

BYLAWS OF THE SOUTHEAST FLORIDA BLUEGRASS ASSOCIATION, INC. (AS AMENDED)

ARTICLE I - DECLARATION

The name of this organization shall be the Southwest Florida Bluegrass Association, Inc. (SWFBA) hereinafter referred to as The Association.

ARTICLE II - PURPOSE

Section 1. Purpose: The Association shall be a nonprofit organization dedicated to the purpose of preserving, encouraging and promoting traditional bluegrass music and to bringing together those persons desiring to preserve, encourage and promote said music. The Association shall publish regularly a newsletter of comprehensive information concerning activities of The Association and bluegrass music in general.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Membership: Membership in The Association shall be open to anyone who supports the duly adopted purposes of the Association.

A. Memberships are available to individuals and families. Membership privileges of the individual enrolled as a member of The Association extend to members of his or her immediate family who reside in the same household.

B. Membership is for one year and expires on the anniversary of the membership enrollment date. For purposes of voting at meetings of the members, each membership (either Individual or Family) is entitled to a single vote. Board members are exempt from this rule and are entitled to one vote each.

Section 2. Dues: Annual dues for regular membership shall be set and/or amended by the Board of Directors. Any member who has not paid his or her dues by the expiration date shall be removed from the general membership roster.

ARTICLE IV - MEMBERSHIP MEETINGS AND ACTIVITIES

Section 1. Meetings: Meetings of members shall serve as a means of communication, education and entertainment for the membership and the general public, except when a meeting of members is held for the election of President, Vice President, Secretary and Treasurer. Meetings shall be held as needed and will be publicized through the newsletter. Such meetings shall not be principally for the transaction of Association business, policy determination, direction, or other business matters. These matters are the responsibility of the Board of Directors (Board), and will be dealt with at Board meetings.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Personnel:

A. The affairs of The Association shall be conducted by a Board of Directors. The Board shall have the responsibility and authority of controlling the funds and assets of The Association.

B. Officers of the Board shall consist of elected President, Vice-President, Treasurer, and Secretary and no more than seven (7) additional appointed "At Large" Board members desiring to be so involved.

C. "At Large" officers may perform such functions as Membership, Admissions, Facilities or Newsletter Editor. The Board may also establish any other "non-officer" position(s) that it feels is appropriate and beneficial to The Association's purpose or transaction of business. These "non-officer" Board members are not entitled to vote at meetings of the Board of Directors.

D. The elected Board members should, within 30 days of their election, appoint up to seven (7) additional "At Large" Board members from a list of eligible appointees. The appointed Board members shall serve concurrently with the elected Board members.

Section 2. Meetings:

A. The Board shall hold meetings monthly as needed. These meetings shall not exclude other interested parties attending. Such attendance, however, must be on a non-interfering basis as to the management of Association business. Members who wish to bring business before the Board should submit their proposal in writing to any Board member ten (10) days prior to the next scheduled Board meeting.

B. Regardless of membership type, Board members are entitled to one vote each.

C. Special meetings may be called by the President, or upon request of at least three members of the Board.

Section 3. Quorum: A quorum on the Board of Directors shall consist of a majority of the Board members. A majority of those voting shall be sufficient to take action.

Section 4. Nomination of Officers (President, Vice-President, Secretary, Treasurer):

A. The Nominating Committee shall be Board appointed. The committee shall consist of five members, three from the Board and two from the membership at large. Each nominee must give his/her consent.

B. The Nominating Committee's slate of officers shall be presented to the general membership through the January newsletter. The Nominating Committee must also accept nominations from the general membership when submitted in writing, and received no later than January 31. This procedure shall be published in the January newsletter.

C. All nominees for officers shall be published in the March newsletter.

Section 5. Election of Officers: The election of the officers shall take place at the March meeting of the members. If there are no nominations or candidates for these offices or no positions are to be contested, the current officers on the Board shall continue to serve.

Section 6. Term of office: All officers shall be elected (or appointed) for a term of one year. The term of office of the newly elected (or appointed) officers and Board members shall begin April 1 and end March 30.

Section 7. Vacancies: Vacancies on the Board shall be filled, by either appointment or election, by the members of the Board. Persons so elected shall serve until the normal expiration of the term of office.

Section 8. Removal from Office: A Board member may be removed by a two-thirds vote of the Board.

Section 9. Powers and Duties of Officers:

A. President: Shall be the Executive Officer of The Association. Shall preside at all meetings and the Board. Shall be a member ex-officio of all committees or other meetings except the Nominating Committee. Shall have authority to execute legal documents on behalf of The Association.

B. Vice-President: In the absence of the President, the Vice-President shall perform the duties of the president. The Vice-President shall conduct a yearly review of the Bylaws as to recommendations for amendments and also maintain and control a current master copy of the amended Bylaws. The Vice-President shall have authority to execute legal documents on behalf of The Association.

C. Treasurer: The Treasurer shall be the custodian of the funds of The Association. The Treasurer shall be responsible for full and accurate accounting records. The Treasurer shall maintain all prior year records of expenses/proceeds-income and the current year operating statement of expenses/proceeds-income on a monthly basis. These shall be made available at the Board meetings. The Treasurer shall give to his/her successor all books and financial records by May 1. This will include a written itemized profit and loss statement for the preceding year. The Treasurer shall present the proposed current year budget to the Board at the February Board meeting. The Treasurer shall have the authority to execute legal documents on behalf of The Association.

D. Secretary: The Secretary shall keep the minutes of meetings of the Board. The Secretary shall record notes of relevant business concerns presented at any meeting, or in writing by any Association member. These topics shall be presented and discussed at the next Board meeting. The Secretary shall inform the person presenting the question of any action taken on the matter. The Secretary shall have authority to execute legal documents on behalf of The Association.

ARTICLE VI - FISCAL POLICIES

Section 1. Fiscal Year: The fiscal year shall be from January 1 to December 31.

Section 2. General Accounting:

A. The books and accounts of The Association shall be kept in accordance with generally accepted accounting principles and shall be made available to any member upon request.

B. The incoming Board shall review the past year's expenses and approve a budget for the current year by the May Board meeting.

C. Spending authorization. All expenditures over the amount of \$250 must be approved by the Board.

D. Fiscal policies may be adjusted for inflation by a simple majority vote of the Board.

E. There shall be an audit of The Association books yearly as needed.

ARTICLE VII - GENERAL POLICIES

The Board may at its discretion create policies governing the day-to-day operation of The Association. These policies must be in harmony with The Association Bylaws.

ARTICLE VIII - DISSOLUTION

In the event of dissolution of The Association, the Board shall distribute its assets to The American Cancer Society.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the Parliamentary authority for all matters of procedure not specifically covered by the Bylaws or other specific or customary rules of procedure adopted by The Association.

ARTICLE X - AMENDMENTS

The Bylaws may be amended by a two-thirds vote of the Board members present at a meeting of the Board called for such a purpose.

Bylaws Adopted 10 February, 2002.

(These Bylaws revoke any previous Bylaws of the Association)