



By-Laws

I. NAME

The name of this organization is Old Town Saginaw Music Association (hereinafter referred to as The Association).

II. PURPOSE

The main purpose of The Association is to promote traditional music and related arts in the greater Saginaw, Michigan area. The Association shall be an all-volunteer, non-profit organization.

III. MEMBERSHIP

- A. Membership in The Association shall be open to any person or persons in the following classes:
1. Individual;
 2. Family, which shall include up to two adults and dependent children, at one address;
 3. Honorary, which shall be extended to individuals only on the unanimous approval of the Executive Board (hereinafter referred to as The Board) and may be with or without limit of duration.
- B. Subcategories of these classes of membership may be established by The Board.
- C. Membership in The Association shall carry the following privileges and obligations:
1. For all classes of membership:
 - a) Members are bound by the By-Laws and actions of The Board and Officers in consequence thereof.
 - b) Members are entitled to vote at all regular and special meetings, and by mail ballot. Family memberships are allotted two votes.
 - c) Members are entitled to attend the regular programs and special additional programs as may from time to time be arranged for the Membership, at reduced rates or without charge.
 - d) Members may attend all meetings, except closed sessions, of The Board.
 2. It shall be the responsibility of members to inform the appropriate Officers of The Association of any change of address or status.
 3. Individual and Family members shall pay such annual dues as may be determined by The Board. Dues shall be due and payable on the first day of the month in which current affiliation with The Association is established. Honorary members shall not be required to pay any dues.
 4. Membership in The Association will be considered to have been surrendered by any member more than three months in arrears in dues, or upon the submission by any member of a letter of resignation to The Board.
- D. When a member has violated the terms of these By-Laws, or for other good cause, his/her membership may be revoked in the following manner: By a vote of three-fourths of The Board, the member shall be notified in writing of the proposed revocation and invited to defend his/her membership before The Board. If the member does not respond within two months after such notice is given, the membership will be considered to be revoked as of the end of the two-month period. If the member appears before The Board and three-fourths of The Board find against him/her, he/she may appeal the decision to the membership at the next meeting of The Association. If the appeal is not sustained by a majority vote, a quorum being present, his/her membership will be revoked as of the time the result of the voting on the question is announced.
- E. In the event of his/her resignation from membership, revocation of membership, or dissolution of The Association, no member shall have any claim for refund of any monies paid to The Association.

IV. MEETINGS OF THE ASSOCIATION

- A. A minimum of four meetings shall be held each year. At least one meeting shall be held in February and at least one in March. Meetings may coincide with any Association event.
- B. The Secretary shall call Meetings:
 - 1. On the request of the President,
 - 2. On the request of any three members of The Board, or
 - 3. By petition of one percent of the members of The Association.
- C. Written notice of the meeting shall be given to all members at least ten days prior to the meeting. Such notice shall state the date, time, and place of the meeting and shall also state all motions, if any, to be voted on.
- D. At any meeting, reports and motions may be presented, and matters of general policy may be discussed. No main motion may be voted on unless the membership has been notified before the meeting.
- E. Meetings shall be open to the public, but non-members shall not propose or vote on any motion. A simple majority of members voting at a meeting, a quorum being present, shall suffice for the transaction of ordinary business, except as otherwise restricted herein. A quorum shall be 20 members or ten percent of all voting members, whichever is less; members of The Board shall not be counted in determining a quorum.

V. OFFICERS

- A. The Officers of The Association shall be the President, Vice-President, Secretary, Treasurer, Membership Chair, Program Chair, Special Events Chair, Publicity Chair, Publications Chair, Dance Chair, and two Officers-at-Large.
- B. During their term of office, all Officers shall maintain membership in The Association. The President, Vice-President, Secretary, and Treasurer shall be twenty-one years of age prior to assuming office.
- C. The term of each Officer shall be one year, from July 1 through June 30, or until a successor is elected. Except as particularly described below for Officers-at-Large, no Officer shall serve more than two consecutive terms in the same office, nor shall any Officer hold more than one office concurrently. Officers-at-Large may not serve consecutive terms and must not have served as elected Officers of The Association for the three years preceding the term for which they are nominated.
- D. At each regular meeting of The Board, each Board member shall report detailed plans for future activities for which they are responsible as described below. The report shall include cost estimates and logistic requirements.
- E. The President shall serve as Chair of The Board and senior executive officer of The Association, responsible to The Board for the conduct of The Association's program and affairs. Subject to these By-Laws, The President shall conduct, with the other constituted Officers and Chairs, The Association's ordinary business. He/she shall be an ex officio member, with vote, of all committees of The Association, except the Election Committee. In the year following his/her term of office he/she shall serve a term as Past President and voting member of The Board, and shall not be a candidate for any office the term of which would be concurrent with his/her term as Past President.
- F. The Vice-President shall serve as Vice-Chair of The Board and shall have such other duties as are delegated to him/her by the President and/or The Board. He/she shall succeed to the authority of the President when the President is unable to carry out the duties of his/her office.

- G. The Secretary shall serve as Secretary of The Board and shall be responsible for the maintenance of The Association's minutes, corporate records, and such other records as may be specified by The Board. He/she shall be responsible for notifying members of all meetings of The Association and of The Board, shall maintain appropriate lists, and shall be responsible for correspondence as required by The Board.
- H. The Treasurer shall have responsibility for preparation and custody of all financial records of The Association and shall prepare such statements as are required by The Board or by law. He/she shall be responsible for collecting admission fees and all of The Association's receivables and for payment of all of The Association's just debts. He/she shall prepare The Association's tax returns and applicable schedules for his/her term of office. In the year following his/her term of office he/she shall serve a term as Past Treasurer and voting member of The Board, and shall not be a candidate for any office the term of which would be concurrent with his/her term as Past Treasurer.
- I. The Membership Chair shall keep membership lists, reporting to The Board upon request the status of current membership, and shall perform other related duties as assigned by The Board. He/she shall issue all membership cards and shall collect membership dues and transmit them to the Treasurer.
- J. The Program Chair shall be responsible for the planning and production of a minimum of nine monthly programs of The Association.
- K. The Special Events Chair shall be responsible for the planning and production of all concerts and other special events, with the exception of monthly programs and those otherwise assigned.
- L. The Dance Chair shall be responsible for the planning and production of all activities of The Association principally involving dance, with the exception of those activities otherwise assigned.
- M. The Publicity Chair shall be responsible for all publicity, advertising, promotion, and public relations activities of The Association.
- N. The Publications Chair shall be responsible for the preparation, printing, and disposition of all regular and special publications of The Association.
- O. Officers-at-Large shall be responsible for assisting other Officers in their duties as requested by the President of The Association.

VI. ELECTION OF OFFICERS

- A. Each year, by the January Board meeting, the President, with the approval of two-thirds of The Board, shall appoint an Election Committee Chair and two or more additional committee members. A majority of this Committee shall not be members of The Board.
- B. The Election Committee shall solicit names of potential candidates through regular publications of The Association. The Election Committee shall select a slate of candidates for office, which need not be limited to one candidate per office, and shall present that slate to the membership at February and March meetings of The Association. At those meetings, additional nominations for any office may be made and seconded from the floor.
- C. Additional nominations may be made by written petition signed by at least five members of The Association and submitted to the Election Committee by a deadline established and published by the Election Committee.
- D. Candidates for office must be members of The Association at the time of nomination.

- E. No Election Committee member may be nominated for office by the Election Committee. Any member of the Election Committee who is otherwise nominated for an office shall no longer serve on the Election Committee.
- F. By May 1st, the membership shall be sent election ballots, which shall include the names of all candidates for office and space for write-in candidates. A brief position statement by each candidate shall be sent with the ballot.
- G. The deadline for return of the ballots shall be not less than two weeks after the mailing. Ballots shall be returned to the Election Committee by mail, or to any Election Committee member at any Association event. Only authenticated ballots sent by mail to the membership and received by the deadline shall be counted.
- H. For each office, the candidate with the most votes shall be elected. In case of a tie, the Election Committee, by lot, shall select the winner.
- I. Election results shall be announced in the next regular publication of The Association. The newly elected Officers shall take office on July 1.
- J. An Officer may resign by submitting a written resignation to The Board, which will become effective when, accepted by The Board.
- K. An Officer may be suspended for cause by a two-thirds vote of The Board. The Officer shall be notified in writing of The Board's action and may appeal the suspension at the next meeting of The Board. If the suspension is sustained by a two-thirds vote of the remaining Board, the Officer shall be removed from office as of that date, unless he wishes to appeal the action to the membership of The Association. In that event, written announcement of the proposed removal shall be made to the membership at least one week prior to the next meeting of The Association. The question shall be raised at the meeting of The Association following the announcement, and a two-thirds vote, a quorum being present, shall be required to reverse the action of The Board.
- L. An Officer may be removed by the membership in the following manner: At any regular meeting of The Association a motion to consider the removal of an Officer may be passed by a majority vote, a quorum being present. Written announcement of the proposal to remove the Officer shall then be made to the membership at least one week prior to the next meeting of The Association. The question of removal of the Officer shall be raised at the meeting of The Association following the announcement, and a two-thirds vote, a quorum being present, shall be required to remove the Officer.
- M. No Officer shall be removed without being given all reasonable opportunity to be heard.
- N. Removal of an Officer shall not affect his/her membership in The Association.
- O. Upon resignation or removal of an Officer, The Board shall fill the vacancy from the eligible membership by a two-thirds vote of the remaining Board, except that the Past President and Past Treasurer shall not be replaced.

VII. EXECUTIVE BOARD

- A. The duly elected Officers, together with the Past President and the Past Treasurer, constitute The Board of The Association. Each member of The Board shall have one vote.
- B. The Board shall be responsible for the proper conduct of the Officers of The Association under these By-Laws and shall carry out the policy decisions of the membership.

- C. The Board shall meet at least once a month. A quorum for the transaction of business shall be eight members of The Board. A simple majority of members voting, a quorum being present, shall suffice for the transaction of ordinary business, except as otherwise restricted herein.
- D. The President, Vice-President, and Secretary of The Association shall serve, respectively, as Chair, Vice-Chair, and Secretary of The Board.
- E. For the determination of any matter before The Board, the Chair or anyone acting in that capacity shall have a vote.
- F. Special meetings of The Board may be called by the Chair on his/her own initiative or at the request of any three members of The Board. All members of The Board must receive actual notice of the time, place and issue to come before a special meeting not less than forty-eight hours in advance, and no other matter may be determined at that special meeting. Members of The Board who are not able to attend may exercise their vote on such issue in writing, signed and delivered to the Chair before the question is called or voted.
- G. Board meetings shall, in general, be open to interested members of The Association.
- H. The Board shall, among other powers:
 1. Approve all programs and projects bearing the name of The Association, as hereinafter provided.
 2. Require a statement or statements of income and expenses to be prepared and an annual internal audit of Association funds to be made by the Treasurer in conjunction with the preparation of the tax returns.
 3. Fill vacancies on The Board, by a two-thirds vote of the remaining members.

VIII. RULES OF ORDER

Insofar as they are appropriate and do not conflict with the By-Laws and special rules of order of The Association, the rules contained in Robert's Rules of Order shall govern meetings of The Association and of The Board.

IX. COMMITTEES

- A. Committees, which may be committees of one, may be empowered by The Board to conduct one or more of The Association's programs or functions. Committee chairmen are expected to report regularly to The Board on their committees' progress. The Board has the authority to approve or disapprove actions of any committee, and shall retain ultimate responsibility for all activities of each committee.
- B. The organization, operation and membership of any committee shall be determined by the Chair of the committee.
- C. Chairs of special committees are appointed by the President, subject to the concurrence of The Board. Those so appointed must be members of The Association at the time of their appointment. Chairs of special committees may be removed by The Board or by the President, subject to the concurrence of The Board.

X. FINANCIAL AND FISCAL AFFAIRS

- A. The funds of The Association shall be kept in accounts and other investments selected by the Treasurer with approval by The Board.
- B. No monies may be disbursed from any account except on the signature of the Treasurer, the President, Vice-President, Secretary, or other Association member so authorized by The Board.
- C. The Treasurer and all others designated to receive and/or disburse monies for The Association shall furnish such bond and such surety on the bond as may be required by The Board.

- D. An audit of the books, accounts, and assets of The Association shall be made at the direction of The Board.
- E. No contract or obligation of The Association's funds in excess of the budget for any activity shall be made or undertaken except with the express approval of The Board or membership, as herein provided.
- F. Association members may be reimbursed for approved expenses incurred on behalf of The Association. Payment for any services by members requires prior approval by The Board or membership as herein provided.
- G. Any use of The Association's equipment, facilities, or reputation shall require prior approval by The Board or membership as herein provided. Rentals of The Association's equipment for purposes compatible with The Association's objectives may be approved by two or more members of the executive committee if a decision must be made by the next scheduled meeting of The Board. Such rentals shall be reported at the next scheduled meeting of The Board.

XI. USE OF THE NAME OF THE ASSOCIATION

The Association shall not allow the use of its name in connection with any activity not under its direct control without the express prior approval of three-fourths of The Board or two-thirds of the membership. No Officer or member of The Association may claim to represent The Association in any matter unless specifically empowered to do so under these By-Laws.

XII. AMENDMENT OF BY-LAWS

- A. An amendment of the By-Laws may be proposed at any Board meeting. The proposed amendment shall be read at that meeting and the question shall be tabled. Within one month of the proposal, the President shall appoint a By-Laws Committee to review/revise the proposed amendment in consultation with Board members, interested Association members, and the proposer of the amendment. Within four months of its appointment, the By-Laws Committee shall report its recommendations to The Board. The Board may at that time request the By-Laws Committee to deliberate on the proposal for an additional month, after which the By-Laws Committee shall report to The Board.
- B. On request of the By-Laws Committee, its proposed amendment shall be submitted for vote by the membership.
- C. The originator of the proposed amendment, supported by the signatures of at least one percent of the membership, may request submittal of the original proposal for vote by the membership if the By-Laws Committee has requested a vote, or the By-Laws Committee has failed to request a vote within six months of the original proposal date. At such time the proposed amendment shall be submitted for vote by the membership.
- D. The Board shall distribute a copy of the amendment and a dated ballot to the membership within one month. Ballots shall be returned by mail or in person by the deadline specified on the ballot to a neutral person chosen by The Board. The deadline shall be not less than three weeks after the date of the ballot, and shall be after a membership meeting. The person who receives the ballots shall report the results at the next Board meeting at which time any approved amendments shall take effect.
- E. Two-thirds majority of those voting shall be required to adopt any amendment.

XIII. DISSOLUTION

- A. The Association shall not dissolve except upon the written ballot of two-thirds of the then total membership.
- B. In the event of dissolution, none of the remaining assets may be distributed to, or be used for the benefit of, any member or class of membership. All sound recordings, photographs, and written

records of The Association shall be given to The Archive of Folk Culture of The Library of Congress. Further remaining assets shall be distributed to a non-profit organization or organizations dedicated to purposes similar to those of The Association, for use in continuing the support of traditional folk arts. The selection of the distributee or distributees shall be made by the membership on the recommendation of The Board.

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