



Venturing Crew 1717
Hartwood, Va 22406
540-752-4671



BYLAWS OF THE HARTWOOD DAYS FESTIVAL AND THE HARTWOOD DAYS FESTIVAL COMMITTEE

Article I - Mission Statement

The Hartwood Days Festival Committee ("the Committee") exists to support and affirm

- a. the education of youth primarily through those means which are used in Scouting, and peripherally through other businesses and organizations acting as subject matter experts and
- b. the strengthening of ties within the community, between the people of the community, and those businesses and organizations which serve it.

Central to the youth educational mission of the committee is the fostering of creative potential and a love of the outdoors. The focus of the committee will be to provide a quality outdoor Festival, incorporating & combining service organizations of the community, both For Profit and Not for Profit businesses, and youth organizations and educational opportunities in such a fashion as to provide opportunities for members of the community (of all ages) to attend, learn something, and enjoy themselves.

The committee serves as a reflection of the community, and the values fostered and promoted through scouting. The committee values diversity, and in accordance with membership policies of the Venturing Crew 1717 ("the Crew", or "Crew 1717"), does not discriminate in leadership, admission or access to its programs and activities on the basis of race, creed, color, national origin, religion, gender, marital status, handicap/disability, age and/or other non-merit factors. The Committee shall operate without profit, so that no part of its earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private shareholder or individual.

Article II - Membership

Section I - Categories

There shall be two categories of membership: Board Members and Committee Members.

(a) The Board of Directors (the "Board") consists of no less than five (5) members, and will be understood to consist of those Advisors currently registered to the Crew, and the primary (as determined by BSA National Council) Officers of "the Crew". The Pastor of Hartwood Presbyterian Church shall be an ex officio Director, and may, subject to being duly elected or appointed as provided herein, serve as a regular Director. The Board may exercise in good faith, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, all powers of the Committee set out in the Festival's bylaws, and otherwise provided by law, and may do all such acts as are allowed by law.

(b) Committee Members shall include all other members of the Crew, and can include members of the community, interested in the mission of this organization. The size of the committee shall be as needed to accomplish the missions at hand, and as determined by the



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Board. Members shall have the right to vote on such matters as are called for a vote, and may attend and participate in all General Committee meetings.

Section 2 - Meetings

At a minimum, one General Membership meeting of both Committee and Board members combined must be held during each fiscal year at a time and place to be set by the Board of Directors. Other Committee meetings will be held based on requirements of the mission, as needed to complete the needs of the Festival.

Section 3 - Powers

The Board of Directors shall have membership voting privileges in the Committee and exercise all the usual powers of the directors of a business association, and the immediate government and direction of the affairs of the Committee. The Board of Directors shall make all rules and regulations which they deem necessary or proper for the government of the Committee, and the Festival, and for the due and orderly conduct of its affairs and the management of its property, not inconsistent with the Bylaws of the Committee. The Board of Directors may exercise all powers not expressly given to the General Committee members.

Article III – Officers

Section I – Composition

The principal officer of the Board and The Committee is the Festival Committee Chair, established as the Lead Advisor for the Crew. Other officers shall be: Vice Chair, Treasurer, and Secretary, all of whom shall be elected from among the Directors.

Any officer may be re-elected for one without limitation, except that they must be a Board Member. If an office has not been filled through an election process, the President may appoint a Board Member to fill that office until a successor is duly elected. Any vacancy occurring during the term of any officer shall be filled at the next meeting of the Board.

Section 2 - Duties

The Chair of the Festival Committee shall be the chief executive officer of the Board and Committee and shall execute the policies of the committee, and ensure that a quality event is produced. The duties of the other officers of the Association shall be such as usually pertain to their respective offices. Additionally, the duties of each officer of the Committee shall include those as are prescribed and assigned to them by the Board of Directors.

Section 3 - Additional Officers and Agents

The Board of Directors shall have the power to place for election, appoint or hire officers, employees, or agents, as may be necessary in their judgment for the conduct of the business of the Committee, and designate their titles and compensation, if any.



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Article IV - Committees

Section 1 - General Committee

The General Committee shall consist of all of the Officers of the Board, and all other Directors, Officers, Employees, Agents, and members, as determined and approved by the Board.

Section 2 - General Committee

The Executive Committee shall consist of all members of the Board, and all other Directors and Officers. It shall have and exercise all powers which may lawfully executed in the management of the business and affairs of the Festival. Half of the members of the Executive Committee shall constitute a quorum. It shall meet at the call of the Festival Committee Chair.

Section 3 - Special Committees

Such other standing or special sub-committees as may be required to assist and advise the Chair, and the Board of Directors may be established by the Festival Chair, or elected by the Board of Directors, and may include members of the Board, the Committee, or the Community (at which point they will become members of the Committee). A head will be appointed to each of these sub-committees as a Director or Chair of that sub-committee, who will report to the Festival Chair. These sub-committees will assist in the planning, development of rules, and operation of the area's for which created.

Article V - Advisory Board

The Board of Directors may appoint an Advisory Board to the Board of Directors. This Advisory Board shall consist of outstanding individuals who are willing and qualified to advise and support the work of the Committee, such individuals to be appointed by the Board. The Advisory Board Members shall not have the right to vote but may attend and participate in all membership meetings.

Article VI - Reports

Section 1 - Fiscal Year

The fiscal year shall begin on the first day of October and end on the thirtyth day of September.

Section 2 - Treasurer's Duties

The Treasurer shall keep a proper record of all monies received for the Committee from all sources, and keep proper vouchers indicating the amount and nature of all expenditures. The monies of the Committee shall be deposited in an account separate from the Venturing Crew 1717 operating account, in the name of the Hartwood Festival Committee and all payments shall be made in its name.

Section 3 - Audit



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The accounts of the Committee shall be audited periodically by a designee selected by the Executive Committee.

Section 4 - Financial Report

A financial report shall be made to the Board by the Treasurer at least once annually. For Board-related business, additional financial reports shall be made available to members of the Board in such form as may be requested.

Section 5 – Festival Chairman's Report

The Festival Chairman shall present an annual report to the Board and to the members.

Article VII - Amendment

These bylaws may be amended upon the affirmative vote of a majority of all Board members then in office taken at any regular meeting, or at any special meeting called for that purpose; provided written notice of such a meeting shall have been given to all Board members as provided herein; and further provided that any such amendment shall not jeopardize the Festival's, the Crew's, or the Church's exempt status under Code Section 501(c)(3).

Article VIII - Conduct of Business

All meetings of the Board of Directors and the Executive Committee will be conducted in accordance with Robert's Rules of Order.

Article IX - Dissolution

In the event of the dissolution of the Festival Committee, any surplus equipment and funds remaining in the treasury after the satisfaction of all liabilities will be distributed to Venturing Crew 1717.

Revised and Adopted by resolution of the Board 3 October 2010

Willis M. Madden Jr.
Advisor, Venturing Crew 1717
Chair, Hartwood Days Festival Committee
<http://www.hartwooddays.org/index.html>