

**BYLAWS OF THE  
KANSAS BLUEGRASS ASSOCIATION**

**ARTICLE I**

**NAME**

1. The name of this corporation shall be the Kansas Bluegrass Association.

**ARTICLE II**

**NOT FOR PROFIT CORPORATION**

1. The Kansas Bluegrass Association is a corporation as defined in section 501 c-3 of the Internal Revenue Code.
2. No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or any individual. The property of this corporation is irrevocably dedicated to educational and fraternal purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation or corporation which has established its tax-exempt status under Section 501 c-3 of the Internal Revenue Code of 1986.

**ARTICLE III**

**PURPOSE**

1. The purpose for which this corporation is formed:
  - a) To preserve bluegrass music as an American art form.
  - b) To promote bluegrass music in our area.
  - c) To educate those interested regarding the history and development of bluegrass music.
  - d) To provide opportunities for members and prospective members to hear professional quality bluegrass music.
  - e) To provide educational opportunities for musicians and bands to learn and perform music in the bluegrass style.
  - f) To muster support and commitment for the Kansas Bluegrass Association through a systematic communications program which both speaks and listens to its membership.

**ARTICLE IV  
DURATION**

1. The period during which this corporation is to continue as a corporation is perpetual.

**ARTICLE V  
ADDRESS**

1. The area to be served by this corporation shall be Kansas and contiguous states. The home or office of the President shall be the principal and registered office of the corporation, and the President shall serve as the corporation's resident agent. Notice of change of the corporation's registered office and resident agent shall be filed with the Kansas Secretary of State upon the election of any new President as required by Kansas law.

**ARTICLE VI  
MEMBERSHIP**

1. Membership is open to all persons on payment of dues as established by the Board. Membership continues as long as the member is not delinquent in payment of dues.
2. Upon the signed recommendation of one member, seconded by another member and by three-fourths vote by ballot at a regular meeting, honorary membership can be conferred upon an individual. An honorary member shall be entitled to all the privileges in the Association except that of holding office.

**ARTICLE VII  
OFFICERS AND BOARD OF DIRECTORS**

1. The affairs of this corporation shall be managed by the Board of Directors consisting of twelve persons, four of whom shall be officers (President, Vice President, Secretary and Treasurer). The other eight members are Members at Large and shall serve as required in positions and/or on committees as described in ARTICLE XI. All members of the Board of Directors shall hold office for one year and until their successors are elected and qualified.
2. The officers of this corporation shall be elected by the membership and shall be members of the Board of Directors.
3. The President, or in his or her absence, the Vice President, shall preside at all meetings of members and of the Board of Directors and shall perform the duties usually devolving upon a presiding officer.
4. The Secretary or a designee shall attend all meetings of the Board of Directors and all annual

or special meetings of members and shall act as clerk of each meeting recording all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committee of members if so required by resolution at any annual or special meeting of members. The Secretary shall cause to be given notice of all meetings of members or of the Board of Directors when notice is required by these bylaws, and, if required by resolution at any annual or special meeting of members shall give notice of meetings of committees of members or of the Board of Directors. The Secretary shall prepare or cause to be prepared all paperwork such as would be involved in the application for grants. The Secretary shall have custody of the original Articles of Incorporation and the original copy of the bylaws and all amendments thereof.

5. The *Treasurer* shall have the custody of all funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in books, belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the corporation.
6. Pursuant to K.S.A. 60-3601, if the corporation carries general liability insurance coverage, any officer or other member of the Board of Directors of the corporation serving without compensation, other than reimbursement for actual and necessary expenses incurred, shall not be liable for damages in a civil action for acts and omissions on behalf of the corporation unless: (a) such conduct constitutes willful or wanton misconduct or intentionally tortious conduct by such person or by others with the approval of such person; or (b) such person is insured or required to be insured against such acts or omissions, in which case liability shall be limited to the extent of the insurance coverage.

## ARTICLE VIII

### EXECUTIVE BOARD AND ELECTIONS

1. The Nominating Committee shall consist of three (3) members: one (1) shall be appointed by the President and two (2) elected at or before the last Association event for the calendar year, but no later than October 31st. The appointed member shall be the Chair. It shall be the duty of this committee to nominate officers and Board of Director candidates for the following year. The Nominating Committee shall report to the President, in writing, the names of the candidates before December 20th. Additional nominations may be submitted to the committee from the general membership by petition of five (5) members of the Association before December 20th. The Election shall be held during the month of February.
2. Ballots shall be mailed with the January newsletter to all current members of the Association, with instructions to return them to the Nominating Committee Chair. Ballots received by the Nominating Committee by February 1st shall be considered valid. Ballots will also be available at the registration desk at the Association's Winterfest and may be returned there during the festival. Voting will end during the festival at a time designated by the Board of Directors.

All ballots cast at the festival will be submitted to the Nominating Committee after voting closes at the festival.

3. The slate of candidates on the ballot will be personally notified of their success or failure no later than March 1<sup>st</sup>, but prior to mailing the March newsletter, whichever is earlier. It is the responsibility of the Nominating Committee Chair or his or her designee to provide or direct notification thereof. The March newsletter shall communicate notification of the elected officers and members of the Board of Directors for the upcoming year.
4. Each successful candidate shall assume the responsibility of office on March 1st.

## **ARTICLE IX**

### **MEETINGS, NOTICES, QUORUM**

1. An annual meeting of the members of this corporation shall be held in the month of April in such place and on such date and time as the Board of Directors may determine. A second meeting of the members of this corporation shall be held as required in ARTICLE VIII for the purpose of electing members of the Nominating Committee.
2. Special meetings of the members for any purpose or purposes may be called pursuant to a resolution of the Board of Directors, and shall be called by the President or Secretary at the request in writing of one-third of the directors in office, or at the written request of ten of the members of the Association. Notice of any special meeting stating the time, date, and place where it is to be held shall be published in the association newsletter not less than 30 days before the meeting. Such request shall in any case state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
3. Those members of the Association present at any meeting or special meeting defined herein shall constitute a quorum.
4. Any action by a majority of members where a quorum is present shall be the action of the membership of this corporation.

## **ARTICLE X**

### **MEETINGS OF BOARD OF DIRECTORS**

1. Regular meetings of the Board of Directors of this corporation shall be held quarterly.
2. Additional special meetings of the Board of Directors may be held on the call of the President or, if he/she is absent or unable or refuses to act, by any Officer, or by any two Directors.
3. Notice of any meeting of the Directors, regular or special, stating the time, date and the place where it is to be held shall be served personally or by mail, postage prepaid, or by any other

commonly accepted means of written communication, upon each Director not less than seven days before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and germane thereto.

4. The presence in person of not less than seven (7) Directors is requisite and shall constitute a quorum. Action by a majority of Directors where a quorum is present shall be the action of the Directors of this corporation.
5. Any member of the Board of Directors missing three consecutive regular or special Board meetings as defined herein shall forfeit their position.
6. At Association events, during which it is found that a quorum of the Board of Directors is present, the President, or in his or her absence, the Vice President, may call for an emergency meeting of the Board members present to take action upon extenuating circumstances or discuss business at hand which cannot reasonably wait the requisite time for a regular or special meeting to be called. Any resolution or action at such meetings shall be the action of the Board of Directors of this corporation and shall be confined to subjects pertaining to the circumstances for which the meeting is called.
7. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee by means of telephone conference or other communications which permit all persons participating in the meeting to hear each other. Participation in a meeting in such manner shall constitute presence in person at the meeting.

## ARTICLE XI

### COMMITTEES AND NON-BOARD POSITIONS

1. The *Membership Chair* shall keep an accounting of the current membership of the corporation, and maintain a current database of names and addresses of such membership. The Chair shall provide a current list of membership names and addresses on a monthly basis to the Newsletter Editor for the purpose of mail communication and newsletter distribution.
2. The *Newsletter Editor* shall prepare or cause to be prepared a monthly newsletter to be mailed or otherwise delivered to the current membership of the corporation.
3. There shall be a *Publicity Committee* consisting of a member at large from the Board of Directors and if desired at least two other members of the Association. The Publicity Committee shall be responsible for promotion of the Association in general and for publicity for all activities and events promoted or sponsored by the Association.
4. There shall be a *Program Committee* consisting of three members of the Board of Directors. The Program Committee shall be responsible for planning events for the calendar year, coordinating and booking entertainment for festivals and shows, acquiring locations for events and negotiating pay for entertainment subject to Board approval.
5. There shall be a *Nominating Committee* as defined in ARTICLE VIII for the purpose of conduct-

ing elections of the officers and Members at Large of the Board of Directors.

6. The President shall from time to time appoint such standing or special committees as are authorized by the Board of Directors. Each committee shall consist of such number of persons as the Board of Directors deems advisable. All acts of such committees shall be subject to approval of the Board of Directors.
7. The Chair(s) of standing committees who are not already serving on the Board of Directors shall be encouraged to attend and advise at all meetings of the Board of Directors.

## **ARTICLE XII VACANCIES**

1. All vacancies on the Board of Directors, whether caused by failure to elect, resignation, forfeiture, election to office or different office, death or otherwise, may be filled by vote of the Board of Directors at any regular or special meeting.

## **ARTICLE XIII CHECKS**

1. All checks, or demands for money and notes of this corporation, shall be signed by such officer or officers as the Board of Directors from time to time designate.

## **ARTICLE XIV FISCAL YEAR**

1. The fiscal year of this corporation shall begin on March 1<sup>st</sup> of each year.

## **ARTICLE XV AMENDMENTS**

1. These bylaws may be amended at any regular meeting of the Association by a majority vote, provided that the amendment has been read at a previous meeting or copies have been sent to all members at least twenty days prior to balloting.
2. Any amendments, alterations, changes, additions or deletions from these bylaws shall be consistent with the laws of this state which define, limit, or regulate the powers of this corporation or the Directors of this corporation.

**ARTICLE XVI**  
**PARLIAMENTARY AUTHORITY**

1. The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.