

Bluegrass Hawai'i Traditional & Bluegrass Music Society

(Hereafter referred to as Bluegrass Hawai'i)

Bylaws

Article 1 – Offices

1.1 The principal offices of the organization shall be located in the state of Hawai'i, City & County of Honolulu.

Article 2 – Nonprofit Purpose

2.1 IRC SECTION 501 (c)(3) PURPOSE: The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations in Section 501(c)(3) of the Internal Revenue Code.

2.2 SPECIFIC OBJECTIVES AND PURPOSES: The primary objective of the Corporation shall be to promote and encourage the development, performance and preservation of traditional bluegrass music within the State of Hawai'i and Pacific Region.

Article 3 – Membership

3.1 Members. Members shall be those who pay annual dues if assessed. Members' children under the age of 18 do not require membership.

3.2 Acceptance of Members. Membership commences with the submission of a membership form. If immediate family is included, the individual signing the membership will be designated the primary member for voting purposes. Membership is not complete until there is payment of annual dues, if assessed, and acceptance by the membership committee of Bluegrass Hawai'i.

3.3 Dues. Annual membership dues will be assessed as determined by the Board of Directors.

- a. Voting. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the general membership.

3.4 Termination. Any member may be terminated for cause by a majority of the Board of Directors at any regular special meeting.

3.5 List of Members. A complete list of membership including names and contact information shall be kept at the home or office of the designated secretary of the organization.

ARTICLE 4 - Meetings

4.1 Annual Meeting. The Board of Directors shall hold the annual meeting of members in the State of Hawai'i starting in 2006 and annually thereafter during the month of October. Subsequent annual meetings shall be held within 13 months of the previous annual meeting. Written notice of the meeting shall be given to all the members at least 10 days prior to the meeting.

4.2 Special Meetings. 10% of the members or a majority of the Board of Directors may call special meetings. Notice shall be given to all members 10 to 60 days prior to the meeting.

4.3 Voting by Mail. Where directors are to be elected by members, such elections may be conducted by mail, email, or in any other manner as may be determined by the Board of Directors.

ARTICLE 5 – Board of Directors

5.1 Number and Powers. A Board of Directors consisting of not less than five (5) nor more than nine (9) persons shall manage the organization. The number of Directors may be altered by a majority vote of members at a properly noticed meeting. Directors must be Bluegrass Hawai'i members of at least 18 years old.

5.2 Election and Term of Office. Directors shall be elected by a majority of the membership voting in the election. The Directors shall be elected at the annual meeting of the membership and each Director shall hold office for a term of two (2) years or until a successor is elected except in the event of his/her earlier

resignation, removal or death. No Director shall serve more than three (3) consecutive terms or for six (6) years.

5.3 Removal. Directors shall be subject to removal for cause by a majority of the membership, or by a majority of Directors.

5.4 Vacancies. Vacancies and newly created Directorships may be filled by a majority vote of the Board of Directors and ratified at the Annual or special meeting of the membership, or by mail-in ballot.

5.5 Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board.

5.6 Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting, a majority vote of all Directors present in person shall decide any questions brought before such meetings.

Article 6 – Officers

6.1 Officers, Powers, and Duties. Officers shall consist of a President, a Vice President, a Secretary, a Treasurer and such officers as may be appointed by the Board of Directors. The Officers shall have the following duties:

6.1.1 President: The President shall preside at all meetings and conduct business subject to the direction of the Board and coordinate all activities.

6.1.2 Vice President: The Vice President shall assist the President and act in his or her behalf as directed by the Board.

6.1.3 Secretary: The Secretary shall keep the membership list, keep record of meetings, and make and maintain reports and records as required.

6.1.4 Treasurer: The Treasurer shall conduct banking and keep records of all funds of the organization.

6.2 Appointment and Term of Office. The Officers of the organization shall be appointed annually by the Board of Directors at the regular annual meeting or as soon afterwards as convenient.

6.3 Removal. Any officer appointed by the Board of Directors may be removed by a majority vote of the entire Board when in the best interests of the organization.

6.4 Vacancies. The Board will fill a vacancy in any office because of resignation or other reason for the rest of the original term.

Article 7- Contracts, Loans, Checks, Deposits and Gifts

7.1 Contracts. The Board of Directors may authorize any officer or other agent to enter into any contract or execute documents on behalf of the organization. Such authority may be general or restricted to specific instances.

7.2 Loans. No loan shall be contracted on behalf of the organization unless approved by a majority of the Board of Directors at a meeting noticed to the entire membership specifically disclosing the proposed loan.

7.3 Checks, etc. All checks or other orders for the payment of money by the organization shall be signed by officer(s) or agent(s) as specifically authorized by the Board of Directors.

7.4 Deposits. All funds of the organization not otherwise employed shall be deposited in organization accounts as determined by the Board of Directors.

7.5 Gifts. The Board of Directors or officers may accept on behalf of the organization any contribution or gift for any purpose of the organization.

Article 8 – Fiscal Year

8.1 Fiscal Year. The fiscal year of the organization shall be a calendar year.

Article 9 – General Provision

9.1 Inspections of Records. The secretary shall keep accurate records and membership lists. All records may be inspected by any member with written notice within a reasonable time.

Article 10 – Parliamentary Authority

10.1 The rules contained the current edition of Robert’s Rules of Order Newly Revised shall govern Bluegrass Hawai’i in all case to which they are applicable and in which they are not inconsistent with these laws and any special rules of order that Bluegrass Hawai’i may adopt.

Article 11 – Amendments

11.1 Amendments. The Board of Directors shall have the power to add, delete or amend any part of these bylaws by a majority vote of the board at any regular or special meeting of the Board provided that a draft of the proposed amendment shall have been included in the notice of such meeting.

Article 12 – Indemnification of Directors and Officers

12.1 The corporation shall indemnify to the full extent permitted by law against damages, judgments, settlements, cost, charges, and expenses incurred in connection with the defense or any action, suit, or proceedings, whether civil or criminal, by reason of the fact that such person is or was a director or officer of the corporation.

Certification – We the undersigned hereby certify that these Bylaws were adopted on March 16, 2006, by a majority vote of the Board of Directors and that this is a true, correct and complete copy of the governing instrument.

Caroline Wright 11-21-2008

President

Teresa Berthiaume 11-21-2008

Director