

## FARM MISSION STATEMENT

Folk Alliance Region Midwest (FARM) is a regional chapter of Folk Alliance International (FAI). Our purposes are to promote traditional, contemporary and multi-cultural folk music and dance and related performing arts in our region, hold an annual regional conference, represent the interests of our members to FAI and carry out such other projects as are of benefit to FAI members in the Midwest.

## By Laws of Folk Alliance Region Midwest

### ARTICLE I – Members

#### SECTION 1. Membership

Members are:

a. all members in good standing of Folk Alliance International (hereinafter referred to as “FAI”) who reside in the following states, provinces or territories: Illinois, Indiana, Iowa, Kansas, Manitoba, Michigan, Minnesota, Missouri, Nebraska, Nunavut, North Dakota, Ohio, Saskatchewan, South Dakota, Wisconsin,

b. by application to Folk Alliance International, interested members in good standing of FAI who reside outside the above named states.

#### SECTION 2. Annual General Membership Meeting

The annual membership meeting shall be held in conjunction with the annual regional conference. Announcement of the 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 (as provided in these by-laws):**

- a) ratify the bylaws (new and amended)
- b) elect the board of directors
- c) nominate additional candidates (per article 2, sec 2)
- d) initiate by-law changes (per article 7)
- e) recall directors with or without cause

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## ARTICLE 2 – Directors

### SECTION 1. Powers.

The Board of Directors (hereinafter “BOD”) shall have the entire charge, control and management of the organization and its property and may exercise all or any of its powers. The quorum necessary for action by the BOD shall be a majority of the elected Directors.

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### SECTION 2. Fiduciary Responsibility

The Board of Directors shall be the fiduciary agent for the revenue generated at the FARM Conference and any other sanctioned activities in the region. As such, it exercises sole discretion over the use of funds and their allocation. It is also responsible for the IRS filings and other necessary financial reporting required to maintain the 501©(3) status of the organization.

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### SECTION 3. Nomination and Election.

The BOD will serve as the nominating committee, or may appoint an outside nominating committee of members in good standing headed by a member of the BOD. The list of nominees, equal in number to the list of openings, and accepted by the BOD, shall be sent to the membership via email not later than 90 days ahead of the annual regional conference. Additional nominees may be submitted by the membership upon letter(s) of support from at least three (3) members in good standing, and must be received not later than 60 days ahead of the annual regional conference. If no additional nominations are received the slate will be deemed elected. Otherwise an election ballot will be distributed via the internet no less than 30 days ahead of the conference. Ballots must be completed at least 7 days before the conference. Results will be announced at the conference.

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### SECTION 4. Number and Term of Directors

The Board of Directors shall be comprised of no less than 5 members and no more than 9 members. The term of the directorship shall be 3 years with terms structured so that three directors are elected each year to provide for staggered terms. Directors may serve up to two consecutive terms and can be considered for re-election to the Board of Directors after they have stepped down for one full year. At the inception of these by-laws, three directors were elected for two-year terms and two for one-year terms. The initial slate of directors were nominated by the ad hoc by-laws committee and were deemed elected upon the ratification of the by-laws.

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### SECTION 5. Vacancies.

Any vacancy existing in the BOD at any time may be filled by appointment or majority vote of the BOD at any meeting. 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 6, 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 7, Removal**

A Director may be removed from office (a) for 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 or her.

## SECTION 8, Ex-officio Directors

All members of the FAI Board of Directors whose address of record with FAI is within states enumerated in Article 1, shall be considered ex-officio non-voting members of the Board of Directors of FARM. As such, they are welcome and encouraged to participate in activities of the FARM Board, 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 Vice President, a Treasurer, a Secretary, and such other officers as may from time to time be determined by the Directors. Officers may delegate their enumerated duties as necessary.

### SECTION 2. Election and Vacancies

The President, Vice 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 meeting. Any vacancy at any time existing in 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, Vice President, Secretary and Treasurer must be Directors. All officers shall be members. Any two or more offices may be held by the same person.

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#### SECTION 4. Tenure.

Except as otherwise provided by law, by any future Articles of Organization or by these by-laws, each of the President, **Vice 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/her successor is chosen and qualified. Other officers, if any, 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 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 resolution of the Directors are carried into effect. He/she shall from time to time report to the Directors all matters within his or 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 FAI for the conduct of FARM, and serves as the main contact for business transacted between FAI and FARM. The President is responsible for communications with FAI.

#### SECTION 8. Vice President.

**In the absence or disability of the President, his/her powers and duties shall be performed by the Vice President. The Vice President shall have such other powers and perform such other duties as the Directors shall from time-to-time designate.**

#### SECTION 9. Secretary.

The Secretary shall keep records of 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. In the absence of the President **and Vice President**, the Secretary shall chair board meetings. **The Secretary shall be the officially designated agent appointed for the purpose of service of process.**

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## SECTION 10, 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 FAI, and the furnishing of annual financial records pursuant to the maintenance of FARM's status as a participant in FAI's Group Exemption Program. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate. In absence of the President and Secretary, the Treasurer shall chair the meetings.

## SECTION 11. The Executive Committee.

The Executive Committee will consist of the four officers of the Board of Directors. The Executive Committee will act for the Board of Directors in the day-to-day management of this organization with full Board authority requiring immediate attention in the absence of the Board between Board meetings, where legally permissible. The Executive Committee cannot modify any actions taken by the Board. The full Board should approve Executive Committee actions at the next Board meeting, or reverse those decisions not validated.

## 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 maintained at an office or residence of the President 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 FAI staff or by any member for any proper purpose. They may not be used 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 FAI 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 FAI staff, pursuant to the definition of members in Article 1, 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.

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## **ARTICLE 6 - Fiscal Year**

The fiscal year of the FARM shall coincide with the fiscal year of the parent FAI, i.e., the year ending June 30<sup>th</sup> 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 via online ballot. Text of by-law revision and the related ballot shall be distributed through special mailing to all members- Proposed by-law amendments may originate with the BOD, or from the membership upon letter to the BOD supported by 10 or more members. The BOD shall put to a vote, as outlined above, any by-law revision supported by 10 or more members, within 30 days of receipt of such proposed revision.

## **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 FAI.

### **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 FAI.

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## ARTICLE 9 – Ratification of these By-laws

The original by-laws were drafted by an ad hoc committee of FAI members who participated in Midwest Regional Folk Alliance conferences. Upon completion of this draft to the satisfaction of the committee, it was mailed for balloting to all members of FAI whose address of record with FAI 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. The original by-laws were ratified and the organization was empowered to operate under them, upon approval of a simple majority of the ballots returned.

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