

CTBA BYLAWS

CENTRAL TEXAS
BLUEGRASS ASSOCIATION, INC.
A Non-Profit Corporation

BYLAWS

Article I - Name

The name of the organization shall be the Central Texas Bluegrass Association, Inc.

Article II - Purpose

The purpose of the Central Texas Bluegrass Association shall be:

- To further the enjoyment of bluegrass music, for ourselves and others, through teaching, sharing and playing;
- To encourage participation in bluegrass music and events;
- To promote bluegrass music as family entertainment;
- To support and sponsor area workshops, festivals and concerts;
- To support area musicians and bands that play bluegrass and related music;
- To inform members about bluegrass and related events around the state;
- To cooperate with other organizations to promote bluegrass and related music.

Article III - Offices

3.01 Registered Office. The registered office of the corporation shall be located in Central Texas.

3.02 Other Offices. The corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the affairs of the corporation may require.

Article IV - Membership

Membership in the Central Texas Bluegrass Association shall be available to any listener, player, fan, or friend of bluegrass music.

Membership is mandatory to participate as a member or officer of the Board of Directors.

General Provisions:

All members shall: receive a copy of the Association newsletter, have the right to attend business meetings and voice opinions, have the right to vote and hold office, and shall make an annual contribution of a minimum amount as determined by the Board of Directors.

The Association is a Texas non-profit corporation supported primarily by contributions and donations. Any individual, family, group, organization, or business may become a member of the Association by making an annual contribution in an appropriate category defined by the Board of Directors, such as (but not limited to) Individual, Student, Family, Band, Business, Patron, Sponsor, etc.

The Board shall determine appropriate categories and minimum contribution amounts. Changes to minimum contribution levels shall not be made more than once in a calendar year, shall take effect on the renewal of a membership, and must be published at least 90 days before the effective date. Memberships begin in the month of contribution, and expire that same month in the following year; membership contributions may be prepaid for not more than one additional year.

Article V - Board of Directors

5.01 Numbers. The Board of Directors shall consist of not more than ten elected members, plus the immediate past president, who shall serve a one-year ex-officio term immediately following the year of presidency. The ex-officio past president shall not hold an officer's position, unless the ex-officio term coincides with an unexpired Board term to which that person was elected.

5.011 Terms. An elected director shall serve a two-year term and may serve as many terms as elected; excepting cases of resignation or removal, the term shall extend until a successor takes office. New members elected to regular terms shall take office at the first board meeting of the fiscal year; a member elected to the board to replace a director who has resigned or who is removed, shall take office immediately.

5.02 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 Corporation shall be controlled by the Board of Directors.

5.03 Nominations and Elections.

Members of the Board of Directors shall be elected by the general membership of the Association, with half the directors being elected each year by mail-in ballot, electronic mail is sufficient. Ballots listing the slate of candidates for board membership shall be mailed to the membership on or before October 1 of each year; marked ballots, including any write-in candidates, shall be returned to the Association on or before the annual meeting, and shall be verified and counted at the annual meeting by the Nominations Committee. A slate of proposed Directors shall be presented by a four member Nominations Committee, which shall be appointed by the board and shall include two persons from the current board and two persons from the general membership. This committee shall oversee the election process, including mailing, receipt, and verification of ballots, and informing the President of election results for communication to the membership. 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 this ranked list, beginning with the candidate receiving the greatest number of votes. Ties shall be resolved by the current Board of Directors.

5.031 Special Elections. The Board of Directors may call a special election by mail ballot to elect a new director(s) when there are fewer directors serving on the board than the number authorized in 5.01 above. Procedures shall be as outlined in paragraphs two and three of 5.03 above. Ballots shall be mailed to the membership at least 30 days prior to the due date specified for the return and counting of ballots.

5.032 Terms of Directors Elected by Special Election. A Director elected by special election shall serve until the end of the next complete fiscal year following the special election. However, if required to balance the alternate year election requirement of 5.03 above, the term of a special election may be limited to the current fiscal year.

5.04 [Deleted]

5.05 Duties of Board of Directors. Duties and responsibilities of members of the board of directors shall be as defined in these By-laws and by the current State of Texas Non-Profit Corporation Code.

5.06 Change in Number. The authorized maximum number of directors may be increased or decreased from time to time by amendment to these Bylaws.

5.061 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.

5.062 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.

5.07 Removal. A Director may be removed for cause by:

- a) the affirmative vote of a majority of the Directors present at a regular meeting of the board of directors, providing notice of the proposed removal has been given, and that Director is given the opportunity to be heard, and
- b) the affirmative vote of a majority of directors in response to a mail ballot following the meeting at which the first vote for removal was taken.

5.08 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by an affirmative vote of a majority of the remaining Directors. 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.

5.09 [Deleted]

5.10 Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice at such time and place as be determined by the Board. A regular meeting may be cancelled by the Board, providing that the Board meets not less than once during a two-month period.

5.11 Special Meetings. A special meeting of the Board of Directors may be called by the President on one day's notice to all Directors; or, upon the written request of two other Directors, the President or Secretary shall call a special meeting with one days notice given to all directors. The purpose of any special meeting must be specified in the meeting notice. A waiver of notice shall be provided when a Director can not be contacted prior to the special meeting, or cannot attend the special meeting.

5.12 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 a quorum shall not include Directors who have resigned or have been removed, and for whom no replacement has taken office.

5.121 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.

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

5.131 Indemnification. The Association shall indemnify all Directors and other persons, including agents, employees, and volunteers, authorized to act for the corporation, as provided in paragraph G of Article 1396-2.22A of the Texas Non-Profit Corporation Code (Title 32, in effect January 1,1994). Powers and duties of indemnification shall be as provided by this article of the Corporation Code.

5.14 Procedure. The Board pf Directors shall keep regular minutes of its proceedings. These minutes shall be placed in the minute book of the Corporation.

5.15 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 a consent in writing or a waiver of notice, setting forth the action so taken, is signed 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 minute book.

Article VI - Officers

6.01 Officers. Officers shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors shall have the power to appoint .such 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.

6.02 Election. The officers of the Corporation shall be selected from and elected by the Board of Directors. Each shall hold office for a term of one year or until designation or removal by the Board or other disqualification, or until a successor shall be elected and take office. No Director may be elected to a position of officer who has not consented to *serve* if elected.

6.03 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation 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. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

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

6.06 President. The duties of the President shall be to preside at all meetings of the Board of Directors and of the general membership. The President shall *serve* ex-officio on all committees except where otherwise stated in the Bylaws but is under no obligation to attend committee meetings. The President shall supervise generally the affairs of the Corporation, execute the policies of the Corporation 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 a duly appointed representative from the Board shall cosign all notes, instruments of indebtedness and other financial instruments, enter into all contracts and agreements on behalf of the Corporation, execute all written instruments and documents as may be required by the Corporation.. All of the above is subject to the approval of the Board of Directors.

6.061 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 President until such time as the Board of Directors elects a person to fill the remainder of the vacated term. The Vice President shall perform other duties as assigned by the Board.

6.07 Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Directors and members, specifying the time and place of holding 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 principal office or other such place a membership book containing the name and address of each member, and in any case where membership shall be terminated such fact shall be recorded in this book together with the date such membership ceased.

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

The Secretary shall receive and preserve all pertinent correspondence or a record thereof addressed to the Corporation of any member, Director or officer thereof, and shall present them for appropriate action or disposition by the respective addressee. In the instance of written communications addressed to the Secretary of the Corporation, 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 other duties as may be prescribed in these Bylaws or by the Board of Directors.

6.08 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 Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by a Director or member of the Corporation at the principal office of the Corporation.

The Treasurer shall deposit all monies and other valuables in the name of, and to the credit of, the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall record the disbursement of the funds of the Corporation substantiated by receipt 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 Corporation, 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 corporation or by state and Federal laws relative to audits, reports, tax statements, and other fiscal matters. The Treasurer shall cosign all notes, instruments of indebtedness, and such other financial instruments as may be required to be executed and delivered by the Corporation, 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.

Article VII. - General Provisions

7.001 Annual Meeting. The President shall announce an Annual Meeting of the Association membership, at such time and place in the Central Texas area as directed by the Board. Sixty days notice by mail to the membership shall be given prior to the meeting; the notice shall include an agenda for the meeting, indicating any actions proposed for vote by the membership. This meeting shall be convened only if a quorum of ten percent of the total registered membership is present. Any proposed motion shall pass upon the affirmative vote of a simple majority of the members present at a duly convened Annual Meeting.

7.01 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.

7.02 Annual Audit. At the end of each fiscal year, the Treasurer shall audit the books and records of the Corporation, and prepare a financial statement for review by the Board, which shall publish a financial statement for the information of the membership.

7.03 Checks and Notes. All checks and demands for money and notes of the Corporation 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.

7.04 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

7.05 Resignation. Any member, volunteer, employee, or agent (Including directors and officers) 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.

7.06 Amendment of Bylaws. Proposed amendments to the Central Texas Bluegrass Association 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 advise for the adoption of the amendment, the President shall publish the proposed amendment for the information and consideration of the membership. An amendment proposed to the membership may be submitted for adoption by vote at the Annual Meeting, or by a mail ballot; a proposed amendment shall be adopted upon the affirmative vote of a majority of the members attending an Annual Meeting, or in the case of a mail vote, by a majority of the ballots received. A member proposing an amendment rejected by the Board of Directors may have the proposed amendment brought before the membership for a vote by securing the signatures 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.

7.07 Inspection of Corporate Records. The books of account and the minutes of proceedings of the membership and Directors, and of the Executive and other Committee of 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, 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.

7.08 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 authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent or employee shall have the power to bind the Corporation to any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

7.08 Mail. Wherever these Bylaws require communication by mail, the term "mail" shall be considered to include electronic communications, such as by facsimile, internet, and e-mail transmissions. Members may individually elect to receive communications by regular postal mail.