



## **BYLAWS of The World Folk Music Association**

### **ARTICLE I NAME AND PURPOSE**

- Section 1 The name of the Organization is "The World Folk Music Association."
- Section 2 The purposes of the organization are exclusively charitable, educational, scientific and nonprofit as described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is organized to specifically:
- Section 3 Educate the public about traditional, contemporary and international folk music;
- Section 4 Support and promote the development of the art of folk music in community and educational settings;
- Section 5 Provide opportunities for the public to experience folk music as a valuable art form; and
- Section 6 Support the development of archival materials and the scholarly study of traditional and contemporary folk music.

### **ARTICLE II OFFICE OF THE ORGANIZATION**

- Section 1 The principle office of the Corporation shall be designated by the Board of Directors.

### **ARTICLE III MEMBERSHIP**

- Section 1 The membership shall be those persons who pay the dues established by the organization and are approved for membership by the Board of Directors.
- Section 2 All members shall have one vote.
- a. There shall be no proxy voting.
- Section 3 Members shall be eligible to nominate persons for the Officers and Board of Directors of the Organization, and participate in the programs of the Organization.
- Section 4 The Board of Directors may terminate any membership for reasonable cause, or when the member engages in activities that are not conducive with the interests of the Organization.
- Section 5 A membership is automatically terminated if a member does not pay the annual dues.



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### ARTICLE IV DIRECTORS

- Section 1 The management of the Organization shall be vested in the Board of Directors which shall be composed of no more than 21 persons and no less than 9 persons.
- a. The Board shall determine the specific number of Directors from time to time.
- Section 2 At each Annual Meeting, the Directors and the Officers to serve for the upcoming years shall be elected by a majority of the existing Directors.
- Section 3 The slate for the Board and the Officers of the Organization shall be set by the Nominations Committee and confirmed by the existing Board.
- a. Any member may nominate a name for the Board or Officers if the nomination is supported in writing by five (5) other members of the organization.
- Section 4 Vacancies on the Board (including Officers) occurring between annual meetings may be filled for the balance of the term by a majority vote of the remaining members of the Board of Directors.
- Section 5 Each Director shall hold office for a term of three (3) years or until a successor is duly elected.
- a. The initial Board members shall be divided into three approximately equal groups:
- 1) One-third (1/3) of the members for an initial term of one year;
  - 2) One-third (1/3) to serve for an initial term of two years; and
  - 3) One-third (1/3) for an initial term of three years.
- Section 6 No person shall serve more than two (2) consecutive full terms on the Board of Directors, except those persons serving an initial term of less than three years may serve for two (2) additional full three year terms.
- Section 7 Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority of those present and voting, but not less than one-half of the Directors then serving.



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- a. Each Director shall have one vote.
- b. Members of the Board may only vote in person; there shall be no proxy voting.
- c. By a determination of a majority vote of the Executive Committee, the Board may be allowed to vote on specific matters by electronic e-mail.

Section 8 Any member of the Board of Directors (including Officers) may be removed by a two-thirds (2/3) vote of the full Board for a substantial cause.

- a. A substantial cause shall include failure to participate in the activities of the Board of Directors, as evidenced by among other things, the failure to attend at least one-half of the yearly Board Meetings, or by failure to attend four or more consecutive meetings.

Section 9 A Director or Officer may resign only by submitting a written resignation to the President, or to the other Directors, if the resigning Director is the President.

### ARTICLE V OFFICERS

Section 1 The Officers of the Organization shall consist of:

- a. 1 President;
- b. 2 Vice-Presidents; (*Amended February 9, 2013*)
- c. 1 Secretary;
- d. 1 Treasurer; and
- e. The Past-President.

Section 2 The Officers (except for the Past-President) shall be elected at the Annual Meeting by majority vote of those Board members in attendance at the Annual meeting.

Section 3 The Board of Directors shall fill any vacancy occurring in any Office (except for Past-President), for whatever reason, and any person so elected shall fulfill the term of his/her predecessor.

Section 4 The president and vice presidents shall be elected for two 3-year term, with two consecutive terms possible, for a total of 6 years of continuous service. (*Amended March 5, 2016*)



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- Section 5     The Secretary and Treasurer shall be elected for one 2-year term, with no limit on the number of consecutive terms. (*Amended January 25, 2014*)
- Section 6     The Officers shall have the authority and responsibility delegated by the Board and as follows:
- a.     The **President** shall preside at and conduct all meetings of the Board and the Executive Committee.
    - 1)     The President may sign all contracts and agreements in the name of the Organization after the Board has approved them,
    - 2)     Serve as the representative of the Organization in meeting and discussions with other organizations and agencies, and otherwise
    - 3)     Perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board of Directors.
  - b.     The **Vice-Presidents** shall perform the duties of the President if the President is unable to do so or is absent.
    - 1)     The Vice-Presidents may be assigned other tasks by the Board and, at the request of the President, assist in the duties of the President.
  - c.     The **Secretary** shall:
    - 1)     Keep accurate records and minutes of all meetings of the Organization;
    - 2)     Distribute minutes of previous meetings in advance of each meeting; and
    - 3)     Maintain the Minute Book of the Organization, and a current listing, with phone numbers, addresses, and e-mail addresses of the Board of Directors.
  - d.     The **Treasurer** shall:
    - 1)     Oversee the deposit of funds of the Organization into the proper accounts of the Organization;



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- 2) The recordation of all receipts and disbursements from such account(s);
  - 3) The preparation of the books and records of the finances of the Organization;
  - 4) The preparation of financial reports of the accounts for each Board meeting; and
  - 5) The preparation and filing of all end of year financial reports, including federal and state tax reports.
- e. The **Past-President** shall provide historical perspective to the decisions of the Board and Executive Committee and shall assist in those duties as determined by the Board or President.
- f. All **Officers** shall perform such other duties as may be specified by the Board.

### ARTICLE VI MEETINGS

- Section 1 The Annual Meeting of the Organization shall be held in the month of January of each year, or at such time as soon as practical as determined by the Board of Directors.
- Section 2 Regular meetings of the Board shall be held at least quarterly, and may be scheduled more often by the President.
- Section 3 Special meetings of the Boards shall be held at any time and any place when called by the President or by at least three Directors.
- a. Business transacted at special meetings shall be confined to the purpose of the meeting stated in the notice of the meeting.
- Section 4 Notice of regular Board meetings, including the Annual Meeting, shall be in writing and delivered at least 10 days, and no more than 30 days, before the day of the meeting.
- a. Notices of Special Meetings shall state that it is a Special Meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time.
  - b. All persons entitled to vote at the meeting must be mailed, e-mailed, or otherwise delivered proper notice of the meeting.



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- Section 5 At any meeting, a quorum shall consist of fifty percent (50%) of the Directors then serving.
- a. A majority vote shall consist of fifty percent (50%) of those present and entitled to vote at the meeting, except as otherwise provided by these Bylaws.

### ARTICLE VII COMMITTEES

- Section 1 The Board of Directors may create such **committees** with such powers as is deemed in the best interest of the Organization.
- a. The President shall appoint persons to chair and serve on those committees, including persons who are not Directors of the Organization.
  - b. Anyone serving on a committee must be a member of the Organization.
  - c. All such appointments must be approved by the Board of Directors either prior to the appointment, or be ratified at the next Board meeting.
- Section 2 The **Executive Committee** shall consist of the President, Vice-Presidents, Secretary, Treasurer and Past-President.
- a. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Organization and shall report such recommendations to the Board of Directors for action.
  - b. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary action.
  - c. The Executive Committee shall report any actions they take to the Board of Directors at the next regularly scheduled meeting of the Board.
- Section 3 The **Nominating Committee** shall be appointed by the President and approved by the Board of Directors.
- a. The Nominating Committee shall consist of at least three (3) members of the Board, and shall be chaired by the Past-President.



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- b. The Nominating Committee shall develop the slate of Officers and the Board for election at the Annual Meeting.
- c. The Board may select more than one person for each position of the Board and Officers, and must include any names provided to them by any member of the Organization that is supported by at least five (5) other members of the Organization.
- d. The Nominations Committee must give notice to the membership of their right to nominate names for the Board and Officers at least thirty (30) days before the actual determination of the slate by the Committee.
- e. No person may serve on the Nominations Committee for more than three (3) consecutive one year terms.

Section 4 The Board of Directors may establish such **standing committees** as the Board determines appropriate for the conduct of the business of the Organization.

- a. The President shall appoint the chair and members of any standing committees, and shall be ratified by the Board of Directors.
- b. There must be at least one member of the Board of Directors on each standing committee.

Section 5 The Board of Directors may establish such **special committees** as they shall determine are necessary for the functioning of the Organization.

- a. Each such committee shall be given a specific charge and term.
- b. No special committee shall have a term of more than one year unless reappointed by the Board.
- c. The members and chair of any special committees shall be appointed by the President and ratified by the Board.

### ARTICLE VIII STAFFING

Section 1 The Board of Directors may hire a Chief Executive Officer for the Organization, with a title appropriate to the functions of the position.



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- Section 2 The Board of Directors may establish the duties and functions of the Chief Executive Officer as it deems necessary for the functioning of the Organization.
- Section 3 The Chief Executive Officer shall be subject to hire and termination by the Board of Directors, and may be authorized to hire staff positions as determined by the Board of Directors.
- Section 4 The Chief Executive Officer shall attend all meetings of the Board of Directors and Committees as staff, but shall not be entitled to vote.

**ARTICLE IX CONFLICT OF INTEREST**

- Section 1 Any Director or member of the Organization may not benefit or profit in any manner from any action or decision of the Board of Directors that is not also available to all other members of the Organization.
- Section 2 Any Board Member, Officer, Committee member or employee having an interest in a contract or other transaction or determination presented to the Board of Directors or a Committee of the Organization for recommendation, authorization, approval, or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or Committee prior to the acting on such contract or transaction.
- Section 3 The body to which such disclosure is made shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists, or can reasonably construed to exist.
- a. Any person having an interest in the Board's or Committee's vote shall not vote on, nor use his or her personal influence on, nor participate in the discussion of the issue, except to respond to any questions by the body.
  - b. Such person shall not be counted in determining the existence of a quorum at any meeting where the contract, transaction or determination is under discussion or is being voted upon.
- Section 4 The minutes of the meeting shall reflect the disclosure made, the vote thereon, and when applicable, the abstention from voting and participation, and whether a quorum was present.



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### **ARTICLE X INDEMNIFICATIONS**

Section 1 The Organization may indemnify its Directors, Officers, employees and agents to the extent it deems in the Organization's best interest, and in accordance with Maryland laws.

### **ARTICLE XI COMPENSATION**

Section 1 The members of the Board of Directors and the Officers of the Organization shall serve without compensation for their services as a Board Member or Officer.

Section 2 Directors or Officers may be reimbursed for all expenses reasonably incurred on behalf of the Organization.

### **ARTICLE XII FISCAL YEAR**

Section 1 The fiscal year of the Organization shall be from January 1 to December 31.

### **ARTICLE XIII VOTING**

Section 1 Any vote taken by the Board of Directors or any committee may be done by e-mail where it is deemed by the Board or committee to be in the best interest of the Organization in meeting its responsibilities.

Section 2 Any requirement in the Bylaws that requires written notice can be met by e-mail communication when it is determined to be in the best interest of the Organization.

### **ARTICLE XIV AMENDMENTS**

Section 1 These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors provided the proposed amendment(s) has (have) been submitted to the Directors in writing at least ten (10) days prior to the meeting date.

### **ARTICLE XV NONDISCRIMINATION**

Section 1 The Organization's Officers, Directors, employees, and persons served by the Organization shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation, and political or religious opinion or affiliation.

