

Memphis Area Bluegrass Association (MABA)

“Dedicated to the perpetuation of an American art form.”

BY-LAWS

Amended and Restated November 6, 2003

The authority that governs the operation of the Memphis Area Bluegrass Association is vested in these By-Laws adopted to fulfill the purposes of the Association and to govern the operations of the Association.

ARTICLE I NAME

The name of this organization shall be the Memphis Area Bluegrass Association, hereinafter referred to as “the Association.”

ARTICLE II PURPOSE

The Association is a nonprofit organization to provide a network of fans, musicians, promoters, vendors, and other interested persons for the purposes of:

- Preserving and promoting bluegrass music in Memphis and the surrounding area.
- Publicizing the existence of resources for bluegrass music.
- Providing education to the residents of Memphis and the surrounding area about bluegrass music and its importance to North American traditional music culture.
- Providing opportunities for members to perform music in group settings.
- Providing charitable contributions that promote the health, safety, and welfare of residents of Memphis and the surrounding area.

The name, funds, and influence of the Association shall be used only in support of these stated purposes.

ARTICLE III MEMBERSHIP

Membership is open to any individual or family who has an interest in bluegrass music and who agrees to further the purposes of the Association.

An applicant shall be admitted for membership upon receipt of an application and initial payment of annual dues. By application and admission to membership, members agree to abide by these By-Laws, Association policies, and Board decisions, and to discharge the duties of membership as herein set forth.

Members who have paid dues for the current calendar year shall be considered in good standing and are eligible to vote. Although family memberships are available, only one vote per dues-paid membership is permitted.

The Board may elect persons to Honorary Memberships in the Association, but such memberships do not have voting privileges.

ARTICLE IV MEETINGS

Meetings shall be held monthly at a designated venue. Meetings shall be open to all members in good standing.

Special meetings shall be called when deemed necessary by a majority of the Board or upon written request of not less than one-tenth of the Association membership. The business at special meetings shall be limited to that for which the meeting was called.

Officers and Chairs of Standing Committees shall present written reports at the December Board meeting summarizing Association activities during the year.

ARTICLE V BOARD

Management of the Association shall be delegated to a Board that meets monthly to conduct the business of the Association. Board meetings shall be open to all members in good standing. The Board may withdraw for private deliberations, but all Board votes shall be conducted in public.

The Board shall consist of the Officers and Directors. In recognition of their vision and dedication in starting the Association and in gratitude for their many contributions to the Association and to promoting bluegrass music, Gary Williams and Peter Smith are recognized as Charter Directors, who may serve as Directors for as long as they are willing and able to do so and who shall retain the title Charter Director after they cease active service.

The immediate past president and the chairs of standing committees shall be Directors. At-large Directors shall be elected to serve in the place of Charter Directors who are no longer actively serving. In the event that the Vice President, the immediate past president or any Charter Director is elected to serve as the chair of a standing committee, or if the immediate past president is not willing or able to serve, or if the immediate

past president or Charter Directors are elected to any other office, then at-large Directors shall be elected in a number sufficient to bring the total number of Board members to thirteen.

Duties of Board members shall include attending monthly Board meetings and performing such other duties as may be directed by the Board.

The Board shall be responsible for receiving and disbursing money, and for establishing an annual operating budget. The Board shall be responsible for maintenance and disposition of Association property.

The Board shall approve programs and activities of the Association.

The Board shall be responsible for determining whether a member is in good standing and eligible to vote or hold office in the Association.

A majority of the Board shall constitute a quorum. Except as otherwise indicated in these By-laws, Board decisions shall be made by simple majority of a quorum.

ARTICLE VI OFFICERS AND DIRECTORS

The Officers of the Association shall be: President, Vice President, Secretary, and Treasurer.

Officers and Directors shall serve for a term of one year starting on January 1. The Vice President may also serve as chair of a Standing Committee.

Should a vacancy occur in any office of the Association or among the Directors, the board shall by majority vote fill such vacancy with a member in good standing for the duration of the unexpired term. It is not required to fill vacancies for the Director who is immediate past president or for the Charter Directors or at-large Directors during the current calendar year.

Any Officer or Director who fails to perform his or her duties may be removed by the Board by a two-thirds majority vote.

ARTICLE VII OFFICERS' DUTIES

The principal duties and responsibilities of the officers of this Association are as follows:

President:

- Presides at all meetings, is chair of the Board of Directors.
- Keeps order, makes parliamentary decisions.
- Appoints special committees and their chairs.
- Leaves the chair to debate.
- Signs agreements and legal documents on behalf of the Board.
- Is an ex-officio member of all committees.

Vice President:

- Presides and performs duties of President when the President is unavailable or resigns.
- Assists the President in oversight of committees.
- Performs other duties as assigned by the Board.

Secretary:

- Records minutes of all meetings of the Association.
- Records other business of the Association.
- Acts as custodian of the records and papers of the Association.
- Sends notices of special meetings.
- Co-signs legal documents as needed.
- Performs other duties as assigned by the Board.

Treasurer:

- Is custodian of all Association funds.
- Receives, disburses, and records all Association funds, fees, and dues.
- Provides an itemized monthly report of receipts and expenditures to the Board.

- Performs other duties as assigned by the Board.

ARTICLE VIII COMMITTEES

The effectiveness of this Association will depend upon the degree to which committees work together to fulfill their assigned responsibilities.

Committees shall consist of two types:

- Standing Committees for ongoing, permanent functions of the Association.
- Special Committees appointed to perform specific duties for special events or activities.

Standing Committees:

- Membership Committee shall be responsible for:
 - Issuing membership information.
 - Maintaining roster of members.
 - Recruiting new members.
- Communications Committee shall be responsible for:
 - Publishing a newsletter for the Association.
 - Assisting in the preparation and distribution of other Association publications.
 - Providing an internet website.
 - Preparing press releases to area communications media about the Association and its activities.
- Education Committee shall be responsible for:
 - Providing educational opportunities for members on topics relating to Association purposes.
 - Hosting and leading beginner to intermediate groups at Association-sponsored jam sessions.
 - Promoting education about bluegrass music to the general community.

- Activities Committee shall be responsible for:
 - Arranging social and musical activities that promote the purposes of the Association.
 - Assisting in making arrangements for meeting venues.
- Regulatory Committee shall be responsible for:
 - Preparing amendments to the By-laws.
 - Advising the Board on requirements of the By-laws.
 - Assisting the President in preparing tax forms and other legal papers.
- Giving Rural Assistance (GRASS) Committee shall be responsible for:
 - Raising funds for charitable purposes.
 - Recommending disbursements for charitable purposes to the Board.

ARTICLE IX NOMINATIONS AND ELECTIONS

The President shall convene a nominating committee consisting of the officers and three members who are not members of the Board not later than September 1 of each year. The nominating committee shall prepare a list of nominees with at least one candidate for each Board position. The Secretary shall publish this list to the membership by October 1 of the same year. Nominations may be placed from the floor during the October meeting.

Elections shall be held during the November meeting. The Board shall provide at least 30 days prior notice to the membership of the election. Members may vote by mail received by the Secretary not later than the date of the November meeting.

Candidates shall be elected by a simple majority of votes cast.

Any member in good standing may request written, secret ballots. The President shall appoint a

teller committee of three members not on the Board and not nominated for office to count ballots and prepare a written report to the membership.

ARTICLE X – FISCAL ADMINISTRATION

The annual dues of the Association shall be set by the Board.

The Board shall have authority to organize programs and projects for the purpose of raising funds for Association activities and to promote the purposes of the Association.

The Board shall have authority to expend funds for Association activities and to promote the purposes of the Association.

The President shall present a proposed budget for the year to the Board not later than the February Board meeting. The budget shall be balanced with equal revenue and expenditures or may show a surplus, subject to applicable law. The annual budget shall be approved by the Board and published to the membership.

The President, Vice President, or Treasurer may authorize budgeted expenditures, and shall be authorized to sign checks drawn on Association accounts for budgeted expenditures.

The Board may revise the budget or authorize expenditures not in the budget by a two-thirds majority vote of a quorum.

The Board shall appoint a committee to audit the financial records and transactions of the Treasurer within one month after the end of the year. This report shall be presented at the February Board meeting.

Officers, committee chairs, and committee members shall not be compensated for serving in such positions or for performing the duties of such positions.

No part of the net earnings of the Association shall inure to the benefit of any officer, commit-

tee chairs, member of the Association, or any private individual. However, reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes. The Board may authorize reimbursement of reasonable expenses incurred by members acting on behalf of the Association. The Board may authorize stipends for members to attend music industry or association meetings or educational sessions that promote the purposes of the Association.

ARTICLE XI AMENDMENTS

These By-Laws may be amended only by three-fourths majority vote of members present at a

scheduled meeting. Proposed amendments to the By-Laws shall be presented to the Board at least one month before they are voted on and shall be supported by Board resolution or by a petition by not less than 10 percent of the membership.

ARTICLE XII DISSOLUTION

Upon dissolution of the Association, all assets remaining after payment of debts and liabilities shall be distributed by the Board exclusively to charitable, musical, or educational nonprofit organizations qualifying under the provisions of Section 501c(3) of the Internal Revenue Code.

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