

# **Bylaws of the Baltimore Folk Music Society**

## **ARTICLE I: NAME**

### **Section 1: Official Name**

The name of this organization is the Baltimore Folk Music Society (BFMS).

### **Section 2: Permissible Usage**

BFMS shall not allow the use of its name, logo, or other identifying information in connection with any activity not under its direct control without the express prior approval of two-thirds of the Board. No Officer or member of BFMS may claim to represent the Society in any matter unless specifically empowered to do so under these By-Laws.

## **ARTICLE II: PURPOSE**

### **Section 1: Definition**

BFMS is a nonprofit educational organization dedicated to the preservation, study, teaching, enjoyment and continuing evolution of traditional and historical folk arts, dance, music and song.

## **ARTICLE III: MEMBERSHIP**

All persons are eligible to become members of BFMS upon payment of dues.

### **Section 1: Privileges and Obligations**

Membership in the Society shall carry the following privileges and obligations:

- A. Members shall pay such annual dues as determined by the Board. Dues shall be due and payable on the last day of the month in which affiliation with BFMS is first established.
- B. Members are bound by the By-Laws and actions of the Board in consequence thereof.
- C. Members are entitled to vote at all regular and special membership meetings.
- D. Members are entitled to attend any regular or special program sponsored by the Society at reduced admission or without charge, as established by the Board.
- E. Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board.
- F. Members are responsible for informing the Membership Chair of BFMS of any change of address.
- G. Members are entitled to attend general and special Membership meetings; to vote on all questions coming before the membership; to hold office and serve on standing or special committees.

### **Section 2: Termination or Resignation of Membership**

Membership in BFMS may be ended in the following ways:

- A. Membership in the Society will be considered surrendered by any member more than two months in arrears in dues, or upon the submission by any member of a letter of resignation to the Board.
- B. In the event of resignation from membership, or dissolution of BFMS, no member shall have any claim for refund of any monies paid to the Society.

C. The Board may, at its discretion, terminate the membership of any member of BFMS when the member in question has been shown to violate BFMS policies or has acted in a manner contrary to the established purpose of the society. Termination of Membership shall require at least a 2/3 (two-thirds) vote of the Board present and voting at a regular Board meeting with quorum present. Upon Termination, the member shall be notified in writing and the current year's dues shall be refunded (if applicable).

## **ARTICLE IV. MEETINGS OF THE MEMBERSHIP**

### **Section 1. Annual Meeting**

The Annual Meeting of the Membership shall be held each year for the election of Officers and the transaction of any necessary business.

### **Section 2. Special Meetings**

Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the membership. Notices of special meetings shall state the matters to be considered.

### **Section 3. Notification**

At least one month's notice of the annual or any special meeting shall be given.

### **Section 4. Voting**

A majority of those voting is necessary to transact any business brought before the membership, except as otherwise noted in these bylaws.

## **ARTICLE V. THE BOARD**

The responsibility for all business matters lies with the Board of the BFMS, also referred to as the Officers.

### **Section 1. Responsibilities of the Board**

A. The Board has sole authority to set schedules and dates for BFMS events; to set dues and fees; to set honoraria paid to teachers and performers; to procure facilities for classes and programs; to approve activities undertaken in the name of BFMS.

B. The Board shall determine the need for and the responsibilities of Committees.

C. In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election or by a majority vote of the remaining board may appoint a member to temporarily fill the vacancy until the next election.

### **Section 2. Removal of Officers**

An Officer may be suspended for cause by a vote of the Board.

A. The Board may, at its discretion, suspend an Officer when the officer in question has been shown to violate BFMS policies or has acted in a manner contrary to the established purpose of the society. Suspension of Office shall require at least a 2/3 (two-thirds) vote of the Board present and voting at a regular Board meeting with quorum present. Upon Suspension, the

member shall be notified in writing.

- B. No Officer shall be removed without being given all reasonable opportunity to be heard.
- C. Removal of an Officer shall not affect his/her membership in BFMS.

## **ARTICLE VI. MEETINGS OF THE BOARD**

### **Section 1. Regular Meetings**

The Board shall meet at regular intervals through the year, with a minimum of ten meetings per calendar year.

### **Section 2. Quorum and Voting**

- A. A quorum for the transaction of business shall be two-thirds of the current Board. A simple majority of members voting, a quorum being present, shall suffice for the transaction of ordinary business except as otherwise stipulated.
- B. For the determination of any matter before the Board, the President or anyone acting in that capacity shall have a vote.

### **Section 3. Powers of the Board**

During the course of regular meetings, the Board shall have the power to:

- A. Approve budgets for BFMS events.
- B. Approve all expenditures.
- C. Approve all programs and projects bearing the name of BFMS, as herein after provided.
- D. Approve appointments made by the President.

### **Section 4. Special Meetings**

Special meetings of the Board may be called by the President on his/her own initiative or at the request of any three members of the Board. All members of the Board must be given notice of the time, place, and issue to come before a special meeting not less than forty-eight hours in advance, and no other matter may be determined at that special meeting. Members of the Board who are not able to attend may exercise their vote on such issue in writing, via electronic delivery, or by telephone.

## **ARTICLE VII. OFFICERS**

### **Section 1. List of Officers**

The officers shall be the President, the Vice President, the Secretary, the Treasurer, the Membership Chair, the American Dance Chair, the English Country Dance Chair, the Webmaster, the Special Events Chair, the Publicity Chair, the Electronic Content Manager, and three Officers-at-Large. When appropriate, they shall also include Past officers as noted in Sections 3.A and 3.D below.

### **Section 2. Term of Office**

- A. The term of each officer shall be 13 months, from June 1 of one year to June 30 of the following year.
- B. No officer except the Treasurer, the Secretary, Publicity, the Webmaster, the Electronic Content Manager, and the Membership Chair shall serve more than three consecutive terms in

the same office, nor shall any officer hold more than one office during a complete term.

C. During their terms of office all Officers shall maintain membership in BFMS.

### **Section 3. Responsibilities of Officers**

A. The President is the executive officer responsible for the operation of the group. He or she presides at all BFMS meetings, calls regular or special meetings of the Board or membership as needed, appoints the Chairpersons of committees. He/she may be an ex-officio member, with vote, of all regular Committees of BFMS except the Nominating Committee. In the year following his/her term(s) of office, he/she shall serve a term as Past President and shall be a voting member of the Board. He/she may, if elected, serve a term as another officer of the Board in lieu of his/her term as Past President.

B. The Vice President shall serve as Vice Chair of the Board, and shall have such other duties as are delegated to him/her by the President. He/she shall temporarily succeed to the authority of the President when the President is unable to carry out the duties of his/her office.

C. The Secretary keeps records and minutes of meetings.

D. The Treasurer shall have responsibility for preparation and custody of all financial and corporate records of BFMS and shall prepare such statements as are required by the Board or by law. He/she shall be responsible for the collection and payment of all the Society's receivables, and for payment of BFMS's just debts. In the year following his/her term(s) of office, he/she shall serve a term as Past Treasurer and shall be a voting member of the Board. He/she may, if elected, serve a term as another officer of the Board in lieu of his/her term as Past Treasurer.

E. The Webmaster shall have responsibility for maintaining BFMS's website and providing other support of BFMS's online presence.

F. The Membership Chair shall keep BFMS's membership lists. He/she shall issue all membership cards and membership renewal notices. He/she shall collect membership dues and transmit them to the Treasurer.

G. The American Dance Chair shall be responsible for coordination of the weekly American Square & Contra with the advice and consent of the Board. His/her duties shall include contracting callers and musicians, securing halls for the dances, and other duties as appropriate.

H. The English Country Dance Chair shall be responsible for coordination of the weekly English country dances of the Society with the advice and consent of the Board. Her/his duties shall include contracting callers and musicians, securing halls for the dances, and other duties as appropriate.

I. The Special Events Chair shall be responsible for the coordination of all special events for BFMS with the advice and consent of the Board, and shall act as liaison to groups with which BFMS has partnered for the purpose of promoting the traditional and historical folk arts, dance, music, and song.

J. The Electronic Content Manager shall be responsible for the collection and distribution of information about BFMS via electronic channels.

K. The Publicity Chair shall be responsible for publicity, advertising, promotion, and public relations activities of BFMS.

L. The Officers-at-Large shall assume duties as may be delegated by the President and Board. Such duties may include chairmanship of special committees.

## **ARTICLE VIII. ELECTION OF OFFICERS**

Officers are proposed at the Annual Meeting of the Membership and take office at the June Board Meeting.

### **Section 1. Nominating Committee**

- A. At least two months before the annual meeting, the President appoints a Nominating Committee of three or more members of BFMS, at least two of whom shall not be members of the current Board.
- B. The Nominating Committee reports its slate of nominees for existing vacancies to the membership at the annual meeting.

### **Section 2. Nominations From Floor**

Additional nominations may also be made from the floor at the Annual Meeting, provided the consent of the nominees has been obtained.

### **Section 3. Election**

If there is no more than one candidate for an office, the nominee shall be deemed elected. In the event of a contested election, paper or electronic ballots shall be used and tellers appointed to tally the results.

## **ARTICLE IX. COMMITTEES**

### **Section 1. Structure**

- A. Committees, which may be committees of one, may be empowered by the Board to conduct BFMS's programs or functions.
- B. Chairs of Committees are appointed by the President, subject to approval of the Board. They must be members of the Society. Chairs of Committees may be removed by a two-thirds vote of the Board.
- C. With the exception of the Nominating Committee, the organization, operation and membership of any Committee shall be determined by the Chair of that Committee.

## **ARTICLE X. FINANCIAL AND FISCAL AFFAIRS**

### **Section 1. Security and Disbursement of Funds**

- A. The funds of BFMS shall be kept in a checking account only to the extent needed for current operation. Additional funds and all reserve shall be kept in interest-bearing accounts insured by the Federal Deposit Insurance Corporation, the particular bank or banks being selected by the Board.
- B. No monies greater than \$300 may be disbursed from any account except on the countersignatures of two Officers, designated by the Board.
- C. The Treasurer and all others designated to receive and/or disburse monies for BFMS shall furnish such bond and surety on the bond as may be required by the Board.
- D. An audit of the books, accounts, and assets of BFMS shall be made at the direction of the Board.

E. No contract or expense, nor any other obligation of BFMS's funds, facilities, or reputations shall be made or undertaken except with the approval of the Board as herein provided.

### **Section 2. Fiscal Year**

The fiscal year of BFMS shall run from July 1 of one year to June 30 of the following year.

## **ARTICLE XI. RULES OF ORDER**

### **Section 1. Parliamentary Procedures**

All questions of Parliamentary procedures shall be resolved by reference to the most recent edition of Robert's Rules of Order.

## **ARTICLE XII. MODIFICATION OF BY-LAWS**

Proposed amendment of these bylaws or the adoption of new bylaws must be submitted to the Board no later than sixty (60) days prior to the Annual Meeting. The proposed bylaws changes shall be communicated to the membership, and the proposals shall be made available to the membership via the BFMS web site, and by printed copy at the Annual Meeting. The Membership shall be given an opportunity to submit feedback regarding the proposed amendment(s) or adoption(s) at the Annual Meeting via an open comment period. Following the Annual Meeting, the proposed amendment(s) or adoption(s) shall be sent to the membership with a voting ballot to be returned within thirty (30) days of the date of the Annual Meeting at which the bylaws amendment(s) or adoption(s) were proposed. At least 2/3 (two-thirds) of the ballots received must be for a proposed amendment or adoption in order for the proposal to be accepted. The Board will announce the results of the vote to the membership via web site and other communication channels as necessary.

## **ARTICLE XIII. DISSOLUTION**

### **Section 1. Procedure**

BFMS shall not dissolve except upon the approving ballot of two-thirds of the total membership.

### **Section 2. Distribution of Assets**

In the event of dissolution, none of the remaining assets may be distributed to, or for the benefit of, any member or class of membership. Such remaining assets shall be distributed to the Archive of Folk Song of the Library of Congress for the use in such purposes as recording, duplicating, and cataloging, and/or to any other worthy, non-profit, educational organization. The selection of the distributee or distributees shall be made by the membership on the recommendation of the Board.

*Accepted and enacted as of the March 9, 2013 Membership Meeting.*