

BY-LAWS OF THE HIAWATHA MUSIC NONPROFIT CORPORATION

ARTICLE I - NAME AND LOCATION

This corporation shall be called HIAWATHA MUSIC NONPROFIT CORPORATION. The registered address of this corporation shall be determined by the Board of Directors.

ARTICLE II - PURPOSE

This corporation is organized exclusively to provide and promote traditional American music, educate and inform society on traditional American music, and encourage the appreciation of such music through the facility of an Annual Traditional American Music Festival.

The purpose or purposes for which the corporation is formed are as follows: To operate exclusively for charitable and educational purposes and for the promotion of social welfare.

ARTICLE III - MEMBERSHIP

SECTION 1 - CONSTITUENCY

There is no limitation to the number of members in this corporation. Membership in the organization is open to individuals and any other organizations, provided that they accept the purposes and the principals of this corporation as stated in Article II of these By-Laws, and subject to their acceptance for membership by action of the Board of Directors.

SECTION 2 - ANNUAL MEETING

A meeting of the membership shall be held annually, the time and place to be fixed by the executive committee. Members of the Board of Directors shall be elected at this time.

SECTION 3 - NOTICE OF ANNUAL MEETING OF MEMBERS

Written notice of any membership meeting shall be mailed to each member at his/her last known physical or electronic address as the same appears on the records of the corporation at least ten (10) days prior to any meeting and said notice shall be deemed sufficient and addressed to such member at his last known address and such notice shall be deemed to have been given at the time of such mailing. (Amended 5/1/19)

SECTION 4 - VOTING

Each member shall be entitled to one vote at the annual meeting.

SECTION 5 - SPECIAL MEETING OF MEMBERS

A special meeting of the members may be called at any time by the Executive Committee. At least five days prior to the date fixed for the holding of any special meeting, a notice of the time, place, and purpose of such meeting shall be sent by ordinary mail to all members at their last known address. Only business mentioned in the notice shall be transacted at such meeting.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1 - NUMBER AND TERM OF DIRECTORS

The Board of Directors shall consist of no fewer than five (5), no more than ten (10) directors. Board members shall serve for a term of three years and shall be limited to 2 full consecutive terms. Board Members shall be eligible to run again after an absence of 1 calendar year. (Amended 5/1/19)

The Board of Directors shall be appointed for a term of 3 years. Those elected may serve an additional three-year consecutive term as provided in Article IV, Section 1.

A Board member must be present at one of three consecutive regular meetings of the Board of Directors; otherwise his or her absence without sufficient reason will be considered a voluntary withdrawal.

To be elected to the board, a person must have been a member at least six months, be educated on Hiawatha Music Non Profit Corporation Mission Statement and demonstrate knowledge and commitment to the Co-op and have volunteered in some capacity. (Amended Nov. 1, 2001; Amended 5/1/19)

SECTION 2 - VOTING OF THE BOARD OF DIRECTORS

Each member of the Board of Directors shall be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

SECTION 3 - QUORUM

A quorum in the Board of Directors shall consist of a simple majority of the Board members present at a meeting. If no quorum is present at a regularly scheduled meeting of the Board, those present may establish a date for a new Board meeting within that quarter. All Board members shall be notified of the time and place of the newly scheduled meeting, and if no quorum is present at that meeting, business may be transacted by those present.

A quorum of simple majority of seated Board members shall be established for all electronic business that requires Board approval. (Amended 5/1/19)

SECTION 4 - VACANCIES

Any vacancy in the Board shall be filled for the balance of the term from candidates presented by the nominating committee and elected by members of the Board.

SECTION 5 - NOMINATIONS FOR THE BOARD OF DIRECTORS

The Membership Committee shall present a slate of candidates to the Board of Directors at the Board meeting, which occurs prior to the annual membership meeting. The Nominations Committee shall consider a broad cross-section of representation when submitting names for consideration.

SECTION 6 - PLACE AND TIME OF REGULAR BOARD MEETINGS

The Board of Directors shall meet at least quarterly at such times and places as are determined by the Executive Committee.

SECTION 7 - SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called by the Executive Committee or by the President. All members of the Board of Directors shall be duly notified of all special meetings at least three days prior thereto, and the notice of special meetings shall state the objects thereof.

SECTION 8 - ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

The Board of Directors shall elect officers, as specified in Article IV, Section 9 of these By-laws, each year following the annual membership meeting.

SECTION 9 - OFFICERS

The officers of this Board shall be a president, a vice-president, a secretary and a treasurer. The term of office shall be for one year, and officers shall hold office for such term and until their successors are

elected and qualified. The Board shall fill any vacancy among such officers and for the unexpired term of office.

a. President - The president shall be the chief officer of this Board to whom the executive director of the agency shall report in the discharge of the latter's duties. The president shall preside at all meetings of members and of the Board, and shall be chairman of the Executive Committee with right to vote. The president shall perform all other duties usually incident to such office.

b. Vice President - The vice-president shall act in the president's place in the absence or disability of the president, shall perform all new Board Member Orientation, and perform such other duties designated by the Board of Directors.

c. Secretary - The secretary shall maintain or cause to be kept the records of the agency. The secretary shall keep minutes of all meetings of members, the Board of Directors and the Executive Committee.

d. Treasurer - The treasurer shall be the chief financial officer of this organization and shall keep or cause the organization's books to be kept. The treasurer shall have the custody of the money of the branch except as the Board of Directors or the Executive Committee may direct or arrange.

e. Other duties - The several officers shall have such additional powers and perform such additional duties as the Board of Directors or the Executive Committee may from time to time prescribe.

ARTICLE V - FUNCTIONS OF THE BOARD OF DIRECTORS

The business, property, and affairs of this corporation shall be managed by the Board of Directors. The Board shall determine policy, hire the executive directors of the agency, determine what staff is necessary, description of duties, and amount of compensation. The Board shall also determine the method of accountability.

ARTICLE VI - EXECUTIVE COMMITTEE

SECTION 1 - MEMBERS

The Executive Committee shall consist of at least the officers of the Board. The members of the Executive Committee shall hold office for a term of one year beginning with the day of the organizational meeting of the Board of Directors and until their respective successors shall have been elected. The officers of the Board shall be the officers of the Executive Committee, with the president serving as chairman.

SECTION 2 - POWERS

The Executive Committee shall be empowered to carry on the functions of the Board of Directors during the interim of quarterly Board meetings or due to the inability to call a special Board meeting.

SECTION 3 - MEETINGS

The Executive Committee shall meet regularly or upon call or notice by the Chairman of the Committee.

ARTICLE VII - COMMITTEES

SECTION 1 - STANDING COMMITTEES

The following standing committees are authorized by the Board of Directors:

- a. Executive Committee
- b. Membership and Nominations Committee
- c. Finance Committee
- d. Fundraising Committee
- e. Concert & Event Committee
- f. Festival Committee
- g. Education Committee
- h. Marketing Committee

SECTION 2 - TEMPORARY COMMITTEES

The Board shall establish other committees, as it deems necessary in the ordinary course of business.

ARTICLE VIII - FINANCIAL TRANSACTIONS

SECTION 1 - BUDGET AND FISCAL YEAR

The Board of Directors shall determine the budget, means of fund-raising, and methods of payment for the operation of the agency. The fiscal year of this corporation shall coincide with the fiscal year of the State of Michigan.

SECTION 2 - SIGNING OF CHECKS

All checks, drafts, and orders for payment of money shall be signed in the name of this corporation and shall be signed by the treasurer or such officers and agents as the Board of Directors shall from time to time designate for that purpose. All persons authorized to transact financial business for this corporation shall be appropriately bonded.

SECTION 3 - BOARD COMPENSATION

The Board may authorize compensation to board members for travel and other expenses according to Board determined guidelines.

SECTION 4 - ANNUAL FINANCIAL REVIEW

The books and records of account shall be reviewed and audited each year by an independent public accountant selected by the Board.

ARTICLE IX - AMENDMENTS

The Board of Directors may amend these by-laws by a two-thirds (2/3) vote of the total Board membership, however, voting must be at a separate meeting following the meeting at which the amendment is proposed.

ARTICLE X - PARLIAMENTARY AUTHORITY

The parliamentary authority shall be the current edition of Robert's Rules of Order.

ARTICLE XI - DISSOLUTION

In the event of dissolution, all assets, real and personal shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)3 of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue law.

Reviewed and approved May 2019