

BYLAWS and CONSTITUTION OF THE
Mohawk Valley Bluegrass Association, Inc

ARTICLE I NAME AND PURPOSE

Section 1: The name of the organization shall be 'Mohawk Valley Bluegrass Association, Inc.', hereafter referred to as the 'Association' or 'MVBGA'.

Section 2: The purpose of this Association shall be to preserve, perpetuate, and promote bluegrass music as well as traditional country music in the Mohawk Valley and vicinity and, to educate the public in the methodology and performance of same.

ARTICLE II FISCAL YEAR

Section 1: The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE III MANAGEMENT

Section 1: Management of the Association shall be vested in the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS and OFFICERS

Section 1:

The Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer. The directors named in the certificate of incorporation as the first board of directors shall hold office until 5/21/05, when an election of directors shall be held. At that time 5 directors will be elected to terms of five, four, three, two and one year(s) respectively. Thereafter, the term of office of each director shall be five years until the qualification of a successor in office. Only Members in good standing (current dues paid) shall be elected to the Board of Directors.

Section 2:

The aforementioned officers, consisting of President, Vice President, Secretary, and Treasurer, shall be elected at the annual membership meeting and serve a term of one year.

Section 3:

In the event of a vacancy occurring on the Board of Directors, the remaining Directors may, by majority vote, elect a successor to serve for the unexpired term of office.

Section 4:

A majority of the Members of the Board of Directors shall constitute a quorum for the transaction of Association business.

Section 5: Regular or special meetings of the Board of Directors shall be held at such time and place as established by resolution of the Board of Directors.

Section 6: The Board of Directors shall present an annual report at the time and place of the Annual Membership meeting.

Section 7: Upon the request of the President or any quorum of Directors, the Secretary may call a special meeting of the Board of Directors.

Section 8:

The Board of Directors may, at its discretion, by the affirmative vote of a majority of the Board of Directors; appoint an executive committee to act in its stead in emergencies and to carry on any Association business that is necessary between Board meetings.

Section 9:

The Board of Directors may appoint other Association committees or may delegate such authority to the President. The Board of Directors shall have the power at any time to discharge any committee.

Section 10:

The Board of Directors shall have power to transact all Association business and to spend Association monies according to guidelines set forth by its Board of Directors.

Section 11:

At the end of their term of office Officers and Directors are required to return to the Board of Directors all Association property including official records and files, credit cards, bank books, checks, and keys.

ARTICLE V MEMBERSHIP

Section 1:

Membership is open to the general public in the following categories:

Individual:

Individual membership equals **one** vote.

Family:

Family membership equals no more than **two** votes.

Band:

A band membership equals **one** vote to be cast by a member of that group.

Section 2:

Each member (or category of membership) agrees to be bound by the certificate of incorporation of this corporation, by these bylaws, and by such rules and regulations as the directors may from time to time adopt.

Section 3:

Applications for membership are available from any officer or director and may be presented (with dues payment) to any officer or director for consideration at the next meeting of the Board of Directors.

Section 4:

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation. In the event the Corporation should dissolve, (by a two-thirds majority vote of the membership), any such property or assets shall be distributed to another organization exempt under Internal Revenue Code, Section 501 (c) (3), or corresponding provisions of any subsequent tax laws, or to the Federal Government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

Section 5:

No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 6:

Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these bylaws within 90 days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

Section 7:

Upon being accepted for membership the member will be issued a certificate, signed by the president or vice president or by the secretary. All certificates evidencing membership shall be consecutively numbered. When a person has been elected to membership and has paid any initiation fee and dues that may then be required, such a certificate shall be issued in the name of, and delivered to, the new member by the membership chair. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued to replace it on such terms and conditions as the board of directors may determine.

ARTICLE VI DUES

Section 1:

The board of directors may determine from time to time the amount of initiation fee, if any, and the amount of annual dues payable to the corporation by members.

Section 2:

Dues shall be payable in advance, with the application, and then will become due in the following year at the same time.

Section 3:

When any member shall be in default in the payment of fees or dues for a period of three months, that person's membership may be terminated by the board of directors.

ARTICLE VI I OFFICER DUTIES

Section 1:

All Officers elected at the Annual Membership Meeting shall take office at the next general Board of Directors meeting.

Section 2:

Any Officer may be removed from office by vote of three-fourths of the Membership present at the Annual Membership Meeting.

Section 3:

The President shall preside at all meetings of the Association and of its Board of Directors, shall have authority to appoint committees, shall be a member ex-officio of committees, and shall carry on those other responsibilities assigned to him/her by the Association Bylaws, by the Board of Directors and/or Membership.

Section 4:

The Vice President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President.

Section 5:

The Secretary shall be responsible for all the Association's non-financial records, including minutes of meetings, lists of committees and their Members and updated membership roster; shall send out notices of meetings, and discharge all the usual secretarial functions of the office required by the Bylaws or the Board of Directors and /or the Membership.

Section 6:

The Treasurer shall be responsible for the accounts of the Association and have charge of the funds. He/she shall keep all the Association funds in a bank approved by the Board of Directors and in the name of the Association, subject to withdrawal by checks signed in such a manner as may be from time to time approved by the Board of Directors and/or the Membership. He/she shall disburse the funds of the Association under the direction of the Board of Directors. A Treasurer's report shall be prepared for each meeting of the Membership and/or the Board of Directors' meetings. An annual audit shall be prepared for each annual meeting. The Treasurer shall maintain all official MVBGA corporate financial records.

Section 7:

All the Officers shall have such other powers and duties as are required by law.

Section 8:

A roll call of all Officers and Board of Directors shall be taken at every meeting of the Association (both Membership and Board meetings).

Section 9:

The Board of Directors may identify key positions and resource people to carry out some of the functions of the organization. They may include, but not be limited to: Newsletter Editor, Membership Secretary, and Public Relations Director. The persons serving in this capacity shall report to the Board of Directors. Any Director may perform in this capacity.

ARTTICLE VIII NOMINATION PROCEDURES

Section 1:

Candidates must be a member in good standing (current dues paid).

Section 2:

A nominating committee shall be requested and/or appointed by the board for the purpose of proposing a slate of officer and director candidates at the annual meeting scheduled for the election of officers.

Section 3:

The name of the nominating committee chairperson and request for nominations will be published in the September newsletter.

ARTICLE IX ELECTION

Section 1:

Election of Officers and Directors shall be held at the Annual Membership Meeting.

Section 2:

Election shall be by ballot. The candidate or candidates receiving the most votes from the ballots cast shall be elected.

Section 3:

Nominations from the floor will be permitted.

Section 4:

Only members in good standing (current dues paid) shall be permitted to vote.

Section 5:

In the event of a tie the President shall cast the deciding vote.

Section 6:

The MVBGA Board of Directors shall establish nomination and election procedures which will not conflict with these Bylaws and will keep the Membership advised of these procedures.

ARTICLE X MEETINGS

Section 1:

The annual meeting of the Association shall be held on the third Saturday of October at a place and time designated by the Board of Directors. Notice of such meeting shall appear in the September newsletter.

Section 2:

Regular meetings of the Board of Directors shall be held at the time and place determined by resolution at the Board of Directors. Notice of such meeting shall appear in the Association newsletter.

Section 3:

Special meetings of the Association may be called by the Board of Directors or by the President or by any group of 10% of the active Members by giving 15 day written notice of the time, place and purpose of such meeting to the Board Secretary.

Section 4:

Any formal action taken at any meeting of the Membership shall require a majority vote of the Members present.

Section 5: Complaints

A complaint, to be officially considered, must be tendered to the President at an official meeting of the Board of Directors in writing and signed by the complainant.

ARTICLE XI BOOKS and RECORDS

Section 1:

The corporation shall prepare and maintain correct and complete books and records of accounts and shall also keep minutes of the meetings of its members, board of directors, and committees, and shall keep at the principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director or member, or the agent or attorney of either, or any proper person, at any reasonable time.

ARTICLE XII AMENDMENTS TO THE BYLAWS

Section 1:

The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by a majority of a quorum at a meeting duly called for the purpose, according to the certificate or bylaws.

Section 2:

Subject to the limitations of the certificate of incorporation these bylaws and the Not-for-Profit Corporation Law of New York, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by resolution of the board of directors.

ARTICLE XIII DISSOLUTION OF CORPORATION

In the event the Corporation should dissolve, (by two-thirds majority vote of the Membership), all assets and funds, shall, after outstanding expenses are satisfied, be distributed to another organization exempt under Internal Revenue Code Section 501 (c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal Government, or state or local government for a public purpose, subject to the approval of a justice of the Supreme Court of the State of New York.