

## **The Great Mid-Columbia Duck Race Board of Directors**

The undersigned Presidents of the six Rotary International Clubs (the Rotary Clubs) in Pasco, Richland and Kennewick, Washington, do hereby charter the Great Mid-Columbia Duck Race Board of Directors (Board) to act on their behalf to supervise and conduct an annual Duck Race or similar event(s) to raise funds for the charitable purposes of the Rotary Clubs.

### **MEMBERSHIP:**

The Board shall consist of one voting representative of each of the participating Rotary Clubs appointed by each Rotary Club for three year terms, except that the initial appointments shall be for up to three year terms commencing on January 1, 2009. At the first meeting of all the representatives so appointed the actual term of each initial member shall be determined by lot to be one, two or three years. The Rotary Clubs shall be notified of the results of such determination. Any vacancy occurring within a term shall be filled by action of the originally appointing Rotary Club. Such appointment shall be for the remaining term of the vacated seat only. If a Rotary Club fails to fill a vacancy within sixty days of the vacancy then the remaining Board members shall fill the vacancy from members of the original appointing Rotary Club. Reappointments shall be permitted and are at the discretion of each Rotary Club; however, no individual may serve more than two consecutive terms.

Any organization providing substantial administrative services for the event(s) may be given a voting membership on the Board

The Board may, at its discretion, add members from other Rotary Clubs (or Rotaract Clubs) as they become eligible as outlined below. The Board shall set a term for such additional members such that, as nearly as possible, no more than one-third of the Board appointments shall expire in any one year.

The person that functions as the Duck Race Coordinator of the event(s) shall be an ex-officio non-voting member of the Board. In addition, the Duck Race Coordinator may serve as chairperson of the Duck Race Committee.

### **POWERS**

The powers of the Board shall include, but not be limited to, the following:

- 1) To act as a policy and strategic planning body for the annual fund raiser and other activities undertaken by the Board.
- 2) To adopt a formal set of bylaws for the proper functioning of the Board.
- 3) To conduct one large fundraising activity per year and the sale of merchandise to support the Rotary Clubs by providing funds to them to support their community service activities



- 4) To incorporate other Rotary Clubs or Rotaract Clubs into the fund raising activities and to include representatives of such additional clubs on the Board after they have supported the fund raising efforts for at least 3 years and demonstrated a commitment to the fund raising efforts.
- 5) To approve and sign all contracts and agreements that are necessary and helpful in the operation of the organization, on behalf of the Rotary Clubs.
- 6) To cooperate with an administrative organization in supporting their role in the fund raising efforts and to negotiate such agreements as are necessary to define their role and the role of Rotarians and Rotary Clubs in the operation of the event(s).
- 7) To establish an infrastructure of technical support (e.g. Accounting), committees, job descriptions, policies and procedures, agreements and contracts, and strategic and tactical plans in furtherance of the Board's programs and purposes.
- 8) To review and approve an annual budget and work plan for each event.
- 9) To develop and operate a communication plan to keep the Rotary Clubs and individual Rotary members informed of the Boards activities and of the fund raising projects undertaken by the Board.
- 10) To the best of its ability, to obtain, own and protect all brands, trademarks and copyrights associated with the events on behalf of the Rotary Clubs.
- 11) To ensure that all those involved comply with Washington State Gaming Commission Rules and Regulations and all other laws and regulations in so far as they apply to the conducted event(s)

#### **CORPORATE STRUCTURE**

It is recognized that the initial lack of a corporate structure for the Board may not serve the long term strategic needs of the organization; therefore, the Board has the additional power to formerly incorporate as a non-profit Washington corporation and to seek a non-profit designation from the Internal Revenue Service. Such corporate documents shall stipulate that upon dissolution the remaining assets of the corporation shall be distributed to the Rotary Clubs participating on the Board at such time or to such eligible organization as is stipulated by each such Rotary Club.

Signed this 16<sup>th</sup> day of December, 2008 in Kennewick, Washington by:



Richard Grantham 12/09/08  
President/Date  
Columbia Valley Daybreak Rotary

Dave Lemak 12/9/08  
President/Date  
Rotary Club of Richland

Dave Parmeter 12/09/08  
President/Date  
Pasco-Kennewick Rotary Club

Ted Woodlock 12/09/08  
President/Date  
Rotary Club of Riverside

Mark Griffin 12/09/08  
President/Date  
Rotary Club of Columbia Center

Dennis Nichols 12/9/08  
President/Date  
Rotary Club of Tri-Cities Sunrise

Columbia Valley Daybreak Rotary Club President: Richard Grantham

Pasco-Kennewick Rotary Club President: Dave Parmeter

Rotary Club of Columbia Center President: Mark Griffin

Rotary Club of Richland President: Dave Lemak

Rotary Club of Riverside: Ted Woodlock

Rotary Club of Tri-Cities Sunrise: Dennis Nichols