

# **WESTERN PYROTECHNIC ASSOCIATION, INC.**

## **BY-LAWS**

Updated 2015-05-01

### **ARTICLE I PURPOSE**

The purpose of the Western Pyrotechnic Association (WPA) is set forth in the Articles of Incorporation.

### **ARTICLE II CORPORATE SEAL**

The Corporate seal shall not be required to authorize any documents. Use of the Corporate Seal shall be under the direction of the Board of Directors.

### **ARTICLE III MEETINGS OF MEMBERS**

For the purpose of conducting business of the WPA, Meetings of the Membership shall be held annually, with time and date to be decided by the President.

### **ARTICLE IV BOARD OF DIRECTORS**

#### **Section 1 Number**

The Board of Directors shall consist of five Officers who shall direct and control WPA powers, business and property of the WPA.

#### **Section 2 Officer Positions**

The Officers of the WPA shall be a President, Vice President, Communications Vice-President, Secretary and a Treasurer.

#### **Section 3 Qualification**

Each Member of the Board of Directors must be a regular Member in good standing with the WPA.

#### **Section 4 Installation**

The five Officers shall be elected by the Membership of the WPA at the Annual Business Meeting. If a position is contested, a vote shall be conducted by paper ballot. The paper ballots shall be counted by an election committee of three members that are appointed by the President. These elected Officers will comprise the WPA's Board of Directors. Directorship roles shall take effect immediately after the close of the Annual Meeting and shall continue for two years, unless sooner terminated, or until their respective successors are elected and qualified, except for the treasurer, whose effective date shall be as specified in Article V, Section 5. In even years, the President, Communications Vice-President, and Treasurer shall be elected. In odd years, the Vice President and Secretary shall be elected. Any person may only hold one position on the board. If a board member is elected to a different position on the board, they must resign their previous board position.

#### **Section 5 Meeting of the Board of Directors**

The Board of Directors shall meet immediately after the close of the Annual Business Meeting without notice, for the transaction of any required business.

#### **Section 6 Regular or Special Meetings**

The Board of Directors may meet at such time and place, as the President, or in the absence of the president, the Vice President, shall from time to time determine.

#### **Section 7 Quorum**

A majority of the Board of Directors shall be necessary to and shall constitute a quorum at such Regular or Special Meeting of the Board of Directors.

## **Section 8 Replacement of Board Member**

1. Whenever a vacancy or vacancies shall occur in the Board of Directors, the Directors shall fill such vacancy by soliciting the Membership to obtain willing nominees. Election of interim directors from the nominee pool by majority vote of the entire remaining Board to fill any vacant position(s).
2. Any newly elected Director(s) shall hold office until the Members at the next Annual Meeting can elect a successor.
3. Any Director who ceases to be a Member of the WPA shall thereupon cease to be a Member of the Board of Directors.
4. Any Director who violates the purpose of the WPA or fails to complete their obligations as specified in the bylaws shall cease to be a Member of the Board of Directors as soon as a majority shall have passed a resolution to that effect.

## **Section 9 Powers & Duties**

The Board of Directors shall have the power and it shall be their duty to:

- 1) Oversee the conduct, management and control of the affairs and business of the WPA in conformity with the law and powers granted by the Articles of Incorporation; and to make rules and regulations for the guidance of the Officers in the management of its affairs.
- 2) Appoint and remove, at pleasure, all Committees Chairs and members, agents and employees of the WPA, prescribe their duties, fix compensation and require from them, if advisable, security for faithful service in the form of a bond.
- 3) Have custody and control of the funds of the WPA, and to authorize the Treasurer, to sign all orders upon said funds.
- 4) Authorize the Secretary to keep complete record of all its acts of the proceedings of its Meetings, and to present a full statement at the Annual Meetings of the Members, showing in detail, the condition of the affairs of the WPA.
- 5) Appoint all necessary committees, execute necessary contracts or agreements, conduct necessary negotiations and do every other act or thing necessary to effectuate the purposes of the WPA in connection with its business and affairs, and to incur indebtedness with respect thereto.
- 6) Make a concise report of its activities at each Annual Meeting of the WPA.
- 7) Determine the accounting fiscal year.
- 8) Fix the amount of dues or assessments required from each Member for defraying of the proper expenses of the WPA in connection with the administration and conduct of its business and affairs. Said dues shall be equitably apportioned among the Members.

## **Section 10 Limitations**

The Board of Directors shall not have the power to interfere with, in any manner, or to regulate the business and operation of the business of its Members.

## **ARTICLE V OFFICERS**

### **Section 1 Election & Term of Office**

Officers shall be elected by the Members of the WPA at the Annual Business Meeting of the Members and shall hold office until turned over to their successor as indicated in the description of their respective position, unless sooner removed or resigned, or until their respective successors are elected and qualified.

### **Section 2 President**

The duties of the President shall take effect immediately after the close of the Annual Meeting of the Membership. The President shall preside (as the Chairman of the Board) at all Meetings of the Members

of the WPA and at all Meetings of the Board of Directors. He/she shall, whenever deemed necessary, call Special Meetings of the Membership and/or of the Board of Directors. The President shall sign documents requiring the signature of the Chief Executive Officer. He/she shall appoint all committees, except as otherwise provided by these By-laws, and may, in his/her discretion, act as Chairman thereof. He/she shall perform and discharge such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.

### **Section 3 Vice President**

The duties of the Vice-President shall take effect immediately after the close of the Annual Meeting of the Membership. The Vice-President shall perform the duties of the office of the President in the absence of the President or in the case of physical or mental inability to act. The Vice-President shall have such other powers and shall perform such other duties as the Board of Directors shall, from time to time, prescribe.

### **Section 4 Treasurer**

The outgoing Treasurer's duties and paperwork should be transferred effective June 1st of each year. This allows time for the previous treasurer to train the new treasurer, to close the books and file the Annual Tax returns resulting from Winter Blast business ending March 31<sup>st</sup> and two months to clean up and transfer the entire corporate accounting and tax returns to the new Treasurer. The duties of the Treasurer shall take effect after transfer of all records to the newly elected Treasurer unless the incoming Treasurer agrees to undertake the outgoing Treasurer's responsibilities. In no event should the transfer require more than 3 months after election of a new Treasurer.

The Treasurer shall:

1. Account for all of the moneys of the WPA received from any source from whom they shall be due, giving receipt thereof.
2. Have custody and control of all funds subject to the direction and control of the Board of Directors.
3. Shall keep a correct and accurate account of all moneys received and disbursed, and of the financial condition of the WPA.
4. Prepare or supervise preparation and submission of any required tax filings such (i.e. W9s and 1099s).
5. Forward any completed tax filing to the Secretary for inclusion in the WPA Records.
6. Prepare and submit a statement of financial condition of the WPA whenever required by the Board of Directors
7. Retain an independent auditor each even year, ensure the performance of an audit or review and report all recommendations to the board.
8. Filing of annual Corporate officer's statements.
9. Perform other duties as the President may from time to time prescribe.

The books and records shall at all times be open and accessible to inspection and audit by the Board of Directors, their designees, or to any Member.

### **Section 5 Secretary**

The outgoing Secretary's duties are transferred upon conveyance of up to date corporate records to the new Secretary. This should occur no later than March 1st of each year so that the outgoing secretary has time to complete the minutes of the Winter Blast business meeting and to clean up the entire corporate record book for transfer to the new Secretary. The Secretary shall:

1. Maintain a correct roll of the Members of the WPA with their current addresses for use in the course of WPA business.

2. Collect all moneys for dues, assessments or contributions and shall deliver same to the Treasurer, taking receipt thereof, and shall keep a correct account of all moneys received, reporting all such receipts at the Annual Meeting of the WPA.
3. Taking and maintaining correct and accurate minutes of the proceedings of all Meetings of the WPA, the Board of Directors.
4. Forwarding adopted minutes to the Area Vice Presidents.
5. Filing of annual Corporate officer's statements.
6. Filing of any and all required Nonprofit applications to obtain Tax Exempt ruling(s).
7. Qualify the WPA to do Business in any state where business was or will be transacted.
8. Maintain organized corporate records.
9. Other duties as the President may from time to time prescribe.

The Secretary's books and records shall at all times be open and accessible to inspection and audit by the Board of Directors, their designees, or to any Member.

#### **Section 6 Vice President of Communications**

The Vice President of Communications is responsible for:

1. Compiling/editing letters and articles for publication of as many newsletters as the Board sees fit to authorize.
2. Publishing other printed material such as programs, badges, certificates and mailers as directed.
3. Affix or cause to be affixed mailing labels for directed mailings.
4. Other duties as the President may from time to time prescribe.

#### **Section 7 Other Positions**

In addition to the above Officers named, the Board of Directors may appoint Area Vice-Presidents and may appoint or enter into contract to obtain the services of an Executive Secretary, Assistant Secretary, Assistant Treasurer, such other agents and employees, including counsel, as the Board of Directors may from time to time in its discretion determine, at such compensation as the Board may prescribe. Such Officers and other support staff shall have such powers as the Board of Directors may lawfully delegate.

#### **Section 8 Compensation of Directors/Officers**

Expenses incurred as a direct result of serving on the Board of Directors shall be eligible for reimbursement. In addition, the WPA will pay \$595 yearly for each position held and satisfactorily performed either by an elected or appointed member as specified below. Such funds are designed as incentives to obtain and retain qualified members to execute the necessary business of the WPA. In addition, they are also designed as tokens of appreciation for the many evening and weekend hours provided in service to the WPA. Any and all payments are conditioned upon availability of funds and the President's confirmation that designated duties were fulfilled. Eligible positions include: President, Vice President, Treasurer, Secretary, Publications Vice President, Convention Chairman and Convention CoChairman. The Website manager(s) shall receive compensation of \$450/year for maintaining the WPA's website, email list and providing the Board with email address links.

#### **Section 9 Removal of Officers**

Any complaint against any of the Officers alleging neglect or unfaithful performance of their duties, shall be made in writing, signed by three (3) Members in good standing, and addressed to the President (excepting as to any complaint against the President, in which event any such written complaint should be addressed to the Vice-President). The recipient of the complaint shall present the complaint to the Board of Directors at its next Regular Meeting or at any Special Meeting called for that purpose. If the complaint is against the President, the Vice President may call a special meeting for the purpose of resolving the complaint. The Board of Directors shall determine by a majority vote whether the complaint shall be dismissed or the officer is question shall be removed.

## **ARTICLE VI COMMITTEES**

### **Section 1 Standing Committees**

A standing committee is a committee that is anticipated to last more than one year and/or will continue until terminated by the Board of Directors. The Board of Directors may appoint standing committees, consisting of such Directors or Members and for such terms and with such powers and duties as it shall in its discretion determine. Standing Committees shall consider such specific matters and perform such specific functions as the Board of Directors may in its discretion prescribe.

### **Section 2 Special Committees**

A special committee is a committee that is anticipated to last less than one year and/or will automatically terminate upon completion of duties. The Board of Directors or the President may from time to time appoint Special Committees for the performance of such duties and with such powers as may be prescribed and lawfully delegated to them.

## **ARTICLE VII GENERAL PROVISION CONCERNING MEMBERS**

### **Section 1 Members Eligibility**

Any person may be admitted to the WPA provided, that he shall have:

1. Reached the age of 18 years
2. Paid all required fees as required by the By-laws or resolution
3. Agreed to present valid identification (such as a valid driver's license) upon request. Failure to comply shall result in denial or revocation of WPA membership.
4. Met any and all rules and/or regulations adopted by the Board of Directors concerning qualifications of Members.

### **Section 2 Membership Certificates**

The Secretary of the WPA shall cause to be issued to each Member in good standing, a certificate of Membership in such form as may be approved by the Board of Directors but neither said Membership, nor the certificate thereof, shall be assigned or assignable by said Member.

### **Section 3 Voting Power, Property Rights & Interests**

1. The voting rights of the Members shall be equal and each Member shall be entitled to one vote.
2. Members may vote by proxy.

### **Section 4 Withdrawal/Resignation**

Any Member may withdraw or resign from this WPA, in which event his/her resignation shall be effective as soon as received by a member of the Board or by the Secretary.

## **ARTICLE VIII EXPULSION & SUSPENSION**

### **Section 1 Enforcement**

In the event that any Member knowingly violates these By-laws, or any of the provisions thereof, he shall be subject to suspension or expulsion as a Member of the WPA.

### **Section 2 Suspension**

Upon its own motion or upon a complaint in writing, signed by ten Members of the WPA in good standing, charging any Member with violation of these By-laws or conduct adversely reflecting upon the WPA, The Board of Directors may, by vote of a majority of the whole Board, order the expulsion of such Member and terminate his/her certificate of Membership.

## **ARTICLE IX FUNDS**

### **Section 1 Funds**

All moneys belonging to the WPA shall be deposited in such bank or banks to be designated by the Board of Directors.

### **Section 2 Liability of Members**

The Members shall not be liable for the debts of this WPA except to the extent of any unpaid portion of their respective Membership Assessment fees.

## **ARTICLE X AMENDMENTS**

These By-laws may be altered or amended by a 3/4<sup>th</sup> majority vote of the members attending the Annual Business Meeting. Modifications to these bylaws require previous notice to the membership through publication of proposed changes in the newsletters or by other written means which reach the majority of the membership.

## **ARTICLE XI DISSOLUTION**

Upon the dissolution of the WPA, its assets shall be transferred to such charitable organizations as the Board shall designate, which qualify as tax exempt under Section 501-A9 (6) of the Internal Revenue Code, or corresponding provisions then in effect.

## **ARTICLE XII OTHER PROVISIONS**

The American flag will be displayed at WPA events.

**Revision History**

05/01/2015: Change "Publications Vice President" to "Communications Vice President" per approved By-Law changed from WWB 26 General Business Meeting.