

BLUEGRASS MUSIC ASSOCIATION OF MAINE, INC.

A Non-Profit Corporation

BY-LAWS

Amended

Amended November 10, 2013

Amended October 18, 1998

(Adopted March 3, 1996)

INCORPORATED JULY 8, 1996

Article I

1.01 Name

The name of the corporation shall be the Bluegrass Music Association of Maine, Inc. (“Association”).

1.02 Seal

The seal of the Association shall have inscribed thereon the name of the corporation, the year of its creation, and the words “Corporate Seal, Maine”.

Article II

2.01 Purpose

The purpose of the Bluegrass Music Association of Maine shall be:

- (a) To educate the public about Bluegrass music, in order to foster an appreciation of its history and cultural heritage
- (b) To further the enjoyment of Bluegrass music, for ourselves and others, through teaching, sharing, and playing;
- (c) To encourage participation in Bluegrass music events;
- (d) To promote Bluegrass music as family entertainment;
- (e) To support area workshops, festivals and concerts;
- (f) To support area musicians and bands that play Bluegrass music;
- (g) To inform members about Bluegrass and related events around the state;
- (h) To cooperate with other organizations to promote Bluegrass and related music;
- (i) To preserve the memories of those who have preceded us in this field of endeavor.

Article III

3.01 Registered Office

The registered office of the Association shall be located in Maine.

### 3.02 Other Offices

The Association may also have offices at such other places both within or without the State of Maine as the Board of Directors may from time to time determine or the affairs of the corporation may require.

## Article IV

### 4.01 Membership

Membership in the Bluegrass Music Association of Maine shall be available to any listener, player, fan or friend of Bluegrass music. Membership is mandatory to participate as a member of the Board of Directors or as an Officer.

### 4.02 Provisions of Membership

All members shall:

- (a) Receive a copy of the Association newsletter;
- (b) Have the right to attend membership meetings and voice opinions;
- (c) Have the right to vote and hold office;
- (d) Pay annual dues except for members specifically designated as exempt from dues by a majority vote of the Board of Directors. Exempt status may be granted for complimentary annual membership or lifetime membership while said individual retains full membership privileges.

### 4.03 Member Responsibilities

Members are encouraged to support the Bluegrass Music Association of Maine, its activities, events and publications.

## Article V

### Board of Directors

#### 5.01 Powers

Subject to the limitations imposed by law, the Articles of Incorporation, or by these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Association shall be controlled by the Board of Directors.

#### 5.02 Numbers

The Board of Directors shall consist of not less than three, and not more than ten, elected members. The authorized maximum number of Directors may be increased or decreased from time to time by amendment to these Bylaws.

### 5.03 Terms

An elected director shall serve a two-year term and may 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.

### 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.

All Directors who are nominated, elected or appointed shall be legal residents of the State of Maine at the time of their nomination, election or appointment, and shall remain so during their term of office.

A slate of proposed Directors and nominees for President shall be presented by a four-member Nomination Committee, which shall be appointed by the Board and which shall include two persons from the current Board and two persons from the general membership. This committee shall oversee the election process, including printing, mailing, receipt and verification of ballots, and informing the President of election results for communication to the membership.

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.

The Nomination Committee shall turn the results and the ballots over to the Secretary to be kept for inspection, if needed, for a period of one year. The ballots shall otherwise remain confidential.

### 5.05 Duties

Duties and responsibilities of members of the Board of Directors shall be as defined in these Bylaws and by the current Maine Non-Profit Corporation Act.

### 5.06 Resignation

A Board member may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### 5.07 Resignation Without Notice

A Board member who misses three consecutive regular meetings of the Board of Directors shall be considered to have resigned from the Board without notice. This resignation shall be automatic and non-reversible unless waived by vote of the Board at the first regular meeting following the third meeting missed by the Director.

### 5.08 Removal

A Director may be removed for cause by the affirmative vote of a majority of the Directors present at a regular meeting of the Board of Directors, provided that notice of the proposed removal has been given, and that the Director is given the opportunity to be heard. The term of a Director removed for cause shall expire immediately upon removal.

### 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 or Secretary, and shall serve for the unexpired portion of the predecessor's term.

### 5.10 Chairperson

At the first regularly convened Board meeting of each fiscal year, a member of the Board of Directors shall be elected by simple majority to serve as Chairperson of the Board. The Chairperson shall serve a one-year term, and may be elected to successive terms. The Chairperson shall preside over all Board meetings, and shall coordinate the business activities of the Board, and may designate another Board member to preside over the Board meetings in his or her absence.

### 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.

### 5.12 Special Meetings

A special meeting of the Board of Directors may be called by the Chairperson on five days' notice to all Board members; or, upon the written request of two other Directors, the Chairperson shall call a special meeting with five days' notice given to all Board members. Notice shall be in writing and shall be accomplished via first-class mail. Notice is deemed to occur upon mailing. A meeting may be held on less than five days' notice if all members are contacted personally and agree to meet sooner. The purpose of any special meetings must be specified in the meeting notice.

### 5.13 Quorum

A meeting of the Board of Directors shall be convened only if at least a simple majority of the total number of Directors is present; the meeting shall be adjourned if the number of Directors present becomes less than this majority. The total number of Directors considered in determining the quorum shall not include Directors who have resigned or have been removed and for whom no replacement has taken office.

#### 5.14 Majority Vote

Except as otherwise required by statute or these Bylaws, any action of the Board of Directors shall pass upon the affirmative vote of a simple majority of the Directors present at a duly convened meeting. Each Director present shall have one vote; accumulations and proxies for more than one vote per Director are not allowed.

#### 5.15 Compensation

No Director shall be paid for service as a Director; however, any allowable expenses incurred by a Director in connection with the affairs of the Association will be reimbursed by the Association. This provision does not preclude any Director from serving the Association in another capacity and receiving compensation therefore.

#### 5.16 Indemnification

The Board may exercise its authority to indemnify a Director, officer, agent or employee of the Association to the extent authorized by the Maine Non-profit Corporation Act. The Board may further exercise its authority to purchase and maintain insurance on behalf of any person who is or was a Director, officer, agent or employee of the Association against any liability asserted against him and incurred by him in any such capacity, to the extent authorized by the Maine Non-profit Corporation Act.

#### 5.17 Board Minutes

The Board of Directors shall keep regular minutes of its proceedings. These minutes shall be placed in the records of the Association.

#### 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.

## Article VI

### Officers

#### 6.01 Officers

Officers shall be President, Vice-President, Secretary and Treasurer. The Board of Directors shall have the power to appoint such other subordinate officers, employees or agents as may in its judgment be necessary. Designation of title, assignment of duties and awarding of compensation, if any, shall be subject to the recommendation and approval of the Board of Directors.

All Officers who are nominated, elected or appointed shall be legal residents of the State of Maine at the time of their nomination, election or appointment, and shall remain so during their term of office.

#### 6.02 Election

The officers of the Association, except the President, shall be elected by the Board of Directors. The President shall be elected by the general membership pursuant to the terms of Section 5.04 of these Bylaws. Each officer shall hold office for a term of one year or until resignation or removal by the Board or other disqualification, or until a successor shall be named or elected and take office. No Director or officer may be elected to a position of office who has not consented to serve if elected.

#### 6.03 Removal

Any officer or agent elected or appointed by the Board of Directors or general membership may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

#### 6.04 Vacancies

A vacancy occurring in any office of the Association, except the President, will be filled by the Board of Directors. A vacancy in the office of President shall be filled by virtue of a special election of the general membership, which may be accomplished by mail-in ballots.

#### 6.05 Authority

Officers and agents shall have such authority and perform such duties in the management of the Association as are provided in these Bylaws or as may be determined by the resolution of the Board of Directors not inconsistent with these Bylaws.

#### 6.06 President

The President shall preside at all meetings of the general membership. The President shall supervise generally the affairs of the Association, execute the policies of the Association as directed by the Board, and perform such other duties as may be entrusted to the President by the Board or the membership. The President or duly appointed representative from the Board shall co-sign all notes, instruments of indebtedness and other

financial instruments, enter into all contracts and agreements on behalf of the Association, subject to the approval of the Board of Directors. The President shall have the right to attend and participate in all meetings of the Board of Directors, unless otherwise notified by the Board in all regard to a particular meeting or portion of a meeting.

#### 6.07 Vice-President

The Vice-President shall act in the capacity of the President when the President is absent or incapacitated. In the event of resignation or removal of the President, the Vice-President shall act in the capacity of the President until such time as the vacancy is filled and shall perform other duties as assigned by the Board.

#### 6.08 Secretary

The Secretary shall keep, or cause to be kept, a record of the minutes at the principal office or such other place within the State of Maine as the Board of Directors may order, of the meetings of the Directors and members, specifying the time and place of the meetings and whether regular or special, the notices given thereof, the names of those present in person at such meetings, and the proceedings thereof. The Secretary shall also keep, or cause to be kept, at the Association's registered office or principal office, a membership record containing the name and address of each member. In any case where membership shall be terminated such fact shall be recorded in the record together with the date such membership ceased.

The Secretary shall give, or cause to be given, notice of all meetings as required by the Bylaws or by law to be given, and shall keep the seal of the Association in safe custody, affixing it to documents as the business of the Association may require.

The Secretary shall receive all correspondence addressed to the Association, and shall preserve such correspondence, or a record thereof, and shall present such correspondence for appropriate action or disposition. In the instance of written communications addressed to the Secretary of the Association, the Secretary shall present them for action or disposition at the next meeting of the Board.

The Secretary shall have such other powers and perform such others duties as may be prescribed in these Bylaws or by the Board of Directors.

All papers, minutes, documents, books, records and correspondence shall remain the property of the Association and be transferred to each newly appointed Secretary.

#### 6.09 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

The Treasurer shall deposit all moneys and other valuables in the name of, and to the credit of, the Association with such depositories as may be designated by the Board of Directors. The Treasurer shall record the disbursement of the funds of the Association substantiated by receipts or voucher and shall render to the President and Directors, whenever they request it, an account of all transactions of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed in these Bylaws or by the Board of Directors.

The Treasurer shall fulfill all duties required by the Association or by State and Federal laws relative to audits, reports, tax statements, and other fiscal matters. The Treasurer shall co-sign all notes, instruments of indebtedness, and other financial instruments as may be required to be executed and delivered by the Association from time to time, and subject to the approval of the Board. The Treasurer shall be bonded at the will of the Board of Directors.

All Treasurer's records and related papers shall remain the property of this Association and shall be transferred to each newly appointed Treasurer.

## Article VII

### General Provisions

#### 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.

#### 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.

#### 7.03 Records

The Association shall keep correct and complete records of accounts and shall keep minutes of the proceedings of its Board of Directors and all general membership meetings.

#### 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.

### 7.05 Checks and Notes

All checks and demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate by resolution.

### 7.06 Fiscal Year

The fiscal year of the Association shall be the calendar year.

### 7.07 Resignation

Any member, volunteer, employee, or agent (including Directors and officers) may resign by giving written notice to the President or Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### 7.08 Amendment of the Bylaws

Proposed amendments to the Bluegrass Music Association of Maine Bylaws shall be written, signed by a member, and filed with the President of the Association. The President shall turn it over to the Board of Directors for evaluation. If the Board of Directors advised the adoption of the amendment, the President shall publish the proposed amendment for the information and the consideration of the membership at least 30 days prior to the Annual Meeting. An amendment proposed to the membership may be submitted for adoption by vote at the Annual Meeting, or by mail ballot; a proposed amendment shall be adopted upon the affirmative vote of a majority of the ballots received, provided that, in either case, the total number of votes represents at least twenty percent of the total membership.

A member proposing an amendment rejected by the Board of Directors may have the proposed amendment brought before the membership for vote by securing the signature of one third of the membership and filing it with the President. The President shall then be bound to bring it before the members for a vote.

### 7.09 Inspection of Corporate Records

The records of account and the minutes of proceedings of the membership and Directors shall be open to inspection upon the written demand of any member or Director at any reasonable time, and for a purpose reasonably related to his interest as a member or Director. Such inspection may be made in person or by an agent or an attorney representing the requesting member under the supervision of a person appointed or authorized by the Board of Directors, and shall include the right to make copies and extracts. Demand of inspection shall be made in writing to the President, Secretary or any other officer designated by the Board.

## 7.10 Contracts

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of or on behalf of the corporation, and such by the Board of Directors, no officer, agent, employee or member shall have the power to bind the Association to any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.