

**BLUEGRASS MUSIC ASSOCIATION OF MAINE**  
**2021 PROPOSED BYLAW AMENDMENTS SUMMARY**

**Article V, Section 5.03 Terms**

An elected director shall serve a two-year term and serve as many terms as elected. Members elected to regular terms shall take office at the first Board meeting following the Annual Meeting. A member elected to fill a vacancy shall serve for the remainder of the expired term of his or her predecessor in office.

*Comment: This removes language regarding the first year of BMAM operation.*

**Article V, Section 5.04 Nominations and Elections**

Members of the Board of Directors shall be elected annually by the general membership of the Association. Prior to the Annual Meeting, the Nomination/Election Committee shall count the ballots. The Board will hold an Annual Meeting at which the votes in the Annual Election shall be announced. Voting may be done by one of the three following means: in person, mail ballot or by electronic means and shall be conducted in a manner as determined by the Board of Directors. Ballots listing the slate of candidates for Board membership shall be sent to the membership at least 30 days in advance of the Annual Meeting, Additional nominations shall be solicited from the general membership prior to September 1 prior to the Annual Meeting.

*Comment: This paragraph establishes a procedure for nominations and election which is generally followed now, and provides for electronic communication.*

**Article V, Section 5.04 Nominations and Elections**

The President and Directors shall be elected to the open positions based on the numbers of votes for each nominee. Nominees shall be ranked by the number of votes received; open positions shall be filled from the ranked list, beginning with the candidate receiving the greatest number of votes. Ties shall be resolved by the current Board of Directors.

*Comment: Adds "President" to positions elected annually. This conforms Bylaws to current practice.*

**Article V, Section 5.09 Vacancies**

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors for the time remaining until the Annual Election, at which time a vote of the membership at the next Annual Vote will fill the vacancy. A director elected to fill a vacancy shall take office immediately upon notice by the President of Secretary, and shall serve for the unexpired portion of the predecessor's term.

*Comment: This clarifies the practice of filling a Board vacancy.*

**Article V, Section 5.11 Regular Meetings**

Regular meetings of the Board of Directors shall be held monthly at such time and place and in such manner as is determined by the Board. Meetings may be held in person, by teleconference or by video conference, as determined by the Board. Notice of all regular meetings shall be given to all members of the Board, either personally, via first class mail or via electronic mail. A regular meeting may be canceled by the Board, providing that the Board meets not less than once during a two-month period.

*Comment: This allows for video conferencing and digital communications.*

**Article V, 5.18 Action Without Meeting**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if unanimous consent setting forth the actions so taken, is acknowledged (whether in writing or by digital means) by all members of the Board of Directors. Such consent shall have the same force and effect as a majority vote at a meeting. The signed consent, or a signed copy, shall be placed in the minutes.

*Comment: This clarifies that the Board may act without a meeting if all agree. It also takes into account digital communications.*

### **Article VII, Section 7.01 Annual Meeting**

The President shall announce an Annual Meeting of the Association membership, to be held each October, at such time and place and in such manner in Maine as directed by the Board. Attendance may occur in person, telephonically, or by video conference, as determined by the Board. Sixty days' notice (by U.S. surface mail, electronic mail, or any other means determined by the Board) to the membership shall be given prior to the meeting, indicating any actions proposed for vote by the membership. This meeting shall be convened only if a quorum of twenty percent of the total registered membership is present. Any proposed motion shall pass upon the affirmative vote of a simple majority of the members attending a duly convened Annual Meeting.

*Comment: This takes into account current practice and allows digital participation.*

### **Article VII, Section 7.02 Special Election**

Special elections may, in the discretion of the Board, be called by the Board in order to fill vacancies on the Board or to fill a vacancy in the office of President. Nominations shall be solicited either by mail or at a general meeting of the membership. Voting may occur in a manner determined by the Board, by mail-in ballot, electronic ballot or in person, at least 30-days' written notice shall be given to the membership prior to the actual vote. The Board may act to fill the vacant position pending the special election.

*Comment: This clarifies that the Board may act without a meeting if all agree. It also takes into account digital communications.*

### **Article VII, Section 7.04 Annual Audit**

At the end of each fiscal year, the financial records of the Association shall be reviewed at the direction of the Board. The audit shall be reviewed by the Board, which shall publish a financial statement for the information of the membership.

*Comment: Currently says "audited". "Audit" has a particular accounting meaning. A review allows for examination and review without a formal audit.*