

MISSION STATEMENT

Promote Agriculture, Education, Cultural and Heritage
Activities in a Family Friendly Environment

VISION STATEMENT

To maintain and provide a suitable facility for the
home of the WVPF and other community
focused events throughout the year

CONSTITUTION OF WEST VIRGINIA PUMPKIN FESTIVAL, INCORPORATED

Article I: ORGANIZATION AND OPERATIONS

The name of this organization shall be called the “WEST VIRGINIA PUMPKIN FESTIVAL, INCORPORATED” as designed by Department of Agriculture, established by the Town of Milton on May 12, 1986 and approved by Town Council on May 20, 1986.

The principal office of the corporation shall be located at West Virginia Pumpkin Park, P. O. Box 358, #1 Pumpkin Way, Milton, West Virginia 25541.

Article II: PURPOSE

Section I Purpose

The purposes of the Corporation are:

- a) To establish the West Virginia Pumpkin Festival (WVPF) near the town of Milton;
- b) To provide leadership, stimulation, and incentive for the promotion of agriculture, industry, science, arts and crafts, and other educational and cultural activities within the state of West Virginia;
- c) To buy, develop, and maintain facilities for the West Virginia Pumpkin Festival and other events including but not limited to Fairs and any and all other types of activities which will benefit the community, county, area, and state.

Section II Non Profit Status

Said corporation is organized exclusively for charitable, religious educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations, under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III: MEMBERSHIP

The membership shall be open to persons 18 years of age or older and may be obtained by making application for membership to the membership committee. On recommendation of the membership committee and approval of the Board of Directors, the applicant may, upon payment of annual dues, become a member.

Article IV: BOARD OF DIRECTORS AND OFFICERS

Section I Board of Directors

The Board of Directors shall consist of 24 members. Members of the Board of Directors shall be elected by the qualifying membership at the annual meeting. Members of the Board of Director shall be elected to serve a three (3) year term on a rotating basis (eight [8] per year). Annual vacancies shall be filled during an election process at the annual meeting. Vacancies on the Board of Directors occurring during the year shall be filled by the Board of Directors until the annual meeting. At the annual meeting the position shall be filled for the balance of the term. Candidates for the Board of Directors shall have been a member of the Corporation for at least one (1) year immediately prior to being elected.

Section II Officers

The affairs of the Corporation shall be managed by its officers. The officers shall include a President, First Vice-President, Second Vice-President, Treasurer, Assistant Treasurer, Secretary and Assistant Secretary. They shall be selected from and elected by the Board of Directors and elected at the annual meeting. The officers shall hold office for a period of one (1) year or until their successors have been elected and assume office. Vacancies in any position shall be filled by the Board of Directors at any regular meeting. Officers must have been a member of the Corporation's Board of Directors for at least one (1) year immediately prior to the election.

Article V: DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such Corporations, as aid Court shall determine, which are organized and operated exclusively for such purposes.

Article VI: AMENDMENTS

Any amendment shall be presented in writing to the Board of Directors at least one month prior to the vote by the Board of Directors at which time the amendment may be approved for proposal. Amendment to the Constitution or adoption of a superseding Constitution may be proposed to the general membership by a 2/3 vote (16 votes) of the Board of Directors at any regular, special or annual meeting.

Amendments or superseding Constitution shall be approved by simple majority vote of those members present at a regular, special or annual meeting of the general membership. A vote by the general membership shall occur at a regular, special or annual meeting a minimum of 30 days following approval by the Board of Directors.

Public notice, on the Corporation's website, of Amendments or Superseding Constitution shall be made 15 days in advance of action to adopt said amendments by the general membership.

BY LAWS
OF
WEST VIRGINIA PUMPKIN FESTIVAL, INCORPORATED

Article I: MEMBERSHIP AND DUES

Section I Requirements

The membership shall be open to persons 18 years of age or older and may be obtained by making application to the membership committee. On recommendation of the membership committee and approval of the Board of Directors, the applicant may, upon payment of annual dues, become a member.

Section II Dues

The annual dues shall be established annually by the Board of Directors.

Article II: MEETINGS

Section I Annual Meeting

The annual meeting shall be held on the fourth Tuesday in the month of November each year.

Section II Regular Meetings

Officers and members of the Board of Directors shall meet at least once monthly, the fourth Tuesday of each month unless other notification.

Section III Special Meetings

Special meetings shall not be called without notification to members at least seven (7) calendar days in advance of the date, with time and place of the meeting and reason for calling the meeting. Special meetings may be called by the President or a minimum of eight (8) of the Board of Directors.

Section IV Executive Sessions

The Board of Directors and any committee existing or created under the authority of these By Laws shall have the right to hold executive sessions, within its sole judgement such sessions would best serve the welfare of the corporation, and to bar therefrom persons but its members, and others if any, required to conduct the business for which the executive session is called.

Article III: FISCAL YEAR

The fiscal year of the Corporation shall be from December 1 through November 30 of each year.

Article IV: BOARD OF DIRECTORS

Section I Composition

The Board of Directors shall consist of 24 members. Members of the Board of Directors will be elected by the qualifying membership at the annual meeting. Members of the Board of Director shall be elected to serve a three (3) year term on a rotating basis (eight [8] per year). Annual vacancies shall be filled during the election process at the annual meeting.

Section II Eligibility

Candidates for the Board of Directors shall have been a member of the Corporation for at least one (1) year immediately prior to being elected.

Section III Vacancies during Term

Vacancies on the Board of Directors occurring during the year shall be filled by the Board of Directors until the next annual meeting. At the annual meeting the position shall be filled for the balance of the term.

Section IV Young Member

A young member shall be defined as a member under the age of 45.

Section V Powers and Functions

The administration of the Corporation shall be vested in a Board of Directors, which shall have the charge, control and management of property, funds and affairs of the Corporation, and shall have the power and authority to do and perform all acts and functions not inconsistent with these By Laws or any law of West Virginia.

Section VI Absences

Any Board of Director member who fails to attend at least one of three (3) consecutive meeting without acceptable excuse shall forfeit the position on the Board of Directors. Acceptable causes shall consist of illness, work or specific reasons approved by the other members of the Board of Directors.

Article V: OFFICERS AND DUTIES

Section I Positions, Election, Term, and Eligibility

The officers shall be a President, First Vice-President, Second Vice-President, Treasurer, Assistant Treasurer, Secretary and Assistant Secretary. They shall be selected from and elected by the Board of Directors and elected at the annual meeting. Officers shall have been a member of the Board of Directors for at least one (1) year immediately prior to the election. The term of office shall be for a period of one (1) year or until their successors have been elected and assume office.

Section II Removal from Office

In the case of any officer being unable to fulfill or perform the duties of their office, the Board of Directors shall have the authority to remove the officer by a majority vote at a regular or special meeting.

Section III Vacancy

Vacancies in any position shall be filled by the Board of Directors at any regular or special meeting.

Section IV President

The President shall be the chief executive officer of the Corporation and Board of Directors and shall have the following duties:

- Shall preside at all meetings of the Corporation, Board of Directors and Executive Committee;
- Subject to powers vested by the Board of Directors, shall have general charge and supervision of the business and affairs of the Corporation;
- Shall assign chairman and non-mandated members of all committees;
- Shall serve as ex-officio and a voting member of all committees, except the Nominating Committee;
- Shall call regular and special meetings of the Board of Directors and/or Corporation in accordance with these By Laws;

- Shall sign and make all contracts in the name of the Corporation which have been approved by the Board of Directors. The President may appoint a designee to sign in their absence;
- Shall manage and receive reports from all standing, special and ad hoc committees.

Section IV First Vice-President

The First Vice-President shall have the following duties:

- Shall act as President during the absence or inability of the President to render and perform their duties or exercise their powers as set forth in these By Laws. They shall, when so acting, have all the power and authority of the President;
- In the event of a vacancy in the office of President, the First Vice-President shall act as President until the vacancy is filled, but shall not automatically become President;
- Shall serve as Chairman of the Milton Performing Arts Center Committee and member of the Executive and Budget Committees.

Section V Second Vice-President

The Second Vice-President shall have the following duties:

- Shall be responsible for furnishing or obtaining legal advice when required by the Corporation;
- Shall be responsible for drafting of all contracts prepared by the Corporation;
- Shall be responsible for review as to legal sufficiency of all contracts prepared by others and proposed for execution by the Corporation;
- In absence or inability of both the President and First Vice-President, the Second Vice-President shall preside at meetings of the Corporation, Board of Directors, and Executive Committee, but otherwise shall not act as President;
- Shall be a member of the Executive and Budget Committees.

Section VI Treasurer

The Treasurer shall be the Chief Financial Officer of the Corporation and have the following duties:

- Shall receive and maintain an accounting of all monies in a manner directed or approved by the Board of Directors;
- Shall maintain copies of all contracts involving payment to or by the Corporation;
- Shall make all financial reports concerning financial affairs of the Corporation as from time to time reasonably required by the Board of Directors;
- Shall make a monthly financial report of all fund and special accounts to be distributed at each regular meeting and the annual meeting;
- Shall perform such other duties consistent with the position of Treasurer as are assigned by the Board of Directors;
- Shall be Chairman of the Budget Committee and be a member of the Executive Committee.

Section VII Assistant Treasurer

The Assistant Treasurer shall have the following duties:

- Shall provide aid and assistance to the Treasurer;
- Shall perform the duties of Treasurer in their absence;

- Shall perform such other duties consistent with the position of Assistant Treasurer as are assigned by the Board of Directors;
- Shall be a member of the Executive and Budget Committees.

Section VIII Secretary

The Secretary shall have the following duties:

- Shall maintain records of all proceedings of the Corporation and the Board of Directors;
- Shall distribute the records of meetings at all regular meetings and the annual meeting;
- Shall handle all correspondences for the Corporation;
- Shall notify the membership and Board of Directors , when appropriate, of changes in the date, place, or time for regular meetings and special meetings;
- Shall perform such duties consistent with the position of Secretary as are reasonably assigned by the Board of Directors;
- Shall be a member of the Executive, Budget and Membership Committees.

Section IX Assistant Secretary

The Assistant Secretary shall have the following duties:

- Shall perform the duties of Secretary in their absence;
- Shall keep current records of the membership of the Corporation;
- Shall keep attendance of general membership and Board of Directors at the annual meeting and all regular and special meetings;
- Shall perform such duties consistent with the position of Assistant Secretary as are reasonably assigned by the Board of Directors;
- Shall be a Chairman of the Membership Committee and be a member of the Executive and Budget Committees.

Section X Expenditure Spending Authority

Expenditures from the Corporation's bank accounts shall be signature of the President or First Vice-President and the Treasurer or Assistant Treasurer.

Debit cards connected to the Corporation's bank accounts may be utilized for expenditures. These debit cards may be obtained by the President, First Vice-President and Treasurer for expenditures approved by the Board of Directors on amounts not exceeding \$3,000.

Article VI: ELECTIONS

Section I Annual Elections

The annual election of the Board of Directors shall be held at the annual meeting and in accordance with all provisions of these By Laws.

Section II Notice of Elections

The time and place for the annual election shall be published on the Corporation's website, not less than one week nor more than two weeks before such election is to be held.

Section III Eligibility

A general member is eligible to vote after being a member in good standing for a minimum of six (6) months.

Section IV Assumption of Office

All offices and members of the Board of Directors elected to fill vacancies shall assume immediately upon their election.

Article VII: COMMITTEES

Section I Executive Committee

The Executive Committees shall consist of the officers of the Board of Directors. They shall have meeting to provide operation, control and direction for the Corporation. The President may invite additional attendees to attend the Executive Committee meeting to address specific purposes.

Section II Standing Committees

The following shall be the standing committees with descriptions of duties:

Subsection A – Pumpkin Festival Events – This committee shall consist all 24 members of the Board of Directors and other general members with the President as the chairman. This committee should be separated into several subcommittees to facilitate the planning and operation of the festival.

Subsection B – Advertisement – The responsibility is to manage the public advertisement and promotion for the Corporation and events hosted by the Corporation.

Subsection C – Budget – This committee shall consist of the Executive Committee and other members of the Board of Directors appointed by the President. The Chairman shall be the Treasurer. The responsibility of this committee is to develop and manage the budget for the Corporation

Subsection D – Nominating – This committee shall recruit and develop the slate of potential Board of Director members, with at least one nominee being a young member, and officers for election at the annual meeting.

Subsection E – Buildings & Grounds – This committee shall manage the development, upkeep and maintenance of the facilities for the Corporation.

Subsection F – Safety & Security – This committee shall be responsible for the safety and security of the Corporation's property and events.

Subsection G – Membership – This committee shall be responsible for membership recruiting and recommendation to the Organization. The Assistant Secretary shall be the Chairman of this Committee.

Subsection H – Insurance – This committee shall be responsible for review of insurance policies and requirements annually.

Subsection I – Scholarship – This committee shall be responsible for the development of criteria and review of the applications.

Subsection J – Rentals – This committee shall be responsible to manage the rentals of the facilities of the Corporation.

Subsection K – Milton Performing Arts Center (MPAC) – This committee is responsible to manage the operations and activities in MPAC facility. The First Vice-President shall serve as chairman of this committee.

Subsection L - Any other committee authorized and created from time to time by the Board of Directors and designated as a standing committee.

Section III Special and Ad-Hoc Committees

Special or Ad-Hoc committees may be created and appointed by the President, with the approval of the Board of Directors, for such tasks as circumstances warrant. Such special or Ad-hoc committees shall limit their activities to accomplishment of the tasks that were created. Upon completion of said task they shall stand discharged.

Article VIII: GENERAL

Section I No Alcohol or Controlled Substances

The use of alcohol or controlled substances or persons under the influence of alcohol or controlled substances will not be permitted on the property.

Section II Use of Facilities

All facilities except administrative space shall be open to the public without regard to race, religion, sex, national origin, status in the community or economic circumstances. Charges, if any, made to the public and those utilizing the facilities shall be made on a case by case contractual basis between the user and the Corporation.

Section III Compensation to Members, Officers and Directors for Services

No compensation shall be paid by the Corporation to any member, Officer, or Board of Director except for supplies and/or services furnished as part of their business or trade. All compensation shall have a printed invoice for approval of the Board of Directors.

Article IX: PARLIAMENTARY RULE

All meetings shall be governed by the most current *Robert's Rules of Order* unless superseded by these By Laws.

Article X: INDEMNIFICATION

Section I Indemnification

Each member of the Corporation, their heirs and personal representatives, shall be indemnified and saved harmless by the Corporation against any cost and expenses reasonable incurred by them, and judgement and decrees at any time adjudged against them arising out of or in connection with any claim, action, suit, or proceeding against them or to which they may be made a party by reason of their being a member of the Corporation or a Board of Director or Officer thereof, unless they shall be adjudged guilty of willful and intentional misconduct respecting the matter or matters in issue, such indemnification to be in addition to any and all protection provided said member, Officer or Board of Director as a matter of law.

Section II Corporate Funds

Such officer of the Corporation, or each member who, at the request of any Officer, becomes custodian of funds by the Corporation, their heirs and personal representatives, shall be indemnified and saved harmless by the Corporation against the loss of such funds, in whole or in part through theft, casualty loss or the inadvertent misplacing of such items, unless they, in full compliance with all civil right laws and regulations in effect at the time, shall have been found to be a principal or an accomplice in such theft, or to have been guilty of gross negligence in the protection of such funds.

Article XI: AMENDMENTS

Any amendment shall be presented in writing to the Board of Directors at least one month prior to the vote by the Board of Directors at which time the amendment may be approved for proposal. Amendment to the By Laws or adoption of a superseding By Laws may be proposed to the general membership by a 2/3 vote (16 votes) of the Board of Directors at any regular, special or annual meeting.

Amendments or superseding By Laws shall be approved by simple majority vote of those members present at a regular, special or annual meeting of the general membership. A vote by the general membership shall occur at a regular, special or annual meeting a minimum of 30 days following approval by the Board of Directors.

Public notice, on the Corporation's website, of Amendments or Superseding By Laws shall be made 15 days in advance of action to adopt said amendments by the general membership.