Nominations for the position of Member at Large may be made from the floor.

**7.3 Election of Board Members to Executive Board.**

At each annual meeting (ref. section 8.2), the board shall elect the President, Vice President, Chief Financial Officer, Secretary and Member at Large representatives who shall serve on the Executive Board until the next annual meeting or until his/her earlier resignation or removal.

**7.4 Conduct of Election of Elected Executives.**

The board members receiving the highest number of votes shall serve on the Executive board. Voting shall be in accordance with the provisions of Section 8.7.

**7.5 Authority of the Executive Board.**

The Executive Board is authorized to transact necessary business of the Association in the intervals between regular meetings, including business referred by the board. Actions may include motions to be presented to the board for vote. The Secretary of the Executive Board shall record minutes of each meeting and present a report of the activities conducted and/or motions to be presented to the Board for a vote.

**Article 8 - Meetings**

**8.1. Place.**

Meetings of the Association shall be held at such place within the Manhattan Beach area as may be designated by the Board and stated in the notice of meeting. Meetings may also be conducted virtually when and if the board is unable to meet in-person.

**8.2. Annual Meeting.**

The annual meeting of the members of the Association shall be held in Manhattan Beach or at a place designated by the President following the annual Fair and prior to November 1 of each year, for the purpose of electing officers of the Association and for such other business as may come before the Board.

**8.3. Special Meetings.**

Special meetings may be called by the President or by a majority of the Board of all current members. Notice of any special meeting shall state the purpose for which the meeting is to be held and may be called verbally with a minimum of 48-hours' notice.

**8.4. Notice.**

Agendas for all regular meetings of the Association shall be provided to each board member at least three days prior to the meeting.

**8.5. Regular Meetings.**

Regular meetings, for the purpose of transacting Board business, shall be conducted semi-monthly or as deemed necessary by the President.

**8.6 Quorum**

A quorum, as defined in these bylaws (Article 16), will be required for the transaction of business at all meetings of the board. If there is less than a quorum, the board members present may adjourn the meeting to another time, duly noted.

**8.7. Meeting Voting.**

At all meetings of the Board, each board member present, except for the President, shall have one vote. Voting may be verbally or via written ballot, and any board member may request for a vote to be held by written ballot. In the case of virtually held meetings, email may constitute written ballots. If a vote upon any question before the Board results in an even number of votes being cast for and against the question, the President of the Association may cast a tie-breaking vote. Items to vote on, shall be included within the agenda.

**8.8. Chairperson of Meeting.**

The President, or in his/her absence the Vice President, shall preside at all meetings of the Association. In the absence of the President and Vice President, the CFO shall preside at the meetings of the Association. In the absence of the President, Vice President and CFO, the Board may appoint any member to act as chairperson of the meeting.

**8.9. Secretary of Meeting.**

The Secretary of the Board shall act as secretary of all meetings of the Association; and, in his/her absence, the chairperson may appoint any member to act as secretary of the meeting.

**8.10 Fiscal Year**

The fiscal year of the Association shall be fixed as January 1 to December 31. The board shall have the power to change the fiscal year.

**Article 9 - Committees**

**9.1. Creation.**

The Board may, as it deems necessary from time to time, form and activate committees for the purpose of oversight of the business of the Association. Such committees may include Management, Financial Control, Membership,

Organization, Policy and Procedures. Such other committees as may be required may be created by the President or by Board action.

**9.2. Management Committee.**

When activated, this committee shall consist of at least five board members whose positions involve the organization of the various fair activities, and shall review and modify, as required, the scope, direction and guidelines for the various fair activities.

**9.3 Membership Committee.**

This committee shall consist of the Vice President and at least two other board members and shall select appropriate candidates for membership as may be required to fill vacancies on the Board.

**9.4 Financial Control Committee.**

When activated, this committee shall consist of the CFO and at least three other board members, and shall review and modify, as appropriate, the budgetary and financial controls of the Board and the fee setting structure.

**9.5. Organization Committee.**

When activated, this committee shall consist of the President, Vice President and at least two other board members, and shall review and modify, as required, the organizational structure and function of the Board.

**9.6. Policy and Procedures Committee.**

When activated, this committee shall consist of the President and at least two other board members and shall review and modify, as required, the policies and Bylaws of the Association. The committee will ensure that the organization's culture and strategy align with the Association's mission and values.

**Article 10 - Contracts, Checks, Deposits, Gifts, Donations**

**10.1. Contracts.**

Board members are authorized to enter into contracts on behalf of the Association. Contracts in the amount of \$500 or more shall be approved by the CFO and President (see 10.2)

**10.2. Checks.**

All checks, drafts, etc., in the amount of \$500 or more, issued in the name of the Association, shall be signed by the CFO and either the President, Vice President or Secretary.

### **10.3. Deposits.**

All funds of the Association shall be deposited only to the credit of the Association in a manner selected by the CFO or the Financial Control Committee.

### **10.4. Gifts.**

The President and CFO of the Board may accept on behalf of the Association any contribution, gift, or bequest.

### **10.5. Donations and Grants**

The Association may make donations and grants as determined by a majority of the Board of all current board members. Donations and grants shall be made to charitable organizations and/or provided for scholarships as determined by the Board.

## **Article 11 - Records and Logo**

### **11.1 Records**

The Association shall keep correct and complete records of account and shall also keep minutes of the proceedings of Board activities. A record shall be kept of the names, addresses and terms of all members. All records may be inspected by any board member.

### **11.2 Logo**

The logo of the Manhattan Beach Hometown Fair shall be maintained by the Secretary and shall be authorized for use only by the Board.

## **Article 12 - Scope of the Fair**

The Board shall have the sole right and responsibility of determining the scope of the Annual Fair in regard to size, participation, involvement and activities.

## **Article 13 - Indemnification**

The Association shall indemnify any board member and their respective heirs, administrators, successors and assigns, against any and all expenses and liabilities, including without limitation, amounts paid upon judgments, counsel fees and amounts paid in settlement [before or after suit is commenced], reasonably incurred by or imposed upon such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been a member of the Association, except in relation to matters as to which such member shall be adjudged in any action, suit or proceeding to be liable for his or her own

negligence or misconduct in the performance of his or her duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding [including all appeals], or threat thereof may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the member to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote or otherwise.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, and members. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, or member under this Article shall apply to such officer or member with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **Article 14 - Authority, Federal Tax Status and Dissolution**

### **14.1 Authority**

The authority of the MBHTF is granted by the State of California, USA as a California nonprofit public benefit corporation.

### **14.2 Federal Tax Status.**

The internal Revenue Service issued a determination letter in [date] granting MBHTF exemption from federal income tax under section 501c3 of the Internal Revenue Code (IRC). Per the [dated] letter received from the IRS District Director, MBHTF is currently a “public charity” as defined in IRC section 509. Therefore, donors may deduct contributions to MBHTF as provided in IRC section 170.

### **14.3 Dissolution.**

The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable purposes. Upon the dissolution or phasing down of this corporation, its assets remaining after payment of or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If in compliance with the foregoing sentence, the corporation shall distribute its remaining

assets to the City of Manhattan Beach to be used for parks, recreation, police, fire, paramedic, and youth activities.

### **Article 15 - Definitions and Acronyms**

1. Quorum: The majority of the directors serving on the Board in any given year.
2. Members of the Association: The group of Board Members
3. Board of Directors: The group of Board Members

### **Article 16 - Amendments to Bylaws**

The Board shall have the power to add any provision to or alter or repeal any provision of these Bylaws by a vote of the majority plus one of all current board members, provided that a statement of the proposed action shall have been included in the notice of such meeting of the Board.

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