

Bylaws

(Adopted by Resolution of the Board on December 1, 2008)

AMENDED AND RESTATED BYLAWS OF SOUTHERN WISCONSIN BLUEGRASS MUSIC ASSOCIATION, INC.

ARTICLE I

Name of Association

The name of this association shall be Southern Wisconsin Bluegrass Music Association, Inc. (the "Association"), a non-stock, not-for-profit, educational corporation, organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE II

Purpose

II.1 Bluegrass Music Defined. The Association dedicates itself to preserving and promoting the traditional spirit and art form of bluegrass music. The Association defines "bluegrass music" as the music of the style played by Bill Monroe and his band, The Bluegrass Boys, and the music played by former members of The Bluegrass Boys using a similar format of acoustical stringed instruments with no direct amplification of instruments with the exception that an electric bass guitar and amplifier may be used. The instruments used in the performance of bluegrass music, as defined by the Association, are five-string banjo, flat-top guitar, mandolin, fiddle, dobro, and bass fiddle (or electric bass guitar). Hereinafter, the term "Bluegrass" shall mean "bluegrass music" as defined in this Section.

II.2 Purpose and Activities. The Association is organized and shall be operated exclusively for charitable, educational or scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor statute. More specifically, the Association is organized and shall be operated for the purpose of educating residents of Wisconsin about the history, art and craft of Bluegrass and the folk traditions from which Bluegrass was developed by:

- (a) Promoting public awareness of Bluegrass and musicians who play it;
- (b) Bringing together persons of all ages who enjoy singing, playing, and listening to Bluegrass;
- (c) Organizing regular Bluegrass jam sessions;
- (d) Periodically disseminating information of interest such as news and reviews of, and articles about, bluegrass performances, recordings, festivals, musicians, publications, and history;
- (e) Promoting events incorporating lectures, discussions and performances of Bluegrass;
- (f) Helping become engaged with Bluegrass music, for example, by facilitating instruction and obtaining of instruments; and
- (g) Introducing Bluegrass to new listeners.

ARTICLE III

Members

The Association shall not have members, but shall maintain a list of individuals who have subscribed to receive the Newsletter.

ARTICLE IV

Fiscal Year

The Association's fiscal year shall be from April 1 through March 31.

ARTICLE V

Directors

V.1 **Size of the Board.** The Board of Directors of the Association (the "Board") shall consist of an odd number, no fewer than five (5) and no more than fifteen (15) individuals.

V.2 **Election of Directors.** Upon expiration of a director's term in office, the other directors of the Association shall elect a replacement director by the affirmative vote of a majority of such directors. Any person so elected as a director shall serve until the expiration of such director's term or until such director's prior death, removal or resignation.

V.3 **Ex Officio Directors.** The individuals who hold the following positions shall be *ex officio* directors: President, Vice-President, Secretary and Treasurer. If any of these individuals chooses not to serve on the Board, the President shall, with advice and consent of the other directors, appoint a replacement to serve on the Board.

V.4 **Impeachment.** A director may be impeached by a simple majority vote of the remaining directors.

V.5 **Resignation/Removal.** A Director may resign by submitting to the President a written notice which shall be effective upon receipt. If any officer or director is absent from three (3) consecutive meetings of the Board of the Association, or for any other reason, the Board by a majority vote of all other directors may declare that position vacant.

V.6 **Vacancies.** If a vacancy occurs on the Board through death, resignation, or otherwise, the Board, by a majority of the remaining directors, shall elect a replacement to fill such vacancy for the balance of the unexpired term within two (2) months of the effective date of the vacancy. Any director so elected shall be allowed to run for the re-election to such office.

V.7 **Election of Officers.** The Board shall elect the officers of the Association by majority of all directors.

V.8 **Board Authority.** The Board shall meet at least quarterly and shall have the power and authority to conduct the business and affairs of the Association, except where otherwise specifically provided in these bylaws, and shall have authority to decide, approve, and disapprove the appointment of officers, employees and agents, the adoption of the Association's policies, and to authorize all disbursements from the general funds, either directly or by delegation of officer(s), employee(s), and/or agent(s). Any Board action will require a majority vote of all directors. Meeting attendance is required to vote.

V.9 **Quorum.** Five (5) directors shall constitute a quorum at all meetings of the Board.

V.10 **Conduct of Meetings.** Except as otherwise herein specified, all meetings of the Board shall be conducted according to Robert's Rules of Order.

ARTICLE VI
Officers

VI.1 **Positions.** The Officers of the Association (the "Officers") shall be President, Vice-President, Secretary and Treasurer. The Officers shall be appointed by, and may be removed and replaced at any time by, the Board. The Secretary and Treasurer may be the same person.

VI.2 **Responsibilities of Officers.**

(a) **President.** The President shall have general supervision of the property, business, volunteers and affairs of the Association, subject to the advice and direction of the Board. The President shall be responsible for preparation of the agenda for all regular and special meetings of the Board, with input from the directors and assistance from the Secretary. The President shall distribute the agenda for each meeting of the Board to the directors prior to the meeting. The President, when present and not under disability, shall preside at all regular and special meetings of directors. The President shall be responsible for the approval of all contracts to which the Association is a party (subject to Section 6.2(e)), and shall be an *ex officio* member of all committees of the Board. The President shall report to the Board from time to time on matters which the interests of the Association may require to be brought to its notice. Subject to Section 6.2(e), the President shall have the power to hire agents, attorneys, accountants, and staff and to purchase assets, supplies, insurance, and other items needed for the efficient operation of the Association. On an *ad hoc* basis, the President may delegate any of these responsibilities to another director, but the President shall retain responsibility for them.

(b) **Vice-President.** The Vice-President shall discharge the duties of the President, during the President's absence or disability for any cause.

(c) **Secretary.** The Secretary shall take and keep the minutes of all Board meetings, and submit them for approval, subsequent to possible amendment, at the next subsequent meeting of the Board. The Secretary shall assist the President in preparation and distribution of the agenda for any regular or special meeting of the Board. The Secretary shall be the custodian of all archives and annals of the Association.

(d) **Treasurer.** The Treasurer shall deposit all the monies belonging to the Association in such accounts as may be selected by the Board. The Treasurer shall be the custodian of the funds of the Association and shall disburse the same as directed by the President subject to the review of the Board. The Treasurer shall keep or cause to be kept a true and accurate record of all funds and monies received and disbursed. A report of the financial condition of the Association shall be made by the Treasurer to the President or Board whenever requested by the President or Board.

(e) **Limitation on Contract.** The President may not sign or endorse any note, contract, or other obligation in excess of five hundred dollars (\$500.00) except by express prior resolution of the Board in each instance.

ARTICLE VII
Amendments

These bylaws may be amended by resolution of the Board approved by majority vote of the Board.

ARTICLE VIII

Miscellaneous Provisions

VIII.1 **Liability of Directors and Officers.** No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a director or officer of the Association, or of any other association which s/he serves as a director or officer at the request of the Association, in good faith, if such person:

- (a) exercises and uses the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or
- (b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or information furnished by officers or employees of the Association which s/he had reasonable grounds to believe to be true.

The foregoing shall not be exclusive of other rights and defenses to which s/he may be entitled as a matter of law.

VIII.2 **Indemnity of Officers and Directors.** Every person who is or was a director or officer of the Association, and any person who may have served at its request as a director or officer of another association in which it owns shares of capital stock or of which it is a creditor shall (together with the heirs, executors and administrators of such a person) be indemnified by the Association against all costs, damages and expenses asserted against, incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which s/he is made or threatened to be made a party by reason of his/her being or having been such director or officer, except in relation to matters as to which recovery shall be had against him/her by reason of his/her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his/her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action suit or proceeding. In the case of a criminal action, a plea of guilty or nolo contendere or its equivalent, or after trial, shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his/her duties, if such director or officer was acting in good faith in what s/he considered to be the best interest of the Association and with no reasonable cause to believe that the action was illegal.

ARTICLE IX

Restrictions

The Association shall at all times be subject to those restrictions set forth in Article IX of the Association's Articles of Incorporation.

ARTICLE X

Dissolution and Liquidation

The Association may be dissolved by majority vote of the Board. Upon the dissolution of the Association, the Board shall after paying or making provision for the payment of all the liabilities of the Corporation, dispense of all the remaining assets of the Association as set forth in the Association's Articles of Incorporation.