

BYLAWS OF ROCK HILL'S CHRISTMASVILLE FESTIVAL

ARTICLE I. OFFICES, PURPOSE AND MISCELLANEOUS GOVERNANCE MATTERS

§1.1 Business Office.

The principal office of Rock Hill's ChristmasVille Festival, hereinafter referred to as the Festival, shall be within the State of South Carolina and shall be located in the City of Rock Hill, County of York. The Festival shall maintain at its principal office a copy of all Festival records.

§1.2. Purpose.

The mission of the Festival, an organization dedicated to the continuous economic improvement and advancement of Old Town Rock Hill, is to organize and implement a multi-faceted annual celebration of events observing the customs and cultures of the Christmas season. The Festival is inspired by nationally acclaimed illustrator and former Rock Hill resident Vernon Grant and is designed to celebrate the art and history of his life and career. The Festival encourages all residents to invite friends, relatives and the general public to visit Rock Hill as a regional tourism destination, and is further designed to promote volunteerism and fellowship within the communities of York County.

§1.3. Fiscal Year.

The fiscal year of the Festival will be consistent with that of the Old Town Association. For planning purposes, the Festival Board and committees shall meet from January 1st thru December 31st of each year. The Festival will be four days and scheduled to start on the first Thursday after Thanksgiving of each year and conclude on the following Sunday.

§1.4. Non-Profit Status

- (a) This Festival is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, Governor or private party. The balance, if any, of all money received by the Festival from its operations, after the payment of all debts and obligations of the Festival, shall be used and distributed exclusively for the Festival's future promotion, underwriting, and fundraising purposes.
- (b) Christmasville is produced by the Old Town Association of Rock Hill, South Carolina and therefore the Festival is to operate under the umbrella of the Old Town Association South Carolina 501 (C) (3) not-for-profit organization as defined by the Internal Revenue Code. The Old Town Association South Carolina Corporation Federal Identification Number is 20-4403270.

§1.5 Festival Purchases and Bids

- (a) Whenever possible and financially feasible, local vendors and businesses in the community will be used to fulfill the Festival's service and supply needs, especially those who have supported the Festival.
- (b) An evaluation of each year's vendors' service and supply needs shall become a part of the permanent records of each Festival.

§1.6. ChristmasVille Logo, Trademark and Usage

- (a) The Board, by and through its agents, has undertaken the application process to trademark and/or copyright the word "ChristmasVille," and the multi-year official ChristmasVille logo to ensure they are protected from either accidental or deliberate misuse by others. The official logo is used by the organization for continuing year-round correspondence and general promotion of the Festival. A copy of the official logo, an adaptation of the 1968 Vernon Grant Christmas card, is incorporated herein by this reference as a part of these bylaws.
- (b) When a new Festival image has been approved by both the Christmasville Board of Governors ("Board") and the official representative of the York County Culture & Heritage Museums, it shall be the responsibility of the York County Culture & Heritage Museums to apply for the proper trademarks before the initial public unveiling. The official reproduction of the words "ChristmasVille" shall be consistent as one word with a capital V.
- (c) Under the federal law, in order to maintain a trademark, it must also be protected from any misuse, accidental or otherwise, even by the ChristmasVille organization itself. All volunteers and sponsors must understand that the name and logos may only be used with the permission of the ChristmasVille Board and that absolutely no changes may be made to the trademarked design, including the use of only a portion.

§1.7. Standard Operational Guidelines

A "Standard Operational Guidelines" document, reflecting initial direction from the Board has been established. The document should be updated as needed with the cumulative experience and recommendations of past festival volunteers and boards. The document is to be distributed to board members, officers, Festival leaders and designated volunteers annually. Board members are required to be familiar with this document as well as the bylaws.

§1.8 Members

The persons constituting the first members of the Board were selected by action taken on July 27, 2009 by the City Council of Rock Hill. Thereafter, the eligibility and qualifications for membership, and the manner of an admission into membership shall be prescribed by resolutions duly adopted by the Board.

§1.9 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Board in all cases where they are applicable in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

ARTICLE II. BOARD OF GOVERNORS

§2.1 General Powers.

Unless the bylaws have dispensed with or limited the authority of the Board by describing who will perform some or all of the duties of the Board, all Festival powers shall be exercised by or under the authority of, and the business and affairs shall be managed under the direction of the Board. The powers include, but are not limited to the following:

- (a) Proposed amendments to the bylaws or policies of the Festival;
- (b) the approval or rejection of plans of merger;
- (c) dissolution of the Festival;
- (d) election of new and substitute Governors of the Board; or, removal of a Governor
- (e) The Board, with approval of the Old Town Association, may authorize any officer or officers, agent or agents of the Festival, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Festival, and such authority may be general or confined to specific instances.
- (f) All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Festival with amounts of \$2,500 or more, shall require two signatures. One signature shall be by such officer or agent of the Festival as shall be determined by resolution of the Board, and the other signature shall be by such officer or agent as shall be determined by the Old Town Association. In the absence of such determination by the Festival Board, such instrument shall be signed by the Secretary/ Treasurer or by the President.

- (g) All funds of the Festival shall be deposited to the credit of the Festival in such banks, trust companies or other depositories as the Board may select.
- (h) The Board may accept or reject on behalf of the Festival any contribution, bequest, gift, or device for the general purpose or for any special purpose of the Festival.

§2.2 Number, Tenure and Qualifications of Governors.

Unless otherwise provided in the bylaws, the number of Governors of the Festival shall be not less than twelve and not more than fifteen; the exact number for each year shall be determined by the Board at their annual meeting of each year. Each Governor shall hold office until the annual meeting of the Board or until removed. However, if his term expires, he shall continue to serve until his successor shall have been elected and qualified or until there is a decrease in the number of Governors. Governors need not be residents of the state of South Carolina unless so required by the bylaws.

§2.3 Annual Meeting.

The annual meeting of the Board shall be held on the third Tuesday of February in each year or at such other time on such other day within such month as shall be fixed by the Board, for the purpose of electing Governors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of South Carolina, such meeting shall be held on the next succeeding business day.

§2.4 Regular Meetings.

The Board may provide, by resolution, the time and place (which shall be within the county where the company's principle office is located) for the holding of additional regular meetings. No additional notice is required other than the resolution.

§2.5 Special Meetings.

Unless otherwise provided in the bylaws, special meetings of the Board may be called by the President or at the request of any one Governor. The person authorized to call special meetings of the Board may fix any place, only within the County of South Carolina where this Festival has its principal office as the place for holding any special meeting of the Board, or if permitted by § 2.9, such meeting may be held by telephone.

§2.6 Governor List.

The Secretary/Treasurer of the Board, or such other officer as the Board may determine shall make a complete record of the Governors entitled to vote at each meeting of Governor's thereof, arranged in alphabetical order, with the address of each member. The Governor list must be available for inspection by any Governor, beginning on the date on which notice of the meeting is given for which the list was prepared and continuing through the meeting. The list shall be available at the Festival's principle office and on the Festival's web site or at a place identified in the meeting notice where the meeting is to be held. A Governor, his agent or attorney is entitled on written demand to inspect, and to copy the list at his expense during regular business hours, and during the period it is available for inspection. The Festival shall maintain the Governor list in written form or in another form capable of conversion into written form within a reasonable time.

§2.7. Proxies.

At all meetings of Governors, a Governor may vote in person, or vote by proxy which is executed in writing by the Governor or which is executed by his duly authorized attorney-in-fact. Such proxy shall be dated and filed with the Secretary/Treasurer of the Festival or other person authorized to tabulate votes before or at the time of the meeting.

§2.8 Governor Quorum.

A majority of the number of Governors in office at the time the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board, unless the articles require a greater number. A quorum of the Board is required for the Board to take any action unless otherwise set forth in these bylaws.

§2.9 Manner of Acting.

(a) **Required Vote.** The act of the majority of the Governors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Governors.

(b) **Telephone Meeting.** Any or all Governors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Governors participating may simultaneously hear each other during the meeting. A Governor participating in a meeting by this means is deemed to be present in person at the meeting.

(c) **Failure To Object To Action.** A Governor who is present at a meeting of the Board or a committee of the Board when action is taken is deemed to have assented to the action taken unless:

(1) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; or

(2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Governor who votes in favor of the action taken.

§2.10 Action Without a Meeting.

Action required or permitted at a Board of Governor's meeting may be taken without a meeting if the action is assented to by all members of the Board. The action may be evidenced by one or more written consents describing the action taken, signed by each Governor, and included in the minutes or filed with the corporate records reflecting the action taken. Action evidenced by written consents under this section is effective upon the date the last Governor signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

§2.11 Voting for Governors.

- (a) The President of the Board shall name and head a Nominating Committee in November of each year, composed of members of the current Board to nominate the following year's Board. However, the Board must include the following persons unless such person is unable or unwilling to serve:
- (1) The immediate Past Festival Chairman
 - (2) The current Festival Chairman
 - (3) At least one former President or Past Festival Chairman, other than the immediate Past Festival Chairman
 - (4) The Festival Executive Director representing City of Rock Hill
 - (5) A representative of the Culture and Heritage Museums
- (b) The Nominating Committee shall submit a proposed slate of Governors to the current Board at the February meeting. The key responsibility of the Nominating Committee is to insure that every additional person nominated, beyond those listed above, is willing to work with the Executive Director to maintain sponsors and help solicit new funds from private businesses to fund each year's Festival. The Governors will help recruit and nurture volunteers. Since providing future leadership is a challenge of the process, consideration should be give to the nominees as potential Festival leaders.
- (c) Special considerations of the Nominating Committee should include consideration of potential board members from the York County Convention and Visitors Bureau, Winthrop University and from the multi-cultural community. In those years that a

Convention and Visitors Bureau member is not an elected member of the Board, the Board may appoint a non-voting ex-officio member to the Board. A Vernon Grant historian and/or a Culture & Heritage Deputy Director can also be added as non-voting ex-officio members of the Board. Former members of the Board may be elected immediately following their term as Governor as non-voting ex-officio members of the Board.

- (d) The Board shall vote on the slate at the next annual meeting of the Board. At the annual meeting, the proposed slate will be submitted to the Board. After submission of the slate to the Board, the floor will be opened to nomination. If no further nominations are made, the Board will vote on the proposed slate as a block. If other nominations are submitted, then each Governor will be elected by majority vote of the Board.
- (e) The terms of office shall be two years in length and terms will be staggered with one half of the Board selected at each year's annual meeting. Governors may serve up to three consecutive two-year terms, and may return at the pleasure of the Board, after sitting out at least one year. The President and the Festival Chairman are permitted to serve in their office for two consecutive one-year terms and can serve beyond the three two-year limits if their service as President or Chairman falls outside the six year limit. It is recommended that the Board provide opportunities to volunteers who by their contributions have earned the right to be considered for Board service.

§2.12 Removal of a Governor

Except as set forth in § 2.13, the Board may remove one or more Governors at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause unless the by-laws provide that Governors may only be removed with cause. A Governor may be removed only by a vote of two-thirds (2/3) of the Governors eligible to vote. The Governor whose removal is in question shall not be eligible to vote on the issue.

§2.13 Board Meeting Attendance

Attendance at seven out of the eleven board meetings is required of all Board Governors. Seven absences without Board approval will result in removal from the Board. Excused absences can be approved in advance by the President.

§2.14 Vacancies.

When a vacancy occurs on the Board, the Governors may fill the vacancy. During such time that the Governors fail to fill or are unable to fill such vacancies, if the Governors remaining in office constitute fewer than a quorum of the Board, they may act on by the affirmative vote of all the Governors remaining in office except for the process of electing new Governors, which shall be by majority vote.

A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new Governor may not take office until the vacancy occurs. The term of a Governor elected to fill a vacancy expires at the next meeting of the Board at which Governors are elected. However, if his term expires, he shall continue to serve until his successor is elected and qualifies or until there is a decrease in the number of Governors.

§2.15 Governor's Rights to Inspect Records.

- (a) Minutes and Accounting Records. The Festival shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without meeting, and a record of all actions taken by a committee of the Board in place of the Board on behalf of the Festival.
- (b) Storage of Records and Selected Memorabilia. All official records and selected memorabilia of the Festival, shall be maintained by a board-appointed historian and housed, ideally in one central location. Records prior to the date these bylaws are adopted are maintained at the offices of the Rock Hill Economic Development Corporation.

§2.16 Financial Statements Shall be Furnished to the Governors.

- (a) The Festival shall furnish its Governors annual financial statements, which may be consolidated or combined statements of the Festival and one or more of its subsidiaries, as appropriate, that include a balance sheet as of the end of the fiscal year and an income statement for that year. If financial statements are prepared for the Board on the basis of generally accepted accounting principles, the annual financial statements for the Governor's also must be prepared on that basis.
- (b) If the annual financial statements are reported upon by a public accountant, his report must accompany them. If not, the statements must be accompanied by a statement of the President or the person responsible for the Festival's accounting records:
 - (1) stating his reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and, if not describing the basis of preparations; and
 - (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

§2.17 Compensation.

Unless otherwise provided in the articles, or by resolution of the Board, no Governor shall receive compensation for his service as a Governor. However, this does not preclude any Governor from serving in another professional capacity and receiving reasonable compensation therefore.

§2.18 Committees: a list of committees and team leadership will be presented annually to the Board for approval.

- (a) **Creation of Committees.** Unless the articles of the Old Town Association provide otherwise, the Board may create committees and help appoint team leaders, including non-Governors, to serve on them. Each committee must have two or more members, who serve at the pleasure of the Board.
- (b) **Selection of Members.** The creation of a committee, team leaders and appointment of members must be approved by the majority of all the Governors in office when the action is taken.
- (c) **Required Procedures.** The provisions of this Article II, which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board, apply to committees, team leaders and their members.

ARTICLE III. OFFICERS

§3.1 Number.

The officers of the Board shall be a President, Festival Chairman, Festival Executive Director and a Secretary/Treasurer, each of whom, with the exception of the Festival Executive Director, shall be appointed by the Board. The Festival Executive Director is a paid employee of the City of Rock Hill and shall be appointed by the appropriate City supervisor. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board. If specifically authorized by the Board, an officer may appoint one or more officers or assistant officers. The same individual may simultaneously hold more than one position within the Festival.

§3.2 Appointment and Term of Office.

The officers of the Board shall be elected by the Board for a one year term or until new officers are elected by the Board. Officers may serve two consecutive one-year terms.

§3.3 President.

The President shall be the principle executive officer of the Festival and, subject to the control of the Board, shall in general, supervise and control all of the business and affairs of the Board. He shall, when present, preside at all meetings of the Board. In his absence, the Festival Chair will preside. He may sign, with the Secretary/Treasurer or any other proper officer of the Festival hereunto authorized by the Board, certificates, deeds, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Festival, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Governors from time to time.

§3.4 Festival Chairman.

- (a) The Festival Chairman is an official member of the Board and shall serve as the official Festival spokesperson and goodwill ambassador throughout the entire year of his term as Chairman. This will include representing the Festival at public meetings and gatherings and will officiate at public functions during the actual Festival, and represent the Festival to the mass media.
- (b) In the absence of the Board President, the Festival Chairperson 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, and shall perform such other duties as from time to time may be assigned to him by the President or by the Board.
- (c) In the Festival Chairman's absence, the President of the board will assume these responsibilities.
- (d) The Festival Chairman will work closely with the Festival Director and the Board to identify and solicit businesses as sponsors for the Festival.

3.5 Festival Executive Director

- (a) The Festival Executive Director is the paid City of Rock Hill staff member responsible for the implementation of the annual Festival. The Director is an official member of the Board and will not be subject to term limits. The Director will be appointed by and serve at the pleasure of the appropriate City of Rock Hill supervisor. The Board and particularly the Chair of the upcoming Festival, will advise and assist the Executive Director in the performance of the following duties:

- (1) Appointment of the working committees for the upcoming Festival

- (2) Preparation of a tentative schedule of events for presentations to the Board no later than the June board meeting
 - (3) working with the Board Secretary/Treasurer in preparing a tentative Festival budget, for presentation to the Board no later than the August board meeting.
 - (4) responsibility for business fundraising, with strong Board support, and writing grant applications to underwrite the Festival.
- (b) The Director shall report at each Board meeting on Festival plans and progress, and any addition or changes to the schedule or proposed budget.
 - (c) The Director shall keep the minutes of the proceedings of the Board meetings and provide them to the Board prior to each general meeting.
 - (d) The Director is responsible for ensuring that all team leaders and volunteers are knowledgeable about ChristmasVille's bylaw requirements regarding the trademarked Festival logo and solicitations of bids for materials or services.
 - (e) The Director is responsible for ensuring that team leaders and volunteers are knowledgeable about ChristmasVille sponsorship packages and guarantees, including signage, and that only authorized members of the Board or the Sponsorship Committee may solicit funds for the festival.

§3.6 Secretary/Treasurer

- (a) Secretary/Treasurer will work with the Festival Director to prepare a tentative Festival budget, for presentation to the Board no later than the August board meeting.
- (b) Secretary/Treasurer will make sure that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (c) Secretary/Treasurer will maintain the Festival records.
- (d) When requested or required, Secretary/Treasurer will authenticate any records of the Festival.
- (e) Secretary/Treasurer will keep a register of the address of each Governor.
- (f) In general, the Secretary/Treasurer will perform all duties incident to the office of secretary and treasurer and such other duties as from time to time may be assigned to him by the President or by the Board.

**ARTICLE IV. INDEMNIFICATION OF GOVERNORS, OFFICERS,
AGENTS, AND EMPLOYEES**

§4.1 Indemnification of Governors. Indemnification shall be provided under the bylaws of the Old Town Association. Unless otherwise provided in the bylaws, the Festival shall indemnify any individual made a party to a proceeding because he is or was a Governor of the Festival, against liability incurred in the proceeding, but only if such indemnification is both (i) permissible and (ii) authorized, as defined in subsection (a) of this § 4.1.

- (a) **Determination and Authorization.** The Festival shall not indemnify a Governor under this § 4.1 of Article IV unless:
 - (1) **Determination.** A determination has been made by the Board of Governors, exclusive of the Governor in question, that the Governor met the standard of conduct set forth in subsection (b) below, and
 - (2) **Authorization.** The Board authorizes payment after they have concluded that the expenses are reasonable, the Festival has the financial ability to make the payment, and that the financial resources of the Festival should be devoted to this use rather than some other use.

- (b) **Standard of Conduct.** The individual shall demonstrate that:
 - (1) he conducted himself in good faith; and
 - (2) he reasonably believed:
 - (i) in the case of conduct in his official capacity with the Festival, that his conduct was in its best interests; and
 - (ii) in all other cases, that his conduct was at least not opposed to its best interests; and
 - (iii) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

- (c) **The Board shall not indemnify a Governor under this § 4.1:**
 - (1) in connection with a proceeding by or in the right of the Festival in which the Governor was adjudged liable to the Festival; or
 - (2) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

§4.2 Indemnification of Officers, Agents, and Employees Who Are Not Governors.

Unless otherwise provided in the articles of the Festival, the Board may indemnify and advance expenses to any officer, employee, or agent of the Festival who is not a Governor of the Festival, to any extent, consistent with public policy, as determined by the Board.

ARTICLE V. AMENDMENTS

§5.1 Amendments.

- (a) The Board may amend or repeal any of the Festival's bylaws unless:
 - (1) the Board in adopting, amending, or repealing a particular bylaw provides expressly that the Board may not further amend or repeal that bylaw; or
 - (2) the bylaw either establishes, amends, or deletes, a supermajority quorum or voting requirement
- (b) Any notice of a meeting of the Board at which bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of bylaws and contain or be accompanied by a copy or summary of the proposal.

The undersigned President, Chairman, and Secretary/Treasurer of **Rock Hill's ChristmasVille Festival**, hereby certify that the above bylaws were approved by the City of Rock Hill and are hereby adopted by the Festival Board on this _____ day of _____ 2010.

President, John D. Rinehart

Chairman, Allan M. Miller

Attest: _____
Secretary/Treasurer, Andrew Shene

Approved by the following Board of Governor members this same date.

Charlie Miller

Debra Heintz

James Heckle

Margaret Wallace

Serena Williams

Terry Windell

David Williams

Jane Hayes

Andrea Cooper

Candy Clapp

Mary Lynn Norton

Debbie Garrick