

**PHILLIPS CZECHOSLOVAKIAN COMMUNITY FESTIVAL, INC.  
BY-LAWS**

Tax Exempt # is 008-0000348702-04 (ES-35287) Wisconsin Sellers Permit  
#391432 (39-1503847)

**ARTICLE I. MEETINGS**

- Section 1.** Phillips Czechoslovakian Community Festival, Inc, Executive Board, shall meet at such times and places as shall be prescribed by the Board of Directors.
- Section 2.** Meetings shall be held at least seven times during a twelve-month period.
- Section 3.** January 1 to December 31 shall be the fiscal year.
- Section 4.** A festival wrap-up meeting shall be held no later than two months after the festival date.

**ARTICLE II. DUES**

- Section 1.** No dues shall be solicited.

**ARTICLE III. ELECTION OF OFFICERS**

- Section 1.** Nominees for the election of officers of the Executive Board and Board of Directors shall be selected by a Nominating committee consisting of three Board of Director members appointed by the President during the June Meeting of each year. After contacting potential candidates to determine their interest, the Nominating Committee will present a proposed slate of offices and Board of Directors at the August meeting. Additional candidates may be presented for consideration at the meeting.
- Section 2.** The president may not be a member of the nominating committee.
- Section 3.** The election shall be held at the September meeting.
- Section 4.** Voting shall be by secret ballot.

**ARTICLE IV. EXECUTIVE BOARD**

- Section 1.** The Executive Board consists of members who have been elected (President, Vice President, Secretary, and Treasurer) and those appointed by the President.
- Section 2.** Appointed positions include, Community Outreach; General Publicity; Lidice Memorial; Queen Pageant; Festival Chairman; Appreciation Dinner; and

Webmaster. This list can be added or modified based on the changing requirements of the Executive Board.

**Section 3** All Executive Board meetings are open to any member of the community who is interested in the objectives of the Phillips Czechoslovakian Community Festival, Inc.

## **ARTICLE V. DUTIES OF ELECTED OFFICERS**

**Section 1.** Board of Directors (BOD)

**a.** The business and affairs of the corporation shall be managed by the board of directors.

**b.** The purpose of the Board of Directors is to provide overall policy guidance and direction to the Phillips Czechoslovakian Community Festival, Inc, and the Executive Board.

**c.** There are 16 members elected for a staggered four year term.

**d.** A BOD director may be replaced if they are no longer active in the activities associated with the Phillips Czechoslovakian Community Festival, Inc If a Director is replaced, the new person assumes the remaining part of the four year period.

**e.** Reviews any changes to the By-Laws and/or Constitution prior to submitting the changes, with recommendations to the General Membership meeting.

**f.** The BOD nominates individuals for elected positions.

**Section 2.** *President*

**a.** The president shall preside at the general meetings of the membership.

**b.** Have general charge of the business of the corporation

**c.** Preside at all meetings of the Board of Directors.

**d.** Shall be the principal executive officer of the corporation.

**e.** Shall have the authority subject to the control of the Board of Directors to appoint such duties and powers and to delegate authority to them.

**f.** Shall have the authority to sign, with the secretary, all documents or other instruments necessary and proper in the conduct of the business of the corporation and in the absence of the Treasurer, to sign all checks with approval of the board.

g. Shall perform all duties incident to the office of president and such other duties as may be prescribed by the board from time to time.

**Section 3. *Vice-President***

a. The vice-president upon request or in the absence of the president shall assume the duties of that office.

b. Shall have all the powers of and be subject to all the restrictions upon the president.

c. Shall perform such other duties and shall have such authority from time to time as may be assigned to him by the president or board of directors.

**Section 4. *Secretary***

a. The secretary shall keep the minutes of the meeting of the membership and the board of directors.

b. Shall see that notices are duly given in accordance with the provision of these by-laws.

c. Be custodian of the records of the corporation.

d. Keep a register of the post office address and phone numbers of each member.

e. Sign with the president or vice-president all instruments and documents of the corporation.

f. Perform all duties incident to the office of secretary.

g. Shall have available a copy of the by-laws at each meeting.

h. Shall be responsible for contacting the news media of each pending meeting and shall contact the board of directors informing them of same.

i. Shall have such other duties and exercise such authority as from time to time may be delegated or assigned by the president or board of directors.

**Section 5. *Treasurer***

a. The treasurer shall have charge and custody of and be responsible for all monies and annual funds of the corporation.

- b.** Receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies of the corporation in such banks or other depositories as shall be selected by the board of directors.
- c.** Perform the entire duties incident to the office of treasurer and have such other duties and exercise such other authority as may be delegated or assigned by the president or board of directors.
- d.** In the event the treasurer cannot attend any given meeting, a report should be presented to another officer prior to that meeting.
- e.** Shall have the power to sign checks and to conduct business for the corporation after approval by the board.
- f.** In the event a meeting is not held at a time when bills are due and payable, the treasurer may pay bills with the approval of the president.

## **ARTICLE VI. DUTIES OF APPOINTED POSITIONS**

### **Section 1. *FESTIVAL CHAIRMAN AND STANDING COORDINATORS***

- a.** The purpose of the festival chairman and standing committee coordinators shall be to carry out the business dealings of the annual Czech-Slovakian Community Festival.
- b.** The chairman shall work closely with the president of the corporation.
- c.** The chairman shall choose the standing committee Coordinators for each area and coordinators will ask for volunteer workers to assist them.
- d. Standing Committees:** Bakery Booth, Concessions, Cultural Booth, Dance, Dining Room, Dinner, Entertainment, Gifts, Special Guest Relations, Hospitality Table, Festival Publicity, Buttons, Arts & Crafts, Decorations, Tickets, Raffle
- e.** Other Coordinators may be named at the discretion of the Festival Chairman.
- f.** The Festival Chairman shall give monthly progress reports to the Executive Board at each meeting.
- g.** A Festival Chairman for the next festival year will be called for at the wrap up meeting for the current year. This is on a voluntary basis.
- h.** The Festival Chairman shall be responsible for making arrangements for the sites of each activity for the next festival.

i. The Festival chairman shall announce the dates of the festival for the coming year, (always the third weekend in June) at wrap up meeting for the current year.

**Section 2. *LIDICE MEMORIAL CHAIRMAN***

a. The Lidice Chairman is the focal point for subjects dealing with the monument, park, historical signs, and annual remembrance.

b. This position is appointed by the President and approved by the Executive Board.

c. The Lidice Chairman provides status to the Executive Board at the monthly meeting, as required.

d. The Lidice Chairman must coordinate with the Festival Chairman, activities and events that occur during the annual festival.

**Section 3. *WISCONSIN QUEEN PAGEANT CHAIRMAN***

a. The Queen Pageant Chairman is the focal point for all subjects dealing with the Queen Pageant, before, during and after the pageant.

b. This position is appointed by the President and approved by the Executive Board.

c. The Queen Pageant Chairman provides status to the Executive Board at the monthly meeting, as required.

d. The Queen Pageant Chairman must coordinate with the Festival Chairman, activities and events that occur during the annual festival.

**Section 4. *COMMUNITY OUTREACH CHAIRMAN***

a. The Community Outreach Chairman is the focal point for activities with the community that fall outside other committee's area of responsibility. The following examples are provided:

- (1). Library displays
- (2). School Involvement prior to festival
- (3). Children's activities outside festival
- (4). Items sold outside Czech-Slovak festival event
- (5). Participation at other activities/festivals in the community

b. This position is appointed by the President and approved by the Executive Board.

c. The Community Outreach Chairman provides status to the Executive Board at the monthly meeting, as required.

## **ARTICLE VII. AMENDMENTS**

**Section 1.** These by-laws may be amended by a submission of an amendment in writing to the Board of Directors who reviews the proposed changes and submits the changes with recommendations to the General Membership meeting, where a two-thirds majority of the members attending agree to the changes.

## **ARTICLE VIII. RULES OF ORDER**

**Section 1.** Robert's Rules of Order newly Revised (current edition) shall be the authority of Parliamentary procedure for all meetings.

## **ARTICLE IX. DISSOLUTION**

**Section 1.** Dissolution of this organization shall require the affirmative vote for dissolution of three-quarters of the directors present at a Board of Directors Meeting. The Board of Directors Meeting needs a minimum of seven members of the board present to hold a vote on dissolution of this organization. Upon approval of the board, the proposal for dissolution shall be presented to the membership at a scheduled monthly meeting. The affirmative vote for dissolution of three quarters of the membership present is required for dissolution of this organization.

**Section 2.** Upon dissolution, the Board of Directors will ensure that all debts are settled. Remaining assets will be distributed within the meaning of 501(c)(3) of the Internal Revenue Code to other organizations that have a similar mission to this organization.

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**Vernette J. A. Moravek, President**

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**Joanne Nielsen, Secretary**

Revised February 20, 1999  
Revised October 7, 2004  
Revised October 14, 2006  
Revised May 9, 2009  
Revised April 16, 2016