

Folk Alliance Region Midwest (FARM)

2016 Referendum to modify FARM bylaws

Following is the full text of motions, current text, proposed text and rational for the referendum on FARM bylaws.

1. **MOTION:** to approve changes to the FARM Bylaws to address "clerical and administrative" issues covering typographical, grammatical and other clerical items that do not impact the meaning or function of the bylaws.
 - a. **CURRENT TEXT:** Various
 - b. **PROPOSED TEXT:** Various
 - c. **RATIONAL:** Updates only to correct clerical and administrative issues.

2. **MOTION:** to add text defining fiduciary responsibilities, a non-profit best practice, not currently in the bylaws.
 - a. **Current Text:** None
 - b. **Proposed Text:** **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.**
 - c. **Rational:** This change is best practice in non-profit bylaws.

3. **MOTION:** to add that additional nominations from the membership must come with at least 3 letters of support in Article 2, Section 2.
 - a. **Current Text:** Additional nominees may be submitted by the membership, and must be received not later than 60 days ahead of the annual regional conference.
 - b. **Proposed Text:** 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.
 - c. **Rational:** To match the best practices of the other regions and FAI.

4. **MOTION:** to change the number of directors (from 7 to a minimum of 5 and maximum of 9), the length of term (from 2 to 3 years), and institute term limits in Article 2, Section 3.

- a. **Current Text:** There shall be up to 7 elected directors. The term of the directorship shall be 2 years with terms structured so that three directors are elected one year and two the following year to provide for staggered terms. 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.
 - b. **Proposed Text:** 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.
 - c. **Rational:** **To expand the flexibility of the number of directors and improve the term length. Term limits to match best practices of non-profits.**
5. **MOTION:** to remove Article 3, Section 5 & 6, Resignation and Removal of Officers, because it is redundant.
- a. **Current Text:** SECTION 5. Resignation. Any officer may resign by delivering his/her written resignation to the President or Secretary, and 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 6. Removal. The Directors may remove any officer appointed by the Directors for cause by a vote of a majority of the entire number of Directors then in office. An officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.
 - b. **Proposed Text:** **Removal**
 - c. **Rational:** **To remove a redundant section of the bylaws.**
6. **MOTION:** to create and describe the role of the Vice President in Article 3, so the bylaws reflect the practice of having a Vice Presidential role.
- a. **Current Text:** None

- b. **Proposed Text:** **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.**
 - c. **Rational:** **To include the practice of having a Vice President in the bylaws.**

- 7. **MOTION:** to expand the duties of the Secretary in Article 3, Section 8, to include the purpose of service of process.
 - a. **Current Text:** 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, the Secretary shall chair board meetings.
 - b. **Proposed Text:** 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.**
 - c. **Rational:** **So that the bylaws match current best practices.**

- 8. **MOTION:** to create and describe the role of the Executive Committee, which was previously not mentioned in the bylaws.
 - a. **Current Text:** None
 - b. **Proposed Text:** **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.**

- c. **Rational:** So that the bylaws match the current best practices of including the description of the Executive Committee.