

2023 BYLAWS TUCSON CELTIC FESTIVAL ASSOCIATION, INC. (TCFA)



Article I. Preamble and Introduction

Section 1. General

The purpose of the TCFA shall be to preserve the Celtic customs and cultures through educational programs and the production of the annual Tucson Celtic Festival and Scottish Highland Games and other Celtic events.

The TCFA fosters national and international sports competition to support and develop athletes for competition in traditional Scottish athletic contests worldwide. The TCFA supports Highland Dance competition and Piping contests when feasible.

Section 2. Definitions

- A. Officer shall mean an elected individual serving on the TCFA Board of Directors holding one or more of the following four (4) positions: President, Vice President, Secretary, or Treasurer.
- B. Board Member shall mean an elected individual on the TCFA Board of Directors who serves in the capacity of active support and oversight of the TCFA Officers and TCFA operations. There are three (3) Board Members.
- C. Sergeant at Arms shall mean a non-voting, elected individual on the TCFA Board of Directors tasked with maintaining proper decorum at all formal Board Events.
- D. Members shall mean individuals who are members in good standing of the TCFA pursuant to membership rules of the TCFA.
- E. Newsletter Editor shall mean the individual, selected by the Board, responsible for the compilation and publication of the electronic Newsletter.
- F. Newsletter shall mean the official publication of the TCFA, in electronic form, to be used to report items such as election results, upcoming events, calls for volunteers, and other notices and announcements of the TCFA to the general membership.

Section 3. Additional Definitions

- A. Association refers to a group of people or organizations that come together for a common purpose, such as a shared interest, goal, or activity. It can also refer to the act of connecting or linking things together in some way.

- B. Festival is a special event or occasion that is celebrated by a community or group of people. It often involves traditional customs, rituals, or activities that are specific to the culture or religion being celebrated. Festivals can be held for a variety of reasons, such as to mark the changing of seasons, commemorate historical events, or honor religious figures. They are often characterized by music, dance, food, and other forms of celebration.
- C. Highland Games are a traditional Scottish sporting event that takes place throughout Scotland and other parts of the world with Scottish heritage. The games typically feature a variety of athletic competitions, such as caber tossing, stone putting, hammer throwing, and tug-of-war. Additionally, there are also traditional Scottish music and dance performances, as well as cultural exhibitions and activities. The Highland Games serve as a way to celebrate Scottish culture, heritage, and sport.

Article II. Purpose and Objectives

Section 1. The TCFA is a nonprofit public benefit corporation. It is organized under the Nonprofit Public Benefit Corporation Law by the State of Arizona for charitable purposes.

Section 2. Founded in 1987, the TCFA is an independent educational, non-secular, non-profit 501(c)(3) corporation formed to promote Celtic culture, tradition, and customs.

Section 3. The TCFA may provide educational seminars, free of charge, to TCFA area schools on the topics of Celtic history/culture, music, dance, and athletics. Priority may be given to "under-performing schools" and "at-risk students".

Section 4. Notwithstanding any other provisions of these bylaws, the TCFA shall not carry on any other activities not permitted to be carried on:

- A. by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
- B. by a corporation to which are deductible under Section 170(c) of the Internal Revenue Code.

Section 5. The TCFA shall be prohibited from carrying on propaganda or otherwise attempting to influence legislation, and TCFA shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 6. The property of TCFA is irrevocably dedicated to the support of its mission and no part of the net income or assets of the TCFA shall ever benefit any director, officer, or member thereof, or benefit of any private person. Upon receiving a request from a member in good standing, the Board will consider and approve or deny the loan of any athletic or physical property. If the Board approves it, the property can be loaned out. The loaner must sign the equipment out, the Quartermaster in charge of maintaining a record of such loans will photograph the equipment and, upon receipt of the returned equipment, will then photograph it again within the storage unit.

Section 7. Upon the dissolution of the TCFA, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a valid nonprofit fund, foundation, or corporation of the Board of Director's choosing that is organized and operated exclusively for the perpetuation of Celtic culture and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article III. Incorporation

Section 1. Name of Corporation. The name of the Corporation shall be TUCSON CELTIC FESTIVAL ASSOCIATION, INC.(TCFA), hereinafter referred to as the TCFA. The TCFA was established in April 1987, and incorporated October 1991, as a nonprofit organization.

Section 2. Mailing Address. The mailing address of the TCFA, an Arizona nonprofit corporation, shall be PO Box 40665, Tucson, AZ 85717, or such place as the Board of Directors may designate. The Board of Directors may change the mailing address by majority approval of the Board.

Section 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the TCFA, but if in any instance a corporate seal be used, the same shall be a circle having on the circumference thereof the name of the TCFA and in the center the words "corporate seal", the year incorporated, and the State where incorporated.

Article IV. Corporate Structure

Section 1. Leadership. Board of Directors shall mean the elected Board of Directors for the TCFA. The Board of Directors consists of eight (8) positions: Four (4) Officers: President, Vice President, Secretary, and Treasurer; three (3) Board Members, also known as Members at Large; and one (1) Sergeant at Arms (non-voting Member). Each Board Member shall be assigned a Seat from 1 to 3 for election purposes.

Reference Appendix A for current TCFA Board and Elected Members.

- A. **Officers:** President, Vice President, Secretary, Treasurer, Board Members, and Sergeant at Arms
 - a. Elected: All Board of Directors are elected positions.
 - b. Appointed: In the case of a Board Director resigning, being expelled, being otherwise unable or unwilling to continue in the position, or dying, the President shall appoint a member in good standing and the Board of Directors must approve that appointment.
- B. **Standing Committees:** Catering, Clans, Entertainment, Marketing, Fields, Membership, Merchandise Sales, Newsletter, Operations, Program/Publications, Sponsorships, Scholarship, Vendors, Volunteers, Website, Social Media, Workshops
- C. **Temporary or Ad Hoc Committees:** Audit, Bylaws, Election
- D. **Memberships:** Regular (individual or family), associate, sponsoring, Honorary, and Ad Hoc

Article V. Leadership Roles and Responsibilities

Section 1. Elected Officials

- A. President
- B. Vice President
- C. Secretary / Administrative Officer

- D. Treasurer / Financial Officer
- E. Board Members (Members at Large)
- F. Sergeant at Arms

Section 2. Appointed Officials

- A. Chaplain
- B. Catering Chair
- C. Clan Chair
- D. Entertainment Chair
- E. Field Chair
- F. Marketing Chair
- G. Membership Chair
- H. Merchandise Sales Chair
- I. Newsletter Editor
- J. Operations Chair
- K. Program/Publications Chair
- L. Sponsorship Chair
- M. Scholarship Chair
- N. Vendor Chair
- O. Volunteer Chair
- P. Social Media Chair
- Q. Webmaster
- R. Workshop Chair
- S. Festival Coordinator
- T. Quartermaster (Property Manager)
- U. Athletic Director
- V. Election Chair
- W. Others as needed and appointed by the Board of Directors

Section 3. Membership

- A. Regular members
 - a. Individual
 - b. Family
- B. Associate members
 - a. Clans
 - b. Society (organization)
- C. Sponsoring members
 - a. Friend of the Isles
 - b. Sustaining
 - c. Patron
 - d. Steward

- e. Benefactor
 - f. Contributing
- D. Honorary members
- E. Ad Hoc members (free memberships)

Section 4. Committees

- A. Standing. Catering, Clans, Entertainment, Marketing, Fields, Membership, Merchandise Sales, Operations, Program/Publications, Social Media, Sponsorships, Vendors, Volunteers, Website, Social Media, Workshops
- B. Festival committee. Board of Directors plus all Committee Chairs.
- C. Temporary. Audit, Bylaws, Election
- D. Scholarship. The TCFA shall maintain a scholarship fund to be distributed at its discretion. Scholarships are only offered to children ages 5 to 17 years of age. Scholarships may be applied for by any individual as allowed by the scholarship guidelines. The purpose of the scholarship program is to further the Celtic customs and culture through education, in the categories including, but not limited to: history, heritage, language/literature, dance, music, athletics, or food and beverage.
- E. Newsletter. The Newsletter Editor shall compile and publish the electronic Newsletter at least two times a year. The content of the Newsletter shall reflect good taste and responsible journalism in the discretion of the Board. The Editor shall submit a draft of the Newsletter to the Board in a timely manner so as to allow for review and editing prior to the anticipated date of publication. Final editorial decisions are reserved by the Board. The position and length of service of the Editor shall be voluntary or by appointment as determined by the Board.
- F. Others as needed and appointed by the Board of Directors

Article VI. Administrative

Section 1. Representation and Correspondence. The TCFA Secretary shall be the administrative representative for the TCFA Board. TCFA Board documentation shall be maintained as detailed in these bylaws. Correspondence with the General Membership shall be via email. It can also be completed via any of the following: notifications posted to the TCFA web page, via social media outlets, or via meeting/in-person interaction. The TCFA Board reserves the right to decide the most appropriate means of communication with the public and Members on a case-by-case basis depending on the nature of the information being shared.

Section 2. Elected.

- A. Checks and Balances/Separation of Powers. In accordance with the State and Federal laws and mandates, all duties of the TCFA Board in its entirety shall be overseen by the Elected Board Members.

- B. Duties. It shall be the duty of the TCFA Board collectively and individually to:
- a. Perform any and all duties imposed on them collectively or individually by law, by Articles of Incorporation of the TCFA, or by these bylaws.
 - b. Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix compensation, if any, of all agents and employees of the TCFA.
 - c. The three (3) Board Members shall provide oversight of the four (4) Officers and any agents and employees, whether temporary or permanent, of the TCFA to assure that their duties are performed properly.
 - d. Meet at such times and places as required by these bylaws.
 - e. Register their addresses with the Secretary of the TCFA. Notices of meetings on the TCFA website, electronically mailed, or paper mailed shall be valid notices.
- C. Vacancies, Removals, Directors' Replacements.
- a. Vacancies of the Board of Directors shall exist (1) on the death or removal of any Director, (2) whenever the number of authorized Directors is increased, and (3) Voluntary resignation of any Director.
 - b. The Board of Directors may declare a director's office vacant who has been declared of unsound mind by a final court order, convicted of a felony, or being found by a final order or judgment of any court to have breached any duty under the Arizona Nonprofit Public Benefit Corporation Law.
 - c. Any Director may resign effective immediately upon giving written notice to the President, Vice President, or Secretary of the TCFA, unless the notice specifies a later time for the effectiveness of such resignation and the Board of Directors accepts a later date.
 - d. Vacancies on the Board shall be filled by appointment of the President, subject to the approval of a majority of the complete Board of Directors. Any Director so appointed will serve until the next annual meeting of the Board or until the commencement of the appropriate election cycle for the given position. A Director shall be subject to removal only for cause as defined by statute and interpreted by Arizona case law.
- D. Compensation. Directors shall serve without compensation except that they shall be allowed and paid compensation for any special services or work performed by them that is specifically approved by the Board of Directors as compensable. In addition, they shall be allowed reasonable reimbursement of expenses incurred during the performance of irregular duties. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is authorized by law and approved by the Board.
- E. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation unless the Director is personally signatory.
- F. Litigation Expense Reimbursement. To the extent that a person who is, or was, a Director, Officer, employee, or other agent of the TCFA has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceedings brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of TCFA, or has been successful in defense of any claim, issue, or matter, therein such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the TCFA, but only to the extent allowed by, and in accordance with, the requirements of the Arizona Non-Profit Public Benefit Corporation Law.

- G. Insurance for TCFA Agents. The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, employee, or other agent of the TCFA) against any liability other than for violating provisions of law relating to self-dealing (of the Arizona Non-Profit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provision of the Arizona Non-Profit Public Benefit Corporation Law.

Section 3. Combined Offices. Although each office is preferred to be filled by separate individuals, a Member may hold more than one office simultaneously, e.g. Secretary and Treasurer, however, a Member may not be President and Secretary simultaneously.

Section 4. Compensation. The officers of the TCFA shall receive no compensation for services provided as related to their Board position. Board Members may be eligible for compensation for services not related to their Board position (i.e. as a vendor, judge, announcer, athletic director, etc.), as allowed by Internal Revenue Code and Treasury Regulation § 53.4958-6.

Section 5. Resignation and Removal. An Officer of the TCFA may resign at any time by delivering written notice to the TCFA's President, Vice President, or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later date and the Board of Directors agrees to the later date. See also Article VII, Section 2. If a resignation is made effective at a later date and the TCFA Board accepts the future effective date, it may fill the pending vacancy before the effective date if the successor does not take office until the effective date. The Board may remove any Officer at any time for cause and any Officer, if appointed by any other Officer, may likewise be removed by such Officer.

Section 6. Appointed.

- A. Other Officers. There may be other Officers and Assistant Officers who perform such duties as may be assigned from time to time by the Board. Any such assignments(s) shall be overseen by Elected TCFA Board Members.
- B. Festival Coordinator may be appointed each January by the in-coming Board of Directors. This position is to be for a term of one (1) year. Any member holding such a position may do so for more than one (1) term, which may be consecutive at the Board of Directors approval.
- a. Responsibilities. The Festival Coordinator shall assume the role and responsibility deemed necessary and appropriate by the President. The Festival Coordinator shall answer directly to the President, but shall also be accountable to the Board of Directors. The Festival Coordinator may interact with the committee chairs in a manner that is agreeable to both the President, the Board of Directors, and the Chair for each individual committee.
- b. Eligibility. To be eligible to be Festival Coordinator, the individual shall be a member in good standing and shall have been active in at least one annual TCFA Festival. This time requirement may be waived by unanimous determination of the Board.

Section 7. Committees.

General. Except as otherwise provided in these bylaws, the President, with the advice and consent of the Board, shall establish committees with the authority and power set forth by resolution approved by a majority of the complete Board. All committees shall be subject to the Articles of Incorporation and the bylaws of the TCFA. Each committee shall have a chairperson appointed by

the President with the exception of the Election Committee (See Article VI, Section 11.) Meetings of committees shall be upon the call of the chairperson. All issues to be decided in committee shall require a simple majority vote of the members of the committee, provided a quorum is present. The presence of one-half (1/2) of the members of any committee shall constitute a quorum. The number of committee members should be greater than three.

Section 8. Membership

A. Eligibility

- a. Membership in the TCFA shall be available to any individual or entity. Membership shall be open to recognized Celtic groups or any individual who is interested in the Celtic culture, without regard to age, gender, race, creed, religion, sexual orientation or identity, or national origin. All memberships shall have the same rights, privileges, restrictions, and conditions. The TCFA shall offer a Regular Membership with two registration options - Individual Membership or Family Membership.
- b. Individuals or families who complete the registration requirements are accepted into TCFA, remain current on their dues, sign TCFA's Code of Conduct, adhere to the TCFA bylaws, and attend 75% of monthly meetings and events shall be considered TCFA members in good standing. Membership may be revoked via the procedures detailed in Termination of Membership.
- c. TCFA Directors, Officers, and Committee Members shall be current TCFA members. Membership in TCFA is not required to participate in TCFA events. Current TCFA members may receive a reduced event entry fee at the discretion of the TCFA Board of Directors.

B. Type

- a. Individual Membership is for one unique individual. The individual membership includes voting privileges with one vote. Voting privileges commence **after** the attendance of one meeting.
- b. Family Membership includes registration for the main family member and up to three (3) additional family members. The additional family members shall be related to the main family member by family association (spouse or dependent child as an example). The Family shall have full rights as described in these bylaws, except for voting privileges which shall be limited to two (2) adult votes. The intent is for two (2) adult members of the family to have individual voting privileges and any other dependent children would not have voting privileges but would be able to obtain available discounts for TCFA events. Voting privileges commence **after** the attendance of one meeting.
- c. The Board reserves the right to create Alternative Membership Levels, including but not limited to Associate Membership and Sponsoring Membership. These additional options, if available, shall be outlined on the TCFA membership application form. Voting privileges for alternative membership levels commence **after** the attendance of one meeting.

C. Dues

- a. The TCFA membership period shall run for one calendar year, starting January 1st, and ending December 31st. The annual membership dues shall be established and published by the TCFA Board. The TCFA Board reserves the right to adjust the amount of dues annually with a majority vote of the TCFA Board.
 - i. Dues are payable January 1st, and past due on January 31st of each year.
 - ii. Any individual, family, society, or organization who joins the TCFA and pays dues during the last two (2) months of the year shall be deemed to have paid dues for the following year, and shall be considered a member.

- iii. Regular member (voting privileges)
 - 1. Individual: \$25
 - 2. Family: \$50
- iv. Associate member (voting limited to one vote)
 - 1. Clans: \$50
 - 2. Society (organization): \$50
- v. Sponsoring member (voting limited to one vote)
 - 1. Friend of the Isles: \$50.00
 - 2. Sustaining: \$75.00
 - 3. Patron: \$100.00
 - 4. Benefactor: \$200.00
 - 5. Contributing: \$500.00+
- vi. Honorary: Free (no voting privileges)
- vii. Ad Hoc: Free (no voting privileges)

D. Inspection Rights of Members

Each Member shall have the following inspection rights, for a reasonable purpose related to such person's interest as a Member:

- a. To inspect and copy the record, at his or her own expense, of all members' names, at reasonable times, upon thirty (30) business days prior written demand on the TCFA, which demand shall state the purpose for which the inspection rights are requested. The TCFA Board shall fulfill such demands as timely as possible but reserves the right to impose extensions to the thirty (30) days timeframe at its discretion.
- b. To inspect at any reasonable time the books, records, or minutes of proceedings of the TCFA Board or committee meetings, upon thirty (30) business days prior written demand on the TCFA, which demand shall state the purpose for which the inspection rights are requested. The TCFA Board shall make these documents available by any efficient means including but not limited to email, access to shared document repository websites, or hardcopy mailed to the address provided by the requesting Member upon prepayment of requisite postage and copying costs paid by the member. TCFA will determine the time necessary to fulfill the request, up to and including 60 days.
- c. Right to copy and make extracts. Any inspection under the provisions of these bylaws may be made in person or by an agent or attorney; the right to inspection includes the right to copy and make extracts at the requester's expense.

Section 9. Meetings.

- A. Location: Northminster Presbyterian Church, 2450 E. Ft. Lowell Road, Tucson, AZ 85719 or any other location deemed necessary by the TCFA Board
- B. Time: Held from 9am until 11am or possibly longer, if needed
- C. Annual Election Meeting: Held on the 2nd Saturday in January for elections
- D. Monthly: Held on the 2nd Saturday of every month except May and November
- E. Board: Held as needed
- F. Special: Held every Saturday in the month of October or when Bylaws are updated
- G. Agendas: Agenda are available at all monthly meetings and as needed at Board meetings
- H. Meeting Conduct: Members must sign TCFA's Code of Conduct when attending their first meeting of each calendar year

Section 10. Notification.

- A. Notices shall be given by the Secretary or, if he/she is absent, is unable, or refuses to act, by any other Board Member. Each notice shall specify the place, the day, and the hour of the meeting, and in the case of special meetings, the general nature of the business to be transacted.
 - a. The Annual Meeting of the Board and membership shall be given at least ten (10) days notice prior to the date thereof.
 - b. Monthly meetings shall be given at least five (5) days notice prior to the date thereof.
 - c. Board and Special meetings called by the President shall be given at least five (5) days prior to the date thereof.
- B. Annual Election Meeting. Annual Election meeting of the TCFA shall be held at such time and place as the TCFA Board designates. All Current Members, regardless of voting privilege, shall be allowed to attend the Annual Election Meeting. Only Current Members with voting privileges, as detailed in these bylaws, shall have voting rights at the Annual Election meeting. Reasonable notice of the Annual Election meeting shall be provided to the General Membership via email to all Current Members. Meeting minutes from the Annual Election Meeting shall be kept and made available to the public within 30 days upon completion of the meeting.
- C. Board Meetings. The TCFA Board shall meet at regular intervals as determined appropriate by the current President. Board Meetings shall occur not less than twice a year and may be conducted in person or via virtual meeting. Meeting minutes of the TCFA Board shall be kept and maintained by the TCFA Secretary as detailed in these bylaws.
 - a. At all meetings of the Board, one-half (1/2) of the members of the full Board shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by Articles of Incorporation, bylaws, or provisions of the Arizona Corporation Code.
 - b. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.
 - c. A group text of the Board, conference telephone, or similar communication equipment may be utilized in accordance with the law of Arizona.
 - d. Action may be taken by the Board without a meeting if a written consent is signed by all of the Directors before the action is taken.
- D. Board Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of Board individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of the TCFA authorize the Directors to so act. Such a statement shall be the prima facie evidence of such authority.
- E. Monthly Meetings. A regular membership meeting shall be held monthly. The two exceptions are the months of May and November, as these are the months that the Annual Mother's Day Tea and Annual Festival are held respectively. It is necessary to hold additional meetings as required during the month of October preceding the Festival.

- F. Canceled Meetings. Certain circumstances may make it impossible to hold a monthly meeting. In that case, the reasons shall be documented by the Board and the General Membership notified accordingly.
- G. Special Meetings. Special Meetings of the Board may be called by an Officer or any Board Member by giving reasonable notice to the Board of the time and place thereof.

Section 11. Elections.

- A. Elections shall be held during the Annual Meeting in January each year. Elections shall be held yearly on an Even/Odd Year cycle:
 - a. Even Years: Vice President, Treasurer, Board Member Seats 1 and 3.
 - b. Odd Years: President, Secretary, Sergeant at Arms, Board Member Seat 2.
- B. TCFA Members in good standing and paid current on all dues shall nominate members (including themselves) to serve on the Board of Directors in conjunction with the Annual Election Meeting. A nominee must have participated in the production of at least one festival or have been a department chair for at least one year. The Election Chair shall compile an official list of the nominations and submit the official ballot at the Annual General Meeting. No person under the age of twenty-one (21) shall be eligible for election as a Director. Non-eligible persons may not be appointed or elected to the Board of Directors.
- C. Each Voting Member shall vote for no more than four (4) nominees in even years (Vice President, Treasurer, Board Member Seats 1 and 3), and four (4) nominees in odd years (President, Secretary, Sergeant at Arms, Board Member Seat 2).
- D. Cumulative voting shall not be utilized. The nominated members who receive the largest number of votes shall be elected to the Board. In the event of a tie, a runoff vote shall be taken by the current Board Members. In the event of a runoff vote tie in odd years, the President, and Board Member Seats 1 and 3 shall re-vote. A two-third (2/3) majority breaks the tie.
- E. Members in good standing and paid current on all dues with the TCFA who hold an Individual Membership shall have the right to one (1) nomination and one (1) vote per each of the Board Member positions during an election cycle. Members in good standing and paid current on all dues with the TCFA who hold Family Memberships shall have the right to two (2) nominations and two (2) votes per each Board Member position during an election cycle made by one each of the adult family members. Associate and Sponsoring members have the right to one (1) nomination and one (1) vote per each of the Board Member positions during an election cycle Voting privileges commence **after** the attendance of one meeting.
- F. A nominee must have participated in the production of at least one festival or have been a department chair for at least one year.
- G. The Board of Directors with a majority vote select the Election Chair no less than 45 days before the election.
- H. The Election Chair then selects no less than two other Members in good standing to serve on the Election Committee.
- I. The Election Committee serves to ensure that all members voting at the election are in good standing. They will ensure all members sign in and are given the appropriate number of ballots. The Election Committee will adjourn to another room to count the ballots and will return with the results when the count is finished.
- J. All voting for the Annual Election must be done in person. Special exceptions may be approved by the Board of Directors for email voting with a request in writing at least 10 days prior to the election.

Section 12. Terms.

Elected Board Members shall hold office for two (2) years, or until the next annual meeting for election of the Board of Directors as specified in these bylaws, and until his or her successor(s) are elected and qualified. Newly elected Officers and Board Members shall take office **immediately** as of the January election.

Section 13. Authority.

Subject to the provision of the Arizona Corporation Code and any limitations in the Articles of Incorporation and bylaws, the affairs and property of the TCFA shall be managed and controlled by the Board. The Board Members shall provide direct oversight in the election of the following Officers for the TCFA: President, Vice President, Secretary, Treasurer, and successive Board Members. Other officers or agents may be elected or appointed by the Board to fill such other additional offices created by the Board and shall fall under Board Member oversight.

Section 14. Qualification, Election and Term of Office.

Any person who becomes a paid Member of the TCFA may serve as a Board Member of the TCFA. Four (4) Officers shall be elected by TCFA Members in good standing and overseen by three (3) elected Board Members, and one (1) Sergeant at Arms. A member must have participated in the production of at least one festival or have been a department chair for at least one year prior to running for any Board position. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Elected Board Members are encouraged to attend every TCFA Board Meetings and all TCFA events, and are required to attend the daily production of the festival. Elected Board Members shall attend not less than 75% of each regular meeting unless approved by the rest of the Board of Directors.

Section 15. Elected Officers.

The following Officers shall be elected by the TCFA Members in good standing, overseen by Elected Board Members and shall hold office for a term of two (2) years:

- A. President. The President shall preside at all meetings of the Board and shall have power to call special meetings of the Board for any purpose. The President may hire, appoint and discharge, subject to the approval of the Board, employees and agents of the TCFA and fix their compensation. The President may make and sign deeds, leases, contracts, and agreements in the name and on behalf of the TCFA and shall have the power to carry into effect all directions of the Board. The President shall appoint any special committees and shall be an ex-officio member of all committees of the TCFA. The President shall exercise general supervision of the business of the TCFA, except as may be limited by the Board, the Articles of Incorporation, or these bylaws.
Monthly review of all bank statements prior to reconciliation, unless the President is related to the Treasurer, in which case this responsibility shall be delegated to another Board Member.
- B. Vice President. The Vice President shall exercise all functions of the President during the absence or incapacity of the President and such duties as may be assigned by the Board.

- C. Treasurer. The Treasurer shall manage the financial affairs of the TCFA. The Treasurer shall oversee the collection and expenditures of all funds on behalf of the TCFA, to wit:
- a. Collection and deposit of all proceeds into the TCFA's account(s) and disbursement of such proceeds for the ordinary and necessary expenses of the TCFA.
 - b. Maintenance of the TCFA's books of account and submission of an Income and Expense statement to the President for review on a monthly basis.
 - c. Collection of dues from the membership.
 - d. Collection and deposit of proceeds and monies from the sale of products at events which pertain to the TCFA.
 - e. Prepare and present an operations report and financial condition of the TCFA at the Annual Meeting of the membership.
 - f. All disbursements of the TCFA shall be made by checks signed by the Treasurer and/or President. There shall be no more than one signer per family. In the event of an emergency, the Board shall authorize another officer to sign checks.
 - g. Use of other TCFA financial implements (debit cards, credit cards, etc.) for TCFA business purposes shall be as directed by the President and shall be accountable for the use of these implements.
 - h. shall be responsible for preparing the fiscal year end financial statements and presenting them to the individual responsible for preparing the necessary tax reports by the end of December each year.
 - i. The Treasurer shall perform such other duties as may be assigned by the Board and President. With the consent of the President or the Board of Directors, the Treasurer may make and sign deeds, leases, contracts, and agreements in the name of and on behalf of the TCFA.
- D. Secretary. The Secretary shall be the clerk of the Board. The Secretary shall manage the daily administrative responsibilities of the TCFA, including but without limitation, the following duties:
- a. Maintenance of all correspondence for the TCFA.
 - b. Shall give, or cause to be given, notices of all meetings of the Directors, and all other notices required by these bylaws or by law.
 - c. Shall record the proceedings of the meetings of the Board and hold such records in safekeeping.
 - d. Shall have the responsibility for authenticating records of the TCFA; and
 - e. For maintaining a current list of the membership.
 - f. With the consent of the President or the Board of Directors, the Secretary may make and sign deeds, leases, contracts, and agreements in the name of and on behalf of the TCFA. The Secretary shall perform such other duties as may be assigned by the Board.
- E. Sergeant at Arms. The Sergeant at Arms shall be elected like all other Officers and Board Members, and shall serve a two (2) year term. The only difference between this elected position and the others is that the Sergeant at Arms shall have no voting privileges as a Member of the Board. The Sergeant at Arms shall be allowed to vote on general issues as a member in good standing. The Sergeant at Arms shall have the following duties:
- a. Keep order during meetings, and, if necessary, remove any members whose behaviors are inappropriate or disruptive.
 - b. Have general charge of certain administrative and custodial functions, as well as security during formal meetings.
 - c. Carry the claymore, the ceremonial symbol of the authority of the Board, in the parade into the meeting chamber.
 - d. Maintain order on the floor of the Board meeting.
 - e. Enforce order at the direction of the Board.
 - f. Assist in practical details of organizing meetings.

- F. Board Members. Board Members shall be the primary representatives of the TCFA membership as a whole. Board Members are dutifully charged with providing oversight in all TCFA operations to ensure compliance with these bylaws and any agreements, contracts, or undertakings by TCFA that are not specifically covered by these bylaws. Any TCFA undertaking not specifically covered under these bylaws shall be overseen "in good faith" in accordance with the Mission of the TCFA and its Membership and all governing laws.

Section 16. Board of Directors Voting.

- A. Directors entitled to vote shall be permitted to vote or act by proxy. Directors shall have the right to vote either in person or by written proxy executed by such person or by his or her duly authorized agent and filed with the Election Chair of the TCFA, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution. All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given for the election of Officers, shall list those persons who were nominees at the time the notice of the vote for election of officers was given to the members. Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended at the time the proxy and shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.
- B. Voting by the Board of Directors may happen via email, should a situation arise that requires an immediate and timely vote of the Board. The following rules shall apply to the use of email votes:
- a. All participants must have access to the necessary equipment for participation in the e-vote. (If any participants do not have access, an e-vote cannot be taken).
 - b. The chair (President or committee chairman) shall develop the time frame for the e-vote.
 - c. A minimum of twelve (12) hours' notice shall be provided to all participants via e-mail or telephone, by the Secretary or committee chairman. Such notice shall include the motion and supporting documentation for the e-vote.
 - d. A second is not necessary for the motion to be considered.
 - e. Each new main motion must be made in a separate, new e-mail message with no other message thread included.
 - f. New motions in a new message thread may not be introduced while there is another motion currently being debated. No more than one (1) motion can be considered at one time.

Section 17. Amendments.

The power to alter, amend, or repeal these bylaws or adopt new bylaws shall be vested in the TCFA Board unless otherwise provided in the Articles of Incorporation. Amendments to these bylaws shall not be made without thirty (30) day's written notice by mail or otherwise to the full membership, and must be approved by two-thirds (2/3) of the membership present at the Annual Election meeting or at a special business meeting called for that purpose.

Section 18. Documentation, Records, and Retention.

The secretary maintains the current year's files. All other files are kept in the storage unit.

Meeting Minutes

- A. Board: The Board minutes are distributed to the Board within two weeks of the meeting or when the monthly reminder is sent to the membership.
- B. Monthly: The monthly minutes from the previous meeting are distributed to the Board and membership with the reminder for the next meeting. For example, January minutes are distributed with the February reminder.
- C. Special: Any special minutes (usually Board or committee minutes) are distributed within two weeks of the meeting or when the monthly reminder is sent to the membership.

Section 19. Limitations.

Conflicts of Interest. In the event of a conflict of interest, the Board must take appropriate action to address the situation. This may include disclosing the conflict to all parties involved, recusing oneself from any decision-making processes related to the conflict, or seeking guidance from legal or ethical experts. The Board must act in the best interest of the organization and its members, and ensure that all actions taken are transparent and in compliance with any relevant laws or regulations. Failure to address a conflict of interest may result in legal or membership consequences for the organization and its members.

Article VII. Code of Conduct

Each year every member signs the Code of Conduct form at the first meeting the member attends. The Secretary maintains the signed forms.

- A. Conduct at Meetings
 - a. Formal meetings shall be governed by TCFA's Code of Conduct and Robert's Rules of Orders, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation, or with provisions of law.
 - b. Informal meetings may be held at the discretion of the Board and shall be governed by TCFA's Code of Conduct but may not necessarily require Robert's Rules of Order.
 - c. The conduct of meetings shall be dictated in the initial meeting announcement. The Sergeant at Arms shall preside over all formal meetings.
- B. Professional Conduct. In keeping with the TCFA's high standards of professional service, all Members actively working in an official capacity for TCFA shall conduct themselves accordingly. "Official capacity" means any situation in which a member of any office or position, whether elected or temporary, is representing the TCFA. Failure to maintain a professional demeanor may result in Expulsion.
- C. Violations
 - a. Violations of the Bylaws:

Any individual found to be in violation of the bylaws shall be subject to disciplinary action as outlined in this section. The following actions shall be considered violations of the bylaws:

- i. Failure to comply with the established procedures and guidelines set forth in the bylaws.
- ii. Unauthorized use of the organization's resources or assets.

iii. Misappropriation or theft of funds, property, or intellectual property belonging to the organization.

iv. Engaging in activities that are detrimental to the reputation, mission, or objectives of the organization.

v. Failure to fulfill the obligations and responsibilities outlined in the bylaws. Breach of confidentiality or disclosure of sensitive information without proper authorization.

vi. Engaging in any form of discrimination, harassment, or bullying towards other members or guests of the organization.

vii. Unauthorized disclosure or use of privileged information obtained through one's position within the organization.

viii. Any other actions deemed to be in violation of the bylaws by the Board of Directors.

b. Violations of the Code of Conduct:

The organization has established a Code of Conduct to ensure a respectful and inclusive environment for all members. Any individual found to be in violation of the Code of Conduct shall be subject to disciplinary action as outlined in this section. The following actions shall be considered violations of the Code of Conduct:

i. Engaging in any form of discrimination, harassment, or bullying based on race, color, religion, gender, sexual orientation, national origin, age, disability, or any other protected class.

ii. Behaving in a manner that is disrespectful, offensive, or threatening towards other members or guests of the organization.

iii. Creating a hostile or intimidating environment that interferes with an individual's ability to participate fully in the organization's activities.

iv. Engaging in any form of misconduct that undermines the integrity and values of the organization.

v. Violating any applicable laws or regulations while representing or participating in organization-related activities.

vi. Failing to report any violations of the Code of Conduct witnessed or experienced.

Disciplinary actions for violations of the bylaws and Code of Conduct may include but are not limited to warning, probation, suspension, termination of membership, or legal action as deemed necessary by the Board of Directors.

Article VIII. Expulsion

Section 1. Grounds for Expulsion.

Any member may be expelled from the organization for violating the bylaws, rules, or policies of the organization, or for conduct detrimental to the organization as determined by the Board of Directors..

Section 2. Expulsion Proceedings' Initiations.

Expulsion proceedings may be initiated by a written complaint filed with the President or Secretary of the organization. The complaint must state the grounds for expulsion and be signed by at least two members in good standing.

Section 3. Notice and Hearing.

The member against whom expulsion proceedings have been initiated shall be given written notice of the charges against them, the time and place of the hearing, and their right to appear and defend themselves. The hearing shall be held before a panel of three members, who may also be Board of Director members, appointed by the President or Secretary. The hearing shall be recorded at the accused member's request.

Section 4. Decision.

The panel shall make a decision based on probable cause on the charges within 30 days of the hearing. If the panel finds that the charges are true, the member shall be expelled from the organization.

Section 5. Effects of Expulsion.

Membership is terminated. The expulsion shall be for one calendar year from the date of the decision. If the expulsion is due to theft or embezzlement, it is permanent.

Section 6. Appeal

The member may appeal the decision of the panel in writing to the Board of Directors within 10 days of the panel's decision. The Board of Directors shall review the record of the hearing and make a final decision on the appeal within 30 days. The decision of the Board of Directors shall be final.

Membership Termination.

Membership shall be terminated upon any of the following events:

- A. Upon a Member's written notice of termination delivered to the TCFA President, TCFA Vice President, or Secretary of the TCFA via regular mail, email, or social media outlets. Membership terminates upon the date of receipt of notice.
- B. Upon failure to renew Membership dues, which may involve delinquent dues, on or before the due date, such termination shall be effective in accordance with the Dues section of these bylaws.

Member Expulsion.

A member shall be expelled based on probable cause.

- A. Upon determination based on probable cause of the TCFA Board that the Member has engaged in conduct materially and seriously prejudicial (illegal, immoral, or unethical) to the interests or purposes of the TCFA.
- B. Following this determination by the Board, a notice shall be sent via registered mail, detailing the reasons for expulsion. Such notice shall be sent within thirty (30) days before the proposed effective date of the expulsion.
- C. The Member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed effective date of the expulsion. The hearing will be held by the TCFA Board in accordance with the quorum and voting rules set forth in these bylaws. The notice to the Member of his or her proposed expulsion shall state the date, time, and place of the hearing. Following the hearing, the TCFA Board shall decide whether or not the Member shall be expelled. If the Member is expelled, the expulsion shall be for one calendar year from the date of the decision. A two-third (2/3) vote of the Board shall be required to expel a Member for cause. The decision of the Board shall be final.
- D. Any person expelled from the TCFA shall **not** receive a refund of dues already paid for the current Membership Period.

Reinstatement of Expelled Member

Following the expiration of one calendar year, an expelled Member may petition the TCFA Board for reinstatement via email and shall be afforded due process rights detailed in these bylaws for Expulsion for Cause. Following a hearing in this regard, the TCFA Board shall decide whether or not the Expelled Member should be reinstated. A two-third (2/3) vote of the TCFA Board shall be required for reinstatement. Reinstatement shall be subject to such terms and conditions as the TCFA Board may impose. An expelled Member may submit multiple petitions for reinstatement. However, an expelled Member may not submit more than one (1) petition during a consecutive twelve (12) month period.

Article IX. Financial Administration

Section 1. Fiscal Year.

The TCFA's fiscal year for reporting to government and regulatory authorities shall be from January 1 through December 31. However the TCFA's year for purposes of providing annual reports to the Membership and the terms of office for Directors and Officers may differ in the discretion of the Board.

Section 2. Auditing

A. Internal Audits.

At the end of January, or at any time as may be directed by the President, an Auditing Committee consisting of three (3) members, one of whom shall be a Board Member, excluding the President, Secretary, and Treasurer, will audit such records and/or financial records as may be used by any Officer or Member as part of their duties or service to the TCFA.

The Committee will do a thorough and detailed audit of the annual financial records and present to the President any recommendations. The audit will be available to any member upon request with 30 days' written notice.

To avoid a conflict of interest, no two (2) family members or any family member of the Board Member may serve on the Audit committee.

- B. External Audits. As requested by the Internal Audit Committee, the President, or as voted by the majority present at a scheduled meeting, an audit may be conducted by an independent third-party, as selected by the Board.

Section 2. Contracts.

- A. General. All contracts, registration forms, or other transactions between the TCFA and third parties (anyone not a member of the TCFA) shall be approved by the Board of Directors prior to such form being initiated and executed. Any negotiations involving expenditures by the TCFA with a third party must have prior approval by the Board.
- B. Contracts. For any expenditure (contract for services) in excess of \$500, up to three (3), but no less than two (2), proposals are to be presented to the Board for approval. An exception may be made if no other suitable comparisons/competitors are available.

Section 3. Expenditures

- A. Pricing. While the Board has the duty to maintain the assets of the TCFA and to produce an annual Festival and Highland Games, it shall not raise dues or ticket prices or other such charges without the approval of the Board of Directors.
- B. Personal Expenditures. Any member expending personal monies, not included in an approved budget, without prior approval of the Board shall not be reimbursed such funds unless the Board votes for such reimbursement.
- C. No active member of the TCFA shall be paid for services provided to the TCFA without prior approval from the Board.
- D. In the event a member is employed by a company with whom TCFA desires to do business, such business shall be with the company itself and not with the individual. If necessary, the individual member shall be separated from the contract and/or business of the company to ensure ethical operations and transparency.

Article X - Acceptance of the Bylaws

General. Any matters not specifically covered by these bylaws shall be governed by the applicable provisions of the laws of the State of Arizona and the Federal Government in force at the time.

The foregoing bylaws for the Tucson Celtic Festival Association (TCFA), an Arizona nonprofit corporation, have been approved, adopted, and are in effect following a formal Official Vote of the TCFA Board, and General membership on this day December 30, 2023.

Article XI - Validity of the Bylaws

The invalidation of any section of these bylaws, for whatever reason, shall have no effect on the validity of the balance of these bylaws.

Drafted By: 2023 TCFA Bylaw Committee

Morgana Campbell, Sergeant at Arms (Committee Chairman)
Helen Marty, Secretary
Karen Jordan, Member
Charles Shaw III, Member

Executed By:

President: Jay Dee Hargrove II _____
Date: December 30, 2023

Adopted By: Board of Directors

Date: December 30, 2023

Vice President: TBD _____

Secretary: Helen Marty _____

Treasurer: Angela Nelson _____

Board Member 1: Michelle Sheenan _____

Board Member 2: Tracey Hargrove _____

Board Member 3: Barry Bradford _____

Appendix A

Current TCFA Elected Officials. - To be amended with each election cycle or other changes as necessary.

As of December 30, 2023

President: Jay Dee Hargrove II

Vice President: TDB

Secretary: Helen Marty

Treasurer: Angela Nelson

Board Member 1: Michelle Sheehan

Board Member 2: Tracey Hargrove

Board Member 3: Barry Bradford

Sergeant at Arms: Morgana Campbell