

New Mexico Folk Music and Dance Society Bylaws

DRAFT

Article I. Name. The name of this organization is New Mexico Folk Music and Dance Society (FolkMADS).

Article II. Purpose. FolkMADS is a nonprofit educational organization dedicated to promoting community awareness of and participation in traditional folk music and dance.

Article III. Membership. All persons who are interested in traditional folk music and dance are eligible to become members of FolkMADS upon payment of dues.

- A. Members in good standing are entitled to participate in annual and special meetings; to vote on all questions coming before the membership whether in person, electronically, or by mail; to hold office and to serve on standing or special committees.
- B. Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.
- C. Membership dues and privileges are determined by the Board. Only those persons whose membership is paid will be a member in good standing.
- D. The Board may, at its discretion, terminate the membership of any person at any time by returning that person's current dues.

Article IV. Meetings of the Membership.

Section 1: Membership Meetings: The Annual Membership Meeting of FolkMADS shall be held in the month of November for the election of Board members and the transaction of any necessary business.

Special Meetings of the membership may be called by the President at his/her discretion, or at the direction of the Board, or at the written request of twenty-five (25) members. Notices of Special Meetings shall state the matters to be considered.

Members will be notified by mail or email of the Annual Membership Meeting or any Special Membership Meeting at least ten (10) days prior to the meeting. The quorum for transaction of business is participation of a minimum of twenty-five (25) members. Voting may take place in person, electronically, or by mail using a method decided by the Board.

Minutes shall record the matters considered and decisions made at all membership or special meetings and shall be made publicly available. Election results shall be posted on the web site.

Section 2: Reversal of Decisions: A 2/3 majority of members voting during any Membership Meeting - annual or special - shall have the power to reverse or modify in any way any decision made by the Directors. A petition to vote on such changes must be signed by at least twenty-five (25) members and must be presented to the Directors at least fifteen (15) days before the vote is to be taken. If the vote is to be taken at the Annual Membership Meeting, the nature of the proposed changes must be included in the notification of the meeting.

Article V. Board of Directors.

The responsibility for all business matters lies with the Board of Directors which consists of the Officers and Board members.

The duties of the Board of Directors shall be as follows:

- A. To determine overall policy for FolkMADS;
- B. To maintain contact with members of FolkMADS;
- C. To regularly review the financial management of FolkMADS;
- D. To direct FolkMADS in carrying out its purposes as stated in the Articles of Incorporation.

- E. To set dues and fees at rates which will cover costs of operation; to set honoraria paid to callers, musicians, and sound engineers; to rent necessary facilities; to approve activities undertaken in the name of FolkMADS.
- F. To determine the need for and the responsibilities of standing or special committees to carry out projects or special programs. The chairpersons of standing or special committees may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of FolkMADS.
- G. To determine which performers (bands, callers, and sound technicians) may be hired at FolkMADS sponsored events.

Section 1. Number, Tenure, Qualification, Election:

The Board of Directors shall consist of at least seven (7) and no more than eleven (11) Directors. In 2014, from four (4) to six (6) Directors shall be elected to serve for two- year terms, and from three (3) to five (5) Directors shall be elected to serve one-year terms. After 2014, in even numbered years, up to six (6) Directors shall be elected to serve for two-year terms, and in odd numbered years up to five (5) Directors shall be elected to serve for two-year terms.

For the purposes of leadership continuity, each year up to six (6) Directors shall be elected to two-year terms without exceeding eleven (11) total Directors, with additional candidates being elected to one-year terms. If more than six (6) seats are open for election, then candidates will be ranked by their vote scores; two-year terms are given to the six (6) candidates with the highest vote counts, and one-year terms are given for the remaining vacancies corresponding to election rules; ties will be resolved by personal concession or coin toss.

The requirements for becoming a Director are:

- A. An interest in promoting the purpose of FolkMADS as set forth in section 3 of the Articles of Incorporation
- B. Membership in FolkMADS
- C. Willingness to attend at least half of the board meetings.

Directors are elected by the members during the Annual Membership Meeting in November. Terms commence in January. Candidates for Director shall nominate themselves by submitting a statement of interest and qualifications to the Election Committee at least 15 days prior to the Annual Membership Meeting. Statements from all candidates will be posted on the web site 10 days prior to the Annual Membership Meeting. Directors- elect are expected to attend the regular Board Meeting in December, at which time Directors-elect will choose new Officers and select Chairs for all standing committees by consensus or vote if necessary. A Director may be assigned other duties, including Chairmanship of a Standing Committee.

Directors may resign in writing. In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election or by a majority vote may appoint a member to temporarily fill the vacancy until the next election.

A member of the Board may be removed from office after reasonable notice and opportunity to be heard at any meeting of the Board of Directors at which a quorum is present. The Director may be removed by a 2/3 majority vote of the members at any Membership Meeting or by a two-thirds (2/3) majority vote of the entire Board.

The number of Directors may be increased or decreased from time to time by amendment to the Bylaws, as outlined in Article XII below.

Section 2. Board Meetings: Regular meetings of the Board of Directors shall be held a minimum of six (6)

times a year at a time and location announced at least 10 days in advance on the web site. Directors may attend either in person or via conference call. Special meetings of the Board will be held at a time and place fixed by the President, and may be called by any two (2) Directors upon notice given to each Director by email, mail, or telephone at least three (3) days before the meeting. Minutes shall be taken at all meetings and shall be available on the FolkMADS web site.

Section 3. Quorum, Action: The presence in person or via conference call of a simple majority of the Board of Directors shall constitute a quorum. In the absence of a quorum, the action of the attending members shall be the action of the Board, subject to approval at the next Board Meeting.

Emergency decisions may be made between Board Meetings by obtaining the approval of a majority of the Board of Directors verbally or electronically. Such decisions will be subject to ratification at the next Board Meeting.

Article VI. Officers

Section 1. Number, Tenure, Qualification, Election: The Officers of FolkMADS shall be President, Vice-President, Secretary, and Treasurer and other such Officers as the Board or membership may decide are necessary. Each officer shall be elected by the incoming Board from among itself at the monthly Board Meeting in December to serve for one year, commencing in January.

Section 2. President: The President will be the chief executive officer of FolkMADS, will preside at Board Meetings, and when authorized will execute and deliver documents in the case of FolkMADS. The president will also coordinate all committees.

Section 3. Vice-President: The Vice-president shall preside over Board Meetings in the absence of the president. In the event of a vacancy occurring in the office of the President, the Vice-President shall become the President until a successor is chosen at the next Board Meeting.

Section 4. Secretary: The Secretary shall have custody of any records not held by the other Officers, and shall archive and then pass them to a duly elected successor. The secretary or an appointed substitute shall take minutes at each Board and Membership Meeting and make them available on the web site once they are approved. In addition, the minutes of each Board Meeting shall be mailed or emailed to each Director prior to the next Board Meeting. At each Board Meeting, the secretary shall ask for corrections to the minutes of the previous meeting and update the minutes accordingly. The Secretary may collect, open, and distribute the mail received by FolkMADS. The Secretary shall file an annual corporate report with the New Mexico Secretary of State.

Section 5. Treasurer: The Treasurer shall maintain and have custody of the financial and other records of FolkMADS, and shall archive and then pass them to a duly elected successor. The treasurer shall disburse funds for all business with the approval of the Board, maintain accounting records for all accounts, and oversee handling of the cash boxes. The Treasurer may appoint an Assistant Treasurer to maintain accounting records for selected accounts, as needed. The Treasurer shall coordinate financial decision-making information, prepare an annual budget, an annual report, and shall present said information at Board and Membership Meetings. The Treasurer shall prepare tax documents as needed, consulting with outside experts when necessary. The Treasurer may collect, open, and distribute the mail received by FolkMADS.

Article VII. Standing Committees

The Board of Directors of FolkMADS has created the following Standing Committees and may create others as needed. The Chair of each committee shall be a member in good standing of FolkMADS. Members of the Committees shall also be members in good standing of FolkMADS. Each Committee shall meet as often as deemed necessary by its Chair. Each Committee Chair shall report in person, in

writing, or electronically to the Board at or prior to each Board Meeting, or as appropriate.

Standing Committees include, but are not limited to:

- A. Albuquerque Dance Committee
- B. Santa Fe Dance Committee
- C. Taos Dance Committee
- D. FolkMADness Camp Committee
- E. Fall Camp Committee
- F. Concert/Special Events Committee

Each Committee is responsible for planning and running its sponsored events. This includes arranging for facilities, musicians, callers, sound equipment, and optionally refreshments and decorations. Committees will arrange to collect admission charges and make payments to those hired for the event as authorized by the Board of Directors, and will provide financial reports and cash deposits to the Treasurer in a timely manner. Nonstandard expenditures require Board approval.

Article VIII. Notice and Waiver of Notice

Any notice of a Membership or Board Meeting will state the time, place, and purpose of the meeting, and will be sent by mail or email to the address shown on the membership records or given in person to all persons entitled thereto. Notice will be considered waived by any person who waives the notice in writing before or after the meeting, or who appears at a meeting in person. Failure to receive a notice will not affect the validity of the meeting involved.

Article IX. Monetary Matters

Section 1. Funds and Borrowing: The depository for FolkMADS funds, the persons entitled to draw against these funds, the persons entitled to borrow on behalf of FolkMADS, and the manner of accomplishing these matters shall be determined by the Board.

Section 2. Compensation and Pecuniary Benefit: No member, Director, or Officer will by reason of being such, receive, directly or indirectly, any part of the income or profit of FolkMADS. However, FolkMADS may pay compensation in accordance with established fees to its members, Directors, or Officers for service rendered and shall reimburse them upon proper documentation of expenses incurred on behalf of FolkMADS.

Article X. Indemnity

FolkMADS shall have the power to indemnify any member, Director, or Officer or former member, Director or Officer of FolkMADS against reasonable expenses, costs and attorney's fees actually and reasonable incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a member, Director, or Officer. The indemnification may include any amounts paid to satisfy a judgement or to compromise or settle a claim. The member, Director, or Officer shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of the office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a member, Director, or Officer for reasonable expenses to be incurred in connection with the defense of the action, suit, or proceeding provided that the member, Director, or Officer must reimburse FolkMADS if it is subsequently determined that the member, Director, or Officer was not entitled to indemnification. FolkMADS may make any other indemnification as authorized by a resolution adopted after notice by the members entitled to vote. As used in this article, "Director" means any person who is or was a Director of FolkMADS and any person who, while a Director of FolkMADS, is or was serving at the request of FolkMADS as a Director, Officer, partner, trustee, employee or agent of any

foreign or domestic corporation or nonprofit corporation, cooperative, partnership, joint venture, trust, other incorporated or unincorporated enterprise or employee benefit plan or trust.

Article XI. Interested Parties

Section 1. No transaction of FolkMADS will be affected because a member, Director, or Officer of FolkMADS is interested in the transaction, so long as such transactions are conducted at arms length in good faith, and are not violations of the prohibitions in the Articles of Incorporation and the bylaws against receipt of Corporation income and profit.

Section 2. Such interested persons will be counted for quorum purposes and may vote when the membership considers the transaction if they meet membership criteria. If the Board or membership approves such transactions, minutes of said meeting must include notice of the transaction and be available to members within one week of said meeting at which time members would have thirty (30) days to protest said transaction.

Article XII. Amendments

Section 1. These by-laws may be amended by a 2/3 majority vote of the Board at a meeting at which the proposed amendment has been set forth in the notice of the meeting. By-laws amendments by the Board shall be submitted for ratification at the next Membership Meeting. A 2/3 majority of those voting shall be necessary for ratification.