

CONSTITUTION AND BYLAWS OF EDMOND FOURTH OF JULY FESTIVALS, DBA LIBERTYFEST

PREAMBLE

We, the members of Edmond Fourth of July Festivals, DBA LibertyFest, believe that cherishing and celebrating our nation's independence annually is paramount to our duty as citizens of the United States of America, do ordain and establish this body of Bylaws to provide an orderly procedure of the powers, duties, privileges, and functions necessary to fulfill this mission of the Edmond Fourth of July Festivals, doing business as (DBA) LibertyFest.

ARTICLE I - NAME AND STATUS

The name of this organization shall be Edmond Fourth of July Festivals, DBA LibertyFest (hereafter referred to as the LibertyFest, Committee, or Festival). LibertyFest was incorporated under the laws of the **State of Oklahoma on January 13, 1984**. LibertyFest shall operate as a 501(c)3 nonprofit organization under the Internal Revenue Service code. LibertyFest has been serving Oklahomans since 1972.

ARTICLE II - MISSION/PURPOSE

Section 1 - Mission

- I. Promote America through family festivals.

Section 2 - Purpose

- I. LibertyFest is Edmond's Fourth of July Festival, which is made up of individual volunteers. The mission of LibertyFest is to produce a series of family-oriented events centered around the Fourth of July in order to celebrate the founding of the United States of America and the heritage of the State of Oklahoma. LibertyFest looks to enhance the quality of life for Oklahomans, show pride in the community, support other nonprofits and civic organizations, and provide educational opportunities.
- II. LibertyFest events shall be located within the city limits of the City of Edmond, Oklahoma, within Oklahoma County, as they exist at the time each respective LibertyFest event takes place.

ARTICLE III - MEMBERSHIP

Section 1: Membership

- I. Membership in the LibertyFest organization shall be open to any person over the age of 18 years of age who accepts and subscribes to the mission and purposes of LibertyFest as outlined in Article II of the Bylaws ("Member").
- II. A Member in good standing is an individual who has paid annual dues, actively participates by attending at least three regular meetings per year, volunteers in a LibertyFest event, and adheres to all of the organization's current bylaws.

Section 2: Classification of membership categories.

- III. All individual Members of LibertyFest in good standing shall be entitled to vote in any regular or special meeting and to exercise all of the privileges of membership.
 - A. Annual Membership Dues: Annual membership dues shall be set at the Annual Meeting for the following year by a vote of the Members but in no event shall be set at an amount less than \$5.00.

ARTICLE IV - OFFICERS, ELECTIONS, CHAIRPERSONS, AND DUTIES

Section 1: Composition

- I. **Officers for the Board of Directors** - The Board of Directors shall consist of the following positions: President, Vice-President, Secretary, Treasurer, and Operations Officer.
- II. **Board of Directors** - Officers of the Board of Directors constitute the Board of Directors with full voting rights and privileges as described herein (the "LibertyFest Board"). The

- Immediate Past President shall serve on the LibertyFest Board as an advisory, non-voting member.
- III. **Non-Board Officers** – The Board of Directors may appoint one or more Non-Board Officers to manage the organization’s operations and affairs. These officers may include but are not limited to, Director of Communications, Volunteer Coordinator, Social Media Manager, and Safety Coordinator. These officers will have the same voting privileges as any regular member.
 - IV. **Chairpersons** – Each event within LibertyFest shall have one chairperson and one co-chair to ensure the execution of the event.
 - V. **Voting** – All LibertyFest Members shall have one vote, with the President voting in the event of a tie vote. There shall be no proxy or absentee voting on matters coming before the LibertyFest Board.
 - VI. **Duties** – The LibertyFest Board shall have general supervision of the affairs of LibertyFest and has the power and authority to act for and on behalf of LibertyFest.
 - A. The LibertyFest Board shall be the governing body and have general charge and control of the affairs, funds, and property of LibertyFest.
 - VII. **Vacancies**
 - A. Vacancy in the office of the President shall be filled by the Vice-President.
 - B. A vacancy occurring in an elected office other than President may be filled upon recommendation by the general membership with approval by the LibertyFest Board.
 - C. Persons so appointed or elected shall serve until the expiration of the original term.

Section 2: Nominations of Board of Directors

- I. LibertyFest Members will be notified that nominations for the LibertyFest Board are open in June of each year.
- II. Nominations will be open from June to July annually. The list of selected nominees and their bios will be presented to the membership at the Annual Meeting.
 - A. Nominees must be Members in good standing.
 - B. The consent of each nominee shall be obtained before the nomination is submitted.
 - C. A biography of each nominee shall be submitted with the nomination.
- III. Families may volunteer within LibertyFest, but no two family members shall serve on the LibertyFest Board simultaneously or as co-chairs.
- IV. The list of nominees for LibertyFest Board shall be distributed to Members preceding the annual meeting.

Section 3: Election

- I. The election of the LibertyFest Board shall be held between July 5th and September 30th of each year.
- II. Voting shall be by a hand raise or paper ballot. Paper ballots can be cast by members attending the Annual Meeting wishing to keep their vote anonymous.
- III. The Secretary and one LibertyFest Member shall count all ballots, and the Secretary shall announce to the membership the results.

Section 4: Terms of Office and Removal

- I. The newly elected LibertyFest Board Members shall be installed immediately following their election and begin their term of office.
- II. LibertyFest Board Members shall serve a one-year term and may be considered for reelection. The President and Vice-President can serve only three consecutive years but may run again after a one-year break.
- III. A LibertyFest Board Member, Member, or volunteer of LibertyFest may be removed from the organization with a written notice, setting forth the reason for removal, and a 2/3 majority vote

of the LibertyFest Board. The written letter must be delivered one month before the meeting when the matter is to be voted upon to allow for the Member to appeal to the Board. A Member may be removed within 48 hours without notice if charged, convicted, or accused of a criminal offense (misdemeanor or above), and a 2/3 vote of the Board during a special meeting.

- IV. LibertyFest Board Members accruing more than three absences from the Board meetings in one year shall be terminated from the membership of the Board, unless a contact is made by the LibertyFest Board Member and accepted by the Board showing such LibertyFest Board Member was reasonably prevented from attending such Board meetings, which will prevent the termination of such membership.

Section 5: Duties

I. President

- A. Shall be the general executive officer.
- B. Shall preside at all meetings and be an ex-officio member of all committees.
- C. Shall fill all sub-committees and vacancies on committees.
- D. Shall speak on behalf of LibertyFest in conjunction with the Director of Communications.
- E. Will co-sign all checks along with the Treasurer to ensure that all checks have two signatures.

II. Vice President

- A. Shall assume the duties of the President in his/her absence.
- B. Shall assist the President in the general supervision of his/her work.

III. Secretary

- A. Shall be responsible for the minutes of general meetings, board meetings, and special meetings. Shall appoint a substitute Board member or member to record minutes at any of the above meetings where they are unable to attend.
- B. Prepare a meeting agenda in advance of all LibertyFest meetings.
- C. Maintain a current copy of the Constitution and By-Laws.
- D. Maintained contact information for LibertyFest members
- E. Maintain a current roll of Members in good standing available for use during votes of the membership at meetings.

IV. Treasurer

- A. Shall be the Chair of the Finance Committee.
- B. Shall review the annual budget with the LibertyFest Board of Directors
- C. Shall present, per regularly scheduled meetings, financial reports to the Board.
- D. Expenses of \$500 or more not provided for in the budget shall be approved by the LibertyFest Board.
- E. Shall present an annual report at the annual LibertyFest meeting.
- F. The Treasurer shall sign all checks of the organization.
- G. Shall turn over to his/her successor all books and financial records.
- H. Maintain membership records and correspondence in accordance with a records retention schedule as approved by the Board.
- I. Pay all bills that fall within an approved budget and pay all other bills, which are duly approved by the Board, providing the invoices are approved by the officer or committee chairperson responsible for the activity.
- J. Prepare or engage a tax professional to file annual required tax returns and tax-exempt status filings to the Internal Revenue Service and Oklahoma Tax Commission, and permits as required by the City of Edmond.

V. Operations Officer

- A. Shall help committee chairs with the acquisition of items.
- B. Ensure the organization is planning for future growth.
- C. Produce and/or update an annual plan for future areas of growth.

VI. Immediate Past President

- A. The immediate past president serves in a non-voting advisory capacity to the LibertyFest Board.

ARTICLE V - COMMITTEES

Section 1: Standing Committees

- I. Standing Committees oversee ongoing activities essential to LibertyFest's mission. The Chair and Co-Chair of a Standing Committee must be a Member of Liberty Fest in good standing and is responsible for directly overseeing the committee's work. The Chair and/or Co-Chair must also provide reports at each LibertyFest Board meeting. The following committees are designated as permanent:
 - Car Show and ParkFest
 - Communications and Development
 - Concerts
 - Finance
 - Fireworks
 - Liberty Sprint
 - Trivia
 - Parade
 - Rodeo
 - Safety and Security

Section 2: Appointed Short-Term Committees

- I. The President may establish short-term committees as needed to address specific projects, tasks, or emerging needs that fall outside the scope of standing committees. These committees shall be temporary in nature and serve a defined purpose as outlined at the time of their creation.
- II. Duties of the Chairperson of a Short-Term Committee: Provide leadership and direction for the committee's assigned task or project. Coordinate meetings, delegate responsibilities, and ensure progress toward established goals. Report to the Board of Directors on committee activities, recommendations, and outcomes as required. Ensure the completion of the committee's objectives within the designated timeframe.
- III. Submit a final report summarizing the committee's work, findings, and any recommendations upon the conclusion of the term.
- IV. Short-term committees shall be dissolved upon completion of their assigned task or at the end of one year, whichever comes first unless an extension is approved by the LibertyFest Board.

ARTICLE VI - MEETINGS

Section 1: Regular Meetings

- I. Notice of all meetings of LibertyFest will be given in accordance with the Oklahoma Open Meeting and Records Act. Meeting agendas will be posted by the City of Edmond's Office of the City Clerk.
- II. The Board shall meet eight times per year, with an additional annual meeting for officer elections.
- III. A quorum for all meetings of the Board of Directors shall consist of those present and a majority of the Board.
- IV. The President, or in his/her absence, the President-Elect, or other senior officer, shall preside at all meetings.
- V. The purpose of the meetings will be to conduct official business, provide an opportunity for the exchange of ideas, and become familiar with projects and activities of the LibertyFest events.
- VI. Regular LibertyFest meetings can be held in a hybrid or online video format throughout the year and shall be held in person during the months of March, April, May, June, and July. Virtual meetings can be held during other months.

- VII. A 48-hour notice must be given before a LibertyFest board meeting is held detailing the time, place, and agenda.
- VIII. New business may be introduced during the New Business portion of a regularly scheduled meeting, provided it has been placed on the agenda. Any member may raise new business that could not have been added to the agenda prior to its posting, subject to the discretion of the presiding officer. No votes may occur during new business.

Section 2: Annual Meeting

- I. The annual meeting shall be to swear in new members of the LibertyFest Board of Directors and hear annual reports by committee chairs. It can be held in conjunction with a regularly scheduled meeting.
- II. At the Annual Board Meeting, the chairpersons shall submit a report of the business done during the preceding year.
- III. The Annual Meeting shall be held between July 5 and September 30 each year.

Section 3: Special Meetings

- I. Special meetings of the Members of this corporation to be held may be called at any time by the President and, in his/her absence, on call by at least four(4) members of the Board of Directors.
- II. If the meeting is to be a special meeting, the notice so given shall state the time, place, and purpose of such meeting within a 24-hour notice.
- III. Only specific agenda items may be discussed and voted on during special meetings. No new business may be conducted during special meetings.

Section 4: Closed Executive Sessions

- I. The Board of Directors may hold Closed Executive Sessions to discuss confidential, legal, financial, or personnel matters requiring discretion. These sessions are limited to LibertyFest Board members and others invited at the Board's discretion.
- II. **Call for Session:** The President or a majority of the Board of Directors may call a Closed Executive Session that is announced in the meeting agenda.
- III. **Quorum:** A majority of the LibertyFest Board of Directors must be present to proceed.
- IV. **Discussion Scope:** Topics may include personnel issues, legal matters, financial deliberations, strategic planning, or other sensitive topics.
- V. **Confidentiality:** All discussions and decisions made in Closed Executive Sessions shall remain strictly confidential.

ARTICLE VII – FISCAL MANAGEMENT

Section 1: Fiscal Year

- I. LibertyFest's fiscal year shall be January 1 through December 31.

Section 2: Financial Reviews

- I. A financial review of LibertyFest's records shall be made annually by a CPA (Certified Public Accountant) selected by the LibertyFest Board. An audit will be conducted at the discretion of the LibertyFest Board. LibertyFest Board Members shall not be directly liable for the debts or liabilities of LibertyFest.

Section 3: Use of Funds

- I. No financial obligation shall be contracted without the express sanction of the LibertyFest Board. Membership dues, donations, grants, and any other revenue received by virtue of LibertyFest's non-profit status 501c(3) shall be used only to fulfill the mission of LibertyFest as outlined in the Bylaws.

Section 4: Insurance

- I. Directors and officers insurance shall be purchased and renewed annually. Event insurance shall also be acquired annually, or certificates of insurance from contracts will be provided.

Section 5: Approval of Financial Reviews

- I. At the next meeting of the LibertyFest Board, following the completion of the financial review by a certified public accounting firm, the Treasurer shall present the results of that review to the LibertyFest Board. The review, if accepted by the LibertyFest Board, shall be available for review.

ARTICLE VIII - PROPERTY & STAFF

Section 1: LibertyFest Staff

- I. LibertyFest strives to maintain a 100 percent volunteer organization.
- II. If the LibertyFest Board determines that compensating a board member is necessary, a formal contract specifying the compensation structure and deliverables must be approved by the Board prior to each disbursement. All such contracts shall be subject to annual review and renewal by the Board.

Section 2: LibertyFest Property

- I. LibertyFest shall keep a log of property valued at more than \$300.
- II. The LibertyFest Board shall designate an individual to oversee the storage of LibertyFest property.
- III. LibertyFest shall purchase insurance to cover items within its possession.

ARTICLE IX - CONFLICT OF INTEREST

Section 1: Conflict of Interest

- I. Neither a contractor, a volunteer, a member of the LibertyFest Board, nor any other person associated with LibertyFest shall be involved in activities that would financially benefit the individual or the individual's interests, professional or personal, as a result of the individual's position with LibertyFest. The LibertyFest Board reserves the right to have full control of programs, collaborative or otherwise, conducted by LibertyFest or volunteers.

ARTICLE X - FINANCIAL GAIN AND DISSOLUTION

Section 1: Dissolution

- I. In the event of the dissolution of LibertyFest, the LibertyFest Board shall take the following actions:
 - A. Make provisions for the payment of all LibertyFest liabilities.
 - B. No part of the net earnings of this organization shall ever inure to, or for the benefit of, or be distributable to its Members, Officers, or other private persons, except that the organization may be empowered to pay reimbursement for necessary out-of-pocket expenses incurred in furtherance of the exempt purposes for which it was formed.
 - C. Dispose of the assets of LibertyFest to a 501(c)3 or educational institutions that qualify as exempt organizations under the current Internal Revenue Service code.

ARTICLE XI - REVISION

Section 1: By-law Revisions

- I. These bylaws may be revised at any LibertyFest Board meeting by a two-thirds vote in the affirmative, provided the LibertyFest Board Members have been given a 30-day notice in writing of the proposed revision.
- II. LibertyFest Members, in good standing, requesting revisions must submit them to the LibertyFest Board in writing. The LibertyFest Board then has 90 days to respond.

Section 2: Review of Bylaws

- I. These Bylaws should be reviewed by the Board every five (5) years to determine if any changes (amendments or revisions) should be made. A committee to make said revisions will be appointed by the Board.

APPROVED AND ADOPTED THIS 20TH DAY OF MAY 2025.
PREVIOUS REVISION 14 October 1999