

New Mexico Folk Music and Dance Society Bylaws

(approved as amended at February 2010 special membership meeting)

Article I. Members

Section 1. Membership: Any person who is interested in the purposes of the Corporation may obtain membership. Each member shall pay individual annual dues or be part of a family that pays family dues in amounts determined by the Board of Director of the Corporation. Each member will have one vote at any Membership Meeting.

Section 2: Membership Meetings: The annual Membership Meeting of the Corporation shall be held in Albuquerque, New Mexico, or its immediate vicinity, or Santa Fe, New Mexico each November at a time and date fixed by the Board of Directors. Notice of the meeting will be mailed or emailed to each member at least ten (10) days before the meeting. All reasonable effort shall be made to schedule the annual Membership Meeting to coincide with a regularly scheduled event, such as a dance. The annual Membership Meeting may be held on the same day as a monthly meeting of the Board of Directors.

Special Membership Meetings will be called by the Directors upon written request signed by at least 10% of the members specifying the purpose(s) of the meeting. Members will be notified by mail or email of any such special Membership Meeting at least ten (10) days before the meeting. The purpose of the special Membership Meeting will be included in such notice.

Minutes shall be taken at all meetings and shall be made available upon request to all members.

Section 3: Quorum, Voting: The presence of twenty (20) members shall constitute a quorum at a Membership Meeting. A quorum once attained continues until adjournment despite departure of enough members to leave less than a quorum. There shall be no proxy voting. There shall be no voting by mail.

Section 4: Reversal of Decisions: A 2/3 majority of voting members attending any Membership Meeting - annual or special - shall have the power to reverse or modify in any way any decision made by the Directors. A petition to vote on such changes must be signed by at least 10% of the members and must be presented to the Directors at least 15 days before the vote is to be taken. If the vote is to be taken at the annual meeting, the nature of the proposed changes must be included in the notification of the meeting.

Article II. Board of Directors.

Section 1. Number, Tenure, Qualification, Election: The Board of Directors shall consist of at least seven (7) and no more than eleven (11) Directors. Each Director shall be elected by the members present at the annual Membership Meeting held in November, to serve for a one-year term commencing in January. Directors may succeed

themselves from year to year. Candidates for Director shall nominate themselves at the meeting. If more than eleven (11) candidates are nominated, eleven (11) Directors will be elected by secret ballot; otherwise, all candidates will be considered elected by default. Directors-elect are expected to attend the regular monthly Board Meeting in December, at which time they will choose new Officers and select Chairs for all standing committees by consensus or vote if necessary. Any additional duties will also be assigned to Directors-elect at this time.

The duties of the Board of Directors shall be as follows: a) to determine overall policy for the Corporation; b) to maintain contact with other members of the Corporation; c) to regularly review the financial management of the Corporation; and d) to direct the Corporation in carrying out its purposes as stated in the Articles of Incorporation.

The requirements for becoming a Director are: a) an interest in promoting the purposes of the Corporation as set forth in section 3 of the Articles of Incorporation, b) membership in the Corporation, and c) a willingness to attend at least half of the board meetings. A Director may also be assigned other duties, including Chair of a Standing Committee.

Directors may resign in writing. Directors may be removed only by a 2/3 majority vote of the members at any Membership Meeting, or a 2/3 majority vote of the Directors at any meeting of the Board of Directors at which a quorum is present. However, the Director in question must be given 15 days notice in writing before the meeting at which removal is to be considered.

The number of Directors may be increased or decreased from time to time by amendment to the Bylaws, as outlined in Article IX below. Vacancies and newly created Directorships shall be filled at a Board Meeting by a majority vote of Directors then in office.

Section 2: Board Meetings: Regular meetings of the Board of Directors shall be held each month at a location announced in advance. The President may cancel a meeting if a quorum will not be available, as long as a minimum of eight (8) meetings per year are held. Special meetings of the Board will be held at the time and place fixed by the President, any may be called by any two (2) Directors upon notice given to each Director by mail, email, or telephone at least three (3) days before the meeting. Minutes shall be taken at all meetings and made available on request to any member of the Corporation. Members of the Corporation who are not on the Board of Directors may attend, but are not permitted to vote.

Section 3. Quorum, Action: The presence of simple majority of the Board of Directors shall constitute a quorum. A quorum once attained continues until adjournment despite departure of enough Directors to leave less than a quorum. In the absence of a quorum, the action of the attending members shall be the action of the Board, subject to approval at the next Board Meeting.

Emergency decisions may be made between Board Meetings by at least one (1) Officer and two (2) additional Directors of the Corporation in person, or by obtaining the approval of a majority of the Board of Directors verbally or electronically. In either

case, the decision will be subject to ratification at the next Board Meeting.

Article III. Officers

Section 1. Number, Tenure, Qualification, Election: The Officers of the Corporation shall be President, Vice-President, secretary, and treasurer and other such Officers as the Board or membership may decide are necessary. Each officer shall be elected by the incoming Board from among itself at the monthly Board Meeting in December to serve for one year, commencing in January.

Section 2. President: The President will be the chief executive officer of the Corporation, will preside at all Board Meetings, and when authorized will execute and deliver documents in the case of the Corporation. The president will also coordinate all committees.

Section 3. Vice-President: The Vice-president shall preside over Board Meetings in the absence of the president. In the event of a vacancy occurring in the office of the President, the Vice-President shall become the President until a successor is chosen at the next Board Meeting.

Section 4. Secretary: the Secretary shall have custody of any records not held by the other Officers, and shall pass them to his or her duly elected successor. The secretary or his or her appointed substitute shall take minutes at each Board and Membership Meeting and make them available to any member upon request. In addition, the minutes of each monthly Board Meeting shall be emailed to each board member prior to the next monthly Board Meeting. At each monthly Board Meeting, the secretary shall ask for corrections to the minutes of the previous meeting and update the minutes accordingly. The Secretary may collect, open, and distribute the mail received by the Corporation.

Section 5. Treasurer: The Treasurer shall maintain and have custody of the financial and other records of the Corporation, and shall pass them to his or her duly elected successor. The treasurer shall disburse funds for all business with the approval of the Board, maintain accounting records for all accounts, and oversee handling of the cash box. The Treasurer shall coordinate financial decision-making information and present said information at Board and Membership Meetings. The Treasurer shall prepare tax documents as needed, consulting with outside experts when necessary. The Treasurer may collect, open, and distribute the mail received by the Corporation.

Article IV. Standing Committees

The Board of Directors of the Corporation has created the following Standing Committees, and may create others as needed. The Chair of each committee shall be a member in good standing of the Corporation. Members of the Committees shall also be members in good standing of the Corporation. Each Committee shall meet as often as deemed necessary by its Chair. Each Committee Chair shall report to the Board at each monthly Board Meeting, or as appropriate.

Standing Committees include, but are not limited to:

- Albuquerque Dance Committee
- Santa Fe Dance Committee
- Taos Dance Committee
- Camp Committee
- Concert/Special Events Committee

Each Committee is responsible for planning and running its sponsored events. This includes arranging for facilities, musicians, callers, sound equipment, and optionally refreshments and decorations. Committees will arrange to collect admission charges and make payments to those hired for the event as authorized by the Board of Directors, and will provide financial reports and cash deposits to the Treasurer in a timely manner. Nonstandard expenditures require Board approval.

Article V. Notice and Waiver of Notice

Any notice of a Membership or Board Meeting will state the time, place, and purpose of the meeting, and will be sent by mail or email to the address or email address shown on the membership records or given in person to all persons entitled thereto. Notice will be considered waived by any person who waives the notice in writing before or after the meeting, or who appears at a meeting in person. Failure to receive a notice will not affect the validity of the meeting involved.

Article VI. Monetary Matters

Section 1. Funds and Borrowing: The depository for Corporation funds, the persons entitled to draw against these funds, the persons entitled to borrow on behalf of the Corporation, and the manner of accomplishing these matters shall be determined by the Board.

Section 2. Compensation and Pecuniary Benefit: No member, Director, or Officer will by reason of being such, receive, directly or indirectly, any part of the income or profit of the Corporation. However, the Corporation may pay compensation in a reasonable amount to its members, Directors, or Officers for service rendered and shall reimburse them upon proper documentation for expenses incurred on behalf of the Corporation.

Article VII. Indemnity

The Corporation shall have the power to indemnify any member, Director, or Officer or former member, Director or Officer of the Corporation against reasonable expenses, costs and attorney's fees actually and reasonable incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a member, Director, or officer. The indemnification may include any amounts paid to satisfy a judgement or to compromise or settle a claim. The member, Director, or Officer shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a member, Director, or Officer for reasonable expenses to be incurred in connection

with the defense of the action, suit, or proceeding provided that the member, Director, or Officer must reimburse the Corporation if it is subsequently determined that the member, Director, or Officer was not entitled to indemnification. The Corporation may make any other indemnification as authorized by a resolution adopted after notice by the members entitled to vote. As used in this article, "Director" means any person who is or was a Director of the Corporation and any person who, while a Director of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee or agent of any foreign or domestic corporation or nonprofit corporation, cooperative, partnership, joint venture, trust, other incorporated or unincorporated enterprise or employee benefit plan or trust.

Article VIII. Interested Parties

Section 1. No transaction of the Corporation will be affected because a member, Director, or Officer of the Corporation is interested in the transaction, so long as such transactions are conducted at arms length in good faith, and are not violations of the prohibitions in the Articles of Incorporation and the by-laws against receipt of Corporation income and profit.

Section 2. Such interested persons will be counted for quorum purposes and may vote when the membership considers the transaction if they meet membership criteria. If the Board or membership approves such transactions, minutes of said meeting must include notice of the transaction and be available to members within one week of said meeting at which time members would have thirty (30) days to protest said transaction.

Article IX. Amendments

Section 1. These by-laws may be amended by a 2/3 majority vote of the Board at a meeting at which the proposed amendment has been set forth in the notice of the meeting. By-laws amendments by the Board shall be submitted for ratification at the next Membership Meeting. A 2/3 majority of those voting shall be necessary for ratification.