

# **Folk Alliance Region Midwest (FARM) By-laws**

## **MISSION**

The purposes of FARM are as follows:

1. Serve the purposes of the North American Alliance of Folk Music and Dance (the Folk Alliance).
2. Hold a regional folk music and dance conference in the Midwest annually.
3. Provide a method to represent the interests of our members to the parent Folk Alliance.
4. Carry out such other projects as are of benefit to the Folk Alliance members in the Midwest and are supported by them.

## **ARTICLE I - Members**

### **SECTION 1. Membership**

Members are:

- a. all members in good standing of the North American Alliance of Folk Music and Dance (hereinafter referred to as 'FA') who reside in the following states: Michigan, Illinois, Ohio, Indiana, Iowa, Wisconsin, Minnesota, Missouri, North Dakota, South Dakota, Kansas and Nebraska.
- b. by application to the FARM Board, interested members in good standing of the FA who reside outside the above named states.

### **SECTION 2. Annual Meeting**

The annual meeting shall be held in conjunction with the annual Regional Conference. Announcement of the Annual Regional Conference shall constitute announcement of the annual meeting. At the annual meeting, the Board will report on the financial status of the organization, and other issues they deem appropriate

### **SECTION 3. Rights of members - Members may:**

- a) ratify the bylaws (new and revised)
- b) ratify the state of directors
- c) nominate additional candidates
- d) initiate by-law changes
- e) recall directors with or without cause

## **ARTICLE 2- Directors**

**SECTION 1. Powers.** The Board of Directors shall have the entire charge, control and management of association and its property and may exercise all or any of its powers. The quorum necessary for action by the Board of Directors shall be 3 of the elected Directors.

**SECTION 2. Nomination and E -** The board will serve as the nominating committee, or may appoint an outside nominating committee of members in good standing headed by a member of the Board. The list of nominees, equal in number to the list of openings, and accepted by the Board, shall be sent to

the membership not later than 90 days ahead of the annual conference. This announcement may be included with or as part of the announcement of the annual conference, or printed in or mailed with the FA Newsletter. Additional nominees may be submitted by the membership, upon letter(s) of support from at least 10 members in good standing received not later than 60 days ahead of the annual regional conference. If no additional supported nominations are received the slate will be deemed elected. Otherwise a mail ballot will be distributed by 30 days ahead of the conference with the results to be announced at the conference.

SECTION 3. Number and term of Directors - there shall be 5 elected directors. The term of the directorship shall be 2 years. At the inception of these by-laws, three directors will be elected for two-year terms and two for one-year terms. The initial slate of directors will be nominated by the ad hoc by-laws committee and shall be deemed elected upon the ratification of the by-laws.

SECTION 4 Vacancies. Any vacancy existing in the Board of Directors at any time may be filled by appointment by the Board of Directors at any meeting. Any director so appointed shall serve out the term vacated. A director so appointed to fill the term of an elected director shall be deemed "elected" for the remainder of that term for purposes so identified in these by-laws.

SECTION 5. Resignation. Any Director- may resign by delivering his/her written resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening Of Some other event.

SECTION 6. Removal. A Director may be removed from office (a) with or without cause by vote of a majority of the members entitled to vote in the election of Directors or (b) for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

SECTION 7. Ex-officio Directors. All members of the FA Board of Directors whose address of record with the FA is within states enumerated in Article 1, shall be considered ex-officio members of the Board of Directors of FARM. AS SL on they are welcome and encouraged to participate in the activities of the FARM and have a vote in matters not specifically excluded by these by-laws, but their participation shall not affect the quorum of the board, which shall be determined only by participation of the Directors nominated and ratified as FARM Directors.

### ARTICLE 3- Officers

SECTION 1. Enumeration. The officers of the association shall be a President, a Treasurer, a Secretary, and such Vice Presidents, Assistant Treasurers, Assistant Secretaries and other officers as may from time to time be determined by the Directors.

SECTION 2. Election and Vacancies. The President, Treasurer and Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of members, or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing if, any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of his predecessor.

SECTION 3 Qualification. The President, Secretary and Treasurer must be Directors. All officers shall be members. Any two or more offices may be held by the same person. The Secretary shall be the officially designated agent appointed for the purpose of service of process,

SECTION 4. Tenure. Except as otherwise provided by law, by any future Articles of Organization or by these by-laws, each of the President, Treasurer and Secretary shall hold office until the first meeting of the Directors following the next annual meeting of members, or the special meeting held in lieu thereof, and thereafter until his successor is chosen and qualified. Other officers shall hold office until the first meeting of the Directors following the next annual meeting of members, or the special meeting held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them.

SECTION 5. Resignation. Any officer may resign by delivering his written resignation to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

SECTION 6. Removal. The Directors may remove any officer appointed by the Directors cause by a vote of a majority of the entire number of Directors then in office (including, for this section, Ex-officio Directors) ' provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

SECTION 7. President. The President when present shall preside at all meetings of the members and of the Directors. He or she shall be the chief executive officer of the association. It shall be his/her duty and she/he shall have the power to see that all orders and resolutions of the Directors are carried into effect. He/she shall from time to time report to the Directors all matters within his of her knowledge in which the interests of the association may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate. In addition, the President is responsible to the parent Folk Alliance for the conduct of FARM, and serves as the main contact for business transacted between the parent organization and FARM. The President is responsible for communications with the parent Folk Alliance.

SECTION 8. Vice President. In the absence or disability of the President, his or her powers and duties shall be performed by the Vice President if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate. The Directors may assign to any Vice President the title of Executive Vice President, Senior Vice President and any other title selected by the Directors.

SECTION 9. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. He/she shall promptly render to the President and to the Directors such statements of the association's transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer is responsible for timely reporting of FARM financial information to the parent Folk Alliance, and the furnishing of annual financial records pursuant to the maintenance of FARM's status as a participant in Folk Alliance's Group Exemption Program. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

SECTION 10. Assistant Treasurers. In the absence or disability of the Treasurer. his/her powers and duties may be performed by the Assistant Treasurer, if the Directors have chosen to assign one, or, if there are more than one, by the one designated for the purpose by the Directors. Each nt Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

SECTION 11. Secretary. The Secretary shall record in books kept for the purpose all votes and proceedings of the members and of the Directors at their meetings. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

#### ARTICLE 4 Inspection of Records

Books, accounts, documents and records of the corporation shall be open to inspection by any Director upon application to the Secretary or Treasurer and subsequent appointment at a mutually agreeable time and place. The original, or attested copies, of the by-laws and records of all meetings of the association and its members shall be at an office or residence of the Secretary or the resident agent if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at reasonable times for inspection by the Folk Alliance international headquarters staff or by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the association. Membership records required to be maintained by the Secretary of the organization shall be limited to records of attendance at Midwest Regional Folk Alliance Conferences (including non-members), and the list of FA members who reside outside of the Midwest region who have requested FARM membership. The total active membership list is expected to be maintained by the parent FA organization by its international headquarters staff, pursuant to the definition of members in Article i., Section 1.

#### ARTICLE 5 - Checks, Notes, Draft and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by the Treasurer or the President. Other signers may be authorized by the Directors if deemed necessary.

#### ARTICLE 6 - Fiscal Year

The fiscal year of the FARM shall coincide with the fiscal year of the parent FA, i.e., the year ending with June 30th in each year.

#### ARTICLE 7 - Amendments

These by-laws may at any time be amended by vote of the members, by a simple majority of votes returned in a mail ballot. Notice of by-law revision ballot may be through special mailing to all members or via a notice in the Folk Alliance Newsletter. The notice of the substance of the proposed amendment must be stated in the ballot notice. Proposed by-law amendments may originate with the Board, or from the membership upon letter to the Board supported by 10 or more members.

#### ARTICLE 8 - Compliance with Internal Revenue Code

SECTION 1. No part of the organization's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the organization.

SECTION 2. Upon dissolution, the assets of the organization shall be distributed to The North Folk Music and Dance Alliance, Inc.

SECTION 3. The organization shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

SECTION 4. It is intended that the organization shall be entitled to exemption from federal income tax under section 501 (c)(3) of the Internal Revenue Code and shall not be a private foundation as described in section 501 (a) of the Code.

SECTION 5. The organization subscribes to the general purposes of The North American Folk Music and Dance Alliance, Inc.

#### ARTICLE 9 - Ratification of these By-laws

These by-laws have been drafted by an ad hoc committee of Folk Alliance members who have participated in Midwest regional Folk Alliance conferences. Upon completion of this draft to the satisfaction the committee, it will be mailed for balloting to all members of the Folk Alliance whose address of record with the Folk Alliance is within the Midwest states designated above, and to any person not included above who attended at least one of the three most recent Midwest Regional Folk Alliance Conferences. These by-laws shall be considered ratified, and the organization empowered to operate under them, upon approval of a simple majority of the ballots returned.