

*These Bylaws constitute the code of rules adopted by Folk Alliance International on December 9, 2014 for the regulation and management of its affairs, and amended by membership vote on December 9, 2015, December 9, 2018, December 9, 2019, and January 26, 2022.*

**ARTICLE I  
NAME AND PURPOSE:**

Section 1.1 Name. This corporation shall be known as Folk Alliance International (the “Corporation”). The Corporation is organized under the Nonprofit Corporation Act of the State of Missouri (the “Act”) and as an educational, charitable, tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 1.2 Purpose. The Corporation exists to strengthen and advance organizational and individual initiatives in folk music through preservation, presentation, and promotion under the direction of its Strategic Plan.

To achieve these purposes, the Corporation’s activities will include:

- a. An annual meeting of members.
- b. Maintenance of organizational headquarters.
- c. Aid in the distribution of resources and knowledge.

In furtherance of these purposes for which the Corporation is organized, the Corporation shall receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter may be amended.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, member of the Corporation, or any private individual (except that reasonable compensation may be paid for service rendered to or for the Corporation affecting one or more of its purposes), and no Director, officer, or member of the Corporation, or any private individual shall be entitled to share in the distribution of any of the company assets on dissolution of the Corporation.

Notwithstanding any other provisions of the Articles of Incorporation of the Corporation, as may be amended (the “Articles”) or these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, scientific, literary, music or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

## **ARTICLE II PRINCIPAL AND BRANCH OFFICES**

The Corporation shall maintain a principle place of business and may maintain other offices as directed by the Board of Directors.

## **ARTICLE III ARTICLE III MEMBERS**

Section 3.1 Members. The members of the Corporation are those organizations and individuals having member rights in accordance with these Bylaws.

Section 3.2 Eligibility. Membership in the Corporation is open to all organizations and individuals who subscribe to and further the purposes of this Corporation as set forth in Section 1.2 and who contribute an amount fixed by the Board of Directors as the membership fees.

Section 3.3 Membership. The membership shall be composed as follows:

(1) Voting members shall be of three main types. Subcategories of each may be established at the will of the Board of Directors.

- a. Organizational. Those organizations presently active, directly and substantially, in the fields of folk music, dance and the related performing arts.
- b. Individual. Those persons presently active, directly and substantially, in the fields of folk music, dance and the related performing arts.
- c. Partners. Two life, business, or performing partners presently active, directly and substantially, in the fields of folk music, dance and the related performing arts.

(2) Nonvoting members shall be of one type:

- a. Affiliates. Those persons or organizations who support the goals and activities of the Corporation, but do not qualify for voting membership as defined above.

Section 3.4 Application for Membership. Application for membership shall be made in writing to the Corporation in such form as may, from time to time, be established. Applications for individual, partners, or organizational membership shall include applicable fees, state the areas of the applicant's involvement in the field of performing folk arts, and confirm the applicant's agreement to obey, accept and be bound by these Bylaws.

Section 3.5 Acceptance of Applications. The Executive Director or such person as designated by the Board of Directors shall receive and process applications for membership in the Corporation.

Section 3.6 Meetings of the Members. Meetings of the members shall be held at locations and dates fixed by the Board of Directors, within and without of the State of Missouri. The Board of Directors will establish a date and time for a General Membership meeting annually, during which the reports required by Section 8.7 will be given. Departing members of the Board of Directors will end their service as of the end of this meeting, and new members of the Board of Directors will be seated upon the end of this meeting.

Section 3.7 Notice of Annual Meetings of Members. Notice of meetings of members shall be in writing and shall state the day, hour, and place of such meeting; and shall be issued and posted by mail, delivery service, or electronic medium to each member of the Corporation at the postal, physical, or email address of that member.

Section 3.8 Special Meeting of the Members. A special meeting of the members may be held at any time and for any purpose at the call of a majority of the Board of Directors. Except as hereinafter provided, the notice shall comply fully with each and all requirements as to notice of annual meetings.

Section 3.9 Voting Rights. All organizational, partners, and individual voting members in good standing shall have the right to vote on each matter submitted to a vote, either in person at a meeting or by ballot.

(1) Number of Votes: Each large organizational member shall receive ten (10) votes, each medium organizational member shall receive five (5) votes, each small organizational member shall receive three (3) votes, each partners member shall receive two (2) votes as a pair casting one ballot together, and each individual member shall receive one (1) vote. Affiliates receive no voting privileges.

(2) No Split Voting: "Split voting" is not permitted in any matter to be voted on by the members. Those members receiving more than one (1) vote shall cast the votes as unit multipliers of individual votes, not as a divisible aggregation of votes. To clarify with two examples, in an election for five seats on the Board of Directors, a small organization will cast three votes for each of five candidates. In a Bylaws amendment election, a large organization would cast either ten votes for or ten votes against a proposed amendment.

Section 3.10 Voting Method. Mail or electronic ballot votes, where all eligible voting members can participate, may be held as determined by the Board of Directors subject to Article IV. Affiliates have no voting rights.

Section 3.11 Dues. Annual dues for all types of membership shall be as established from time to time by the Board of Directors.

Section 3.12 Expulsion of members. Any individual, partners or organizational member whose continued membership is not in the best interests of the Corporation may be expelled from the Corporation by the following procedure: A written statement of charges allegedly constituting grounds for expulsion of a member and signed by not less than fifty (50) members of the Corporation in good standing or by any five (5) Directors shall be submitted to the Board of Directors for action. The Board of Directors shall submit a copy of these changes to such member not less than five (5) weeks prior to the meeting of the Board of Directors at which the Board of Directors is scheduled to review the charges and render a decision. Any member so charged shall have the right to appear

before the Board of Directors at this meeting, in person or by written statement, and present evidence on his or her behalf. Removal from the Corporation's membership may be effected only by two-thirds (2/3) vote of the Corporation's entire Board of Directors. Each member of the Corporation agrees to be bound by the decision of the Board of Directors in such circumstances. Failure to pay annual dues within date of expiration shall automatically terminate membership or associate status.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 4.1 Board of Directors. The Board of Directors is that group of persons vested with the responsibility for management of the business and affairs of the Corporation.

Section 4.2 Single Director Class. The Board of Directors of the Corporation will constitute a single class.

Section 4.3 Qualifications. The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (1) Directors need not be residents of the State of Missouri.
- (2) Directors must be members of this Corporation in good standing, either voting or non-voting and are elected to this position as individuals.
- (3) Directors must have an interest in the promotion of the purposes of the Corporation.

Section 4.4 Size and Composition. The Board of Directors of this Corporation shall be comprised of no less than fifteen (15) and no more than twenty-one (21) members. All Directors are elected at large, not representing any specific constituency. The voting membership shall elect up to fifteen (15) Directors as provided under Article IV, Section Five with the exception noted. The Directors may appoint up to six additional Directors to make the board more representative or diverse, or to meet other needs.

Section 4.5 Elections.

- (1) Election Procedure and Term of Office. Annually, one third (1/3), of the elected positions on the board (i.e., five Directors) will be elected for three-year terms by voting members registered with the corporation. In the event of tie votes, the top five vote-getters plus individuals tied for the final elected slot, shall be considered elected. In such case, the size of the board will be increased to more than 15 elected members at a time, and may rise above the 21-member limit, until the tied members' terms expire, at which time the board will revert to 15 elected members and up to 21 total members. The new board may at any time assess board needs and appoint up to six (6) board members to fill those needs. New Board members so appointed shall serve terms of no more than two years as specified in the motion of election and recorded in the Minutes. The terms of all Directors, elected and appointed, will expire at the end of the Annual General Membership Meeting of the designated year.

The Nominating Committee, in accordance with Section 6.5, will nominate Director candidates.

The following election procedure will be carried out at specified dates according to this schedule:

- a. By July 1: The Nominating Committee issues a call for candidates and candidate suggestions to the membership.
- b. By August 1: The Nominating Committee solicits candidates for willingness to serve if elected, and submission of qualifications, and a short “platform” statement.
- c. By September 15: The Nominating Committee presents a tentative slate of candidates to the Executive Committee.
- d. By October 1: The Nominating Committee presents their final slate of candidates to the Board of Directors for approval or modification by duly recorded resolution of the Board of Directors.

Any member who wishes postal or delivery service other than email must make that request by this date. Notice of this request deadline will be on the Corporation’s website and in any newsletter issued by the Corporation. Notice of any proposal to alter, amend, or repeal these Bylaws must also be provided by this time and by the same means.

- e. By October 15: The slate of candidates is distributed by email or other common carrier to members and on the Corporation’s website.

At this time, any member in good standing may nominate additional candidates through a petition process. To be placed on the ballot, the candidate must be a member in good standing of the Corporation and be willing to serve on the Board of Directors, if elected. They must also submit the same biographical information and “platform” statement to the Nominating Committee that is required of any other candidate. To be placed on the official ballot, their candidacy must be supported by at least ten (10) members in good standing. This support can be shown via emails or letters addressed to the Corporation’s office. This correspondence must be received by November 1st for the candidate to qualify for the election.

- f. By November 8: Information about each member of the final slate (Nominating Committee selected and candidates by petition) will be placed on the Corporation’s website. The official ballot will be distributed to all voting members of the Corporation by electronic means on this date and also sent out by other carrier to members who have made prior requests. Notice of any proposal to alter, amend, or

repeal these Bylaws must also be provided by this time and by the same means.

- g. Nov 23: Only votes cast by 11:59 PM Central Time on this date will be counted. Write-ins are permitted. Each voting member may vote for no more than the number (“n”) of Directorships open, normally five (5), times the number of votes that member receives. All votes are checked for eligibility. The top “n” vote-getters are elected Directors.

Section 4.6 Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the un-expired term of the predecessor in the office. Any member appointed to fill an elected Board member's unexpired term shall be considered an appointed member for purposes of Board counts of elected and appointed members.

Section 4.7 Place of Directors' Meetings. Meetings of the Board of Directors, regular or special, in person or by teleconference, will be held at the registered office of this Corporation or any other place within or without the State of Missouri, as provided, or such place or places as the notice of meeting designates.

Section 4.8 Regular Director's Meetings. Regular meetings of the Board of Directors, including the annual meeting of the Board of Directors, will occur at least twice in each calendar year. The annual meeting of the Board will be held in conjunction with the annual meeting of the members. Other meetings of the Board of Directors may be held throughout the year as determined by the Board of Directors.

Section 4.9 Notice of Director's Meetings. Notice stating the place, day and hour of any meeting, special or regular, of the Board of Directors will be sent to each Director not less than ten (10) days before the date of the meeting, either personally, by electronic mail, or by overnight mail, by or at the discretion of the President, or the Secretary, or, if a special meeting, the Directors calling the meeting. Such notice must state the business to be transacted at, or the purpose of, such meeting. A meeting of the Board of Directors may take place with less than ten (10) days' notice should each Director currently seated notify the Secretary by electronic mail or facsimile of his or her consent before such meeting.

Section 4.10 Call of Special Board Meeting. A special meeting of the Board of Directors may be called by either:

- (1) Any two officers; or
- (2) A majority of the Board of Directors

Section 4.11 Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.12 Quorum of Directors. A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a regular meeting at which a quorum is present, and the act of two thirds (2/3) of the Directors present at a special meeting at which a quorum is present, will be the act of the Board of Directors unless a greater number is required under the provisions of the Act, the Articles, or any provision of these Bylaws.

Section 4.13 Removal of Director. Any Director not present for two consecutive meetings shall be considered removed, subject to a two-thirds (2/3) majority approval of the remaining Directors. In addition, the members may remove any Director elected by them at a meeting called for the purpose of removing a director. A director elected by the Board of Directors may be removed without cause by a vote of two-thirds (2/3) of the entire Board of Directors.

## **ARTICLE V OFFICERS**

Section 5.1 Officers. The officers of this Corporation will consist of the following:

- A President
- A Vice President
- A Secretary
- A Treasurer

Section 5.2 Selection of Officers. Each of the officers of the Corporation will be elected and appointed bi-annually, or upon resignation or removal of an officer, by the Board of Directors. Officers must be members of the Board of Directors who have been elected by the members, or, in the instance of the Treasurer only, may also be a Director appointed by the Board of Directors. Officers will hold office for two (2) years. Each officer will remain in office until a successor to such office has been elected. Such election will take place before the close of the annual general meeting of the Board of Directors.

Section 5.3 Multiple Officeholders. In any election of officers, the Board of Directors may not elect and appoint a single person to any two or more offices simultaneously.

Section 5.4 President. The President will preside as the chairperson of the Board and oversee the operation of the Board of Directors, organization of its meetings, and committees. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Section 5.5 Vice President. The Vice President will perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.6 Secretary. The Secretary will keep minutes of all meetings of the Members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 5.7 Treasurer. The Treasurer will oversee financial activity of the Corporation. The Treasurer will render reports and accountings to the Directors and to the members, and submit

the proposal for the following year's annual budget. The Treasurer will also perform such other duties as may be required by the Board of Directors or members, by law, by the Articles, or by these Bylaws.

Section 5.8 Executive Director. The Board of Directors shall employ an Executive Director to maintain the offices and manage the administrative affairs of the Corporation. The Executive Director shall be responsible to the Board of Directors and shall be governed by the duties and authority granted by the Board of Directors. The Executive Director shall maintain books of account of the Corporation, and shall make the same available at any reasonable time to the officers and Directors of the Corporation. The Executive Director shall be bonded at all times. The Board of Directors may also hire other employees of the Corporation at its discretion.

Section 5.9 Removal of Officers. Any officer elected or appointed to the office may be removed by the persons authorized under these Bylaws to elect or appoint such officers whenever, in their judgment, the best interests of the Corporation will be so served. Such removal will be by two-thirds (2/3) majority vote by the entire Board of Directors. However, such removal will be without prejudice to any contract rights of the officer so removed.

## **ARTICLE VI COMMITTEES**

Section 6.1 Definition of Directorial Committees. This Corporation may have certain Committees, each of which will consist of two (2) or more Directors, and other members as deemed necessary. These Directorial Committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no such Directorial Committee will have the authority of the Board in reference to affecting the following:

- (1) Approval or submission to the members of any action requiring approval of members under the Act, including without limitation approval or recommendation to the members of a dissolution, merger, or sale, pledge, or transfer of substantially all of the Corporation's assets.
- (2) Elect, appoint or remove Directors or fill vacancies on the Board of Directors or any of its committees.
- (3) Adoption, amendment, or repeal of the Bylaws or the Articles.
- (4) Amendment or repeal of any resolution of the Board of Directors.
- (5) Action on matters committed by the Bylaws or resolution of the Board of Directors to another Directorial Committee of the Board of Directors.
- (6) Authorize distributions to members, Directors, officers, agents or employees of the Corporation, except in exchange for value received.

Section 6.2 Appointment of Directorial Committees. The Board of Directors, by resolution duly adopted by the greater of (i) a majority of all Directors in office when the action is taken or (ii) a majority of the Directors present for a meeting for which there is quorum, will designate and appoint one or more Directorial Committees, delegate to such Directorial Committees



specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation, and appoint persons to serve on such Committees. However, the creation of such Directorial Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such person otherwise by law.

Section 6.3 Required Directorial Committees. The following Directorial Committees will always be operative as part of the corporate management and with the following specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. The particular Directors to be serving from time to time thereon are to be designated and appointed by the Board of Directors in a resolution which may otherwise add to the scope of such Directorial Committee's authority, if legally permissible, but not subtract from it:

- (1) The Executive Committee, and
- (2) The Nominating Committee.

Section 6.4 The Executive Committee. The Executive Committee which will act for the Board of Directors in the day-to-day management of this Corporation in the absence of action by the Board of Directors, where legally permissible. The Executive Committee cannot modify any actions taken by the Board of Directors. The Executive Committee will consist of six (6) members; including the officers of the Corporation (four members), the Executive Director (serving as an ex officio, non-voting member), and an elected at-large Director, elected at the annual meeting of the Board of Directors.

Section 6.5 The Nominating Committee. The Nominating Committee will act for the membership in actively seeking qualified candidates for Directors of this Corporation, and will carry out its responsibilities set forth in the election procedure of Section 4.5. The Nominating Committee is charged to submit a slate of candidates for Directors of the Corporation who characterize the multicultural, geographical, membership types, and business skills necessary to manage the Corporation. The Nominating Committee will consist of six (6) members of the Corporation, no more than three (3) of whom may be Directors. The chairperson of the Nominating Committee will be a Director. Each year the Board of Directors will appoint and empower the Nominating Committee no less than 210 days prior to the Annual General Membership Meeting.

## **ARTICLE VII INFORMAL ACTION**

Section 7.1 Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the Act, the Articles, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time of said meeting, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of special meeting of members, specify the general nature of the business to be transacted.

Section 7.2 Action by Consent. Any action required by law or under the Articles or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, as applicable, and filed with the Secretary of the Corporation.

## **ARTICLE VIII OPERATIONS**

Section 8.1 Fiscal Year. The fiscal year of this Corporation shall begin on July 1 and end on June 30 of each calendar year.

Section 8.2 Execution of Documents. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation that have been approved by the Board of Directors will be signed by the President; if the President is unavailable in a timely manner, then such instruments may be signed by the Vice President or Secretary. The Board of Directors will establish signature policies for the Corporation's checking and other financial accounts.

Section 8.3 Books and Records. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its membership meetings, Board of Director's meetings, and Executive Committee meetings. Other Directorial Committees shall make periodic reports to Board of Directors as requested by either the President or the Board of Directors. The Corporation will keep at its registered office a membership register giving the names and addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to the date certified by the Secretary of the Corporation.

Section 8.4 Inspection of Books and Records. All books and records of this Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Section 8.5 Nonprofit Operations. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its members, Directors, or officers. However, the Corporation may pay compensation in a reasonable amount to members, officers or Directors for services rendered.

Section 8.6 Loans to Management. This Corporation will make no loans to any of its Directors or officers.

Section 8.7 Reports. Each year at the Annual General Membership Meeting the President, Treasurer, and Secretary of the Corporation shall present reports to the members. The Treasurer's report shall contain a statement of income and expenditures for the previous fiscal year.

## **ARTICLE IX AMENDMENTS**

These Bylaws may be altered, amended, or repealed by two-thirds majority vote of the ballots cast by the members by electronic medium or postal/delivery service, as described in the Section 4.5 of these Bylaws. A majority vote of the Board of Directors or a written or electronic petition transmitted to the Secretary of the Corporation by fifty (50) voting members in good standing of the Corporation may propose to the voting membership alteration, amendment, or repeal of these Bylaws.

Whether by majority vote of the Board of Directors or by petition, the proposal to alter, amend, or repeal these Bylaws must happen no later than the time specified in Section 4.5 of these Bylaws.

## **ARTICLE X DIRECTOR, OFFICER AND VOLUNTEER LIABILITY**

Section 10.1 Indemnification of Directors. In accordance with and to the fullest extent permitted by the law, all Directors or members of the governing bodies of the Corporation shall be immune from suit relating to their actions while serving the Corporation in any of those capacities. Each Director shall discharge their duties in compliance with standards of the law, including without limitation, as follows: A Director shall discharge all duties as a Director, including duties as a member of a Directorial Committee: (1) In good faith; (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) In a manner the Director reasonably believes to be in the best interests of the Corporation. In addition, Directors shall be indemnified to the fullest extent permitted under the law, and the Corporation agrees that when a determination must be made by any of its governing bodies in order to permit indemnification, that such a determination will be undertaken promptly so as to permit the fullest and most timely advance of expenses and indemnification where either is available.

Section 10.2 Indemnification of Officers. All officers, employees and volunteers of the Corporation shall be indemnified to the fullest extent permitted under the law, and the Corporation agrees that when a determination must be made by any of its governing bodies in order to permit indemnification, that such a determination will be undertaken promptly so as to permit the fullest and most timely advance of expenses and indemnification where either is available.

Section 10.3 Insurance. The Corporation shall, at its own cost, obtain what is generally referred to as Directors and officers insurance to cover all Directors, officers, employees and volunteers of the Corporation the premium for which shall not exceed an amount set annually by the Board of Directors in its approved budget for the coming year, and the coverage and deductible for which shall be the best available at that price from a reputable insurance company. In the event coverage is obtained for actions that are not permissible subjects for indemnification, or fail to meet the standards of performance under the law for directors or comparable provisions for officers, the covered Directors and officers shall be required to pay their proportionate (that is, per capita) share of the premium attributable to that added coverage.

Section 10.4 Effect of Amendment. Any change in the scope of permissible standards of care, indemnification, advancement for indemnification or insurance shall work a change in these Bylaws, but only prospectively. Likewise, any change in these Bylaws shall be effective no sooner than the date the change is voted upon and passed in conformity with these Bylaws, and shall not affect the Corporation's responsibility for indemnifying or advancing funds for actions taken before that date.

## **ARTICLE XI DISSOLUTION**

On dissolution of the Corporation, all property, after payment of provision for debts, shall be distributed to and among corporations, trusts, associations, funds, or foundations organized and

operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code.