

BYLAWS OF THE NORTHERN NEVADA BLUEGRASS ASSOCIATION

Adopted February 16, 2008 by the membership at the Annual Meeting

Article I. Name/Principal Office

Section 1.01 The organization shall be known as the “Northern Nevada Bluegrass Association” or “NNBA” (hereinafter the “Association”).

Section 1.02 The name “Northern Nevada Old Time Fiddlers Association” is considered an integral part of the Association.

Section 1.03 The principal office of the Association is hereby fixed and located in Northern Nevada. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the Northern Nevada Counties. Any such change shall be noted by the Secretary, but shall not be considered an amendment of these by-laws.

Article II. Purpose

Section 2.01 The Association is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Section 2.02 The purpose of the Association is to promote and preserve bluegrass, old time, traditional and related folk music – acoustic music from a common American heritage (hereinafter referred to as “Bluegrass Music”) – in the Northern Nevada area by:

- (a) Providing education to the community
- (b) Encouraging musicians to play and share Bluegrass Music at informal potlucks and gatherings;
- (c) Publishing and distributing a newsletter; and,
- (d) Sponsoring and promoting Bluegrass Music events and an annual festival.

Article III. Limitations

At all times the following shall operate as conditions restricting the operations and activities of the Association:

- (a) No part of the net earnings of the Association shall inure to any member of the Association not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the Association, nor to any other private persons, excepting solely such reasonable compensation that the Association shall pay for services actually rendered to the

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Association, or allowed by the Association as a reasonable allowance for authorized expenditures incurred on behalf of the Association;

(b) No substantial part of the activities of the Association shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Association shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

(c) Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended;

(d) The Association shall not lend any of its assets to any officer or director of this Association, or guarantee to any person the payment of a loan by an officer or director of this Association.

Article IV. Membership

Section 4.01 Eligibility of Membership. Any person interested in the purposes for which the Association has been formed is eligible for membership and shall become a regular member of the Association upon payment of dues.

Section 4.02 Classification of Memberships. There shall be two types of members of the Association: regular members, and honorary lifetime members. The Board of Directors may select persons for honorary lifetime membership who in their judgment have made outstanding contributions to the association.

Section 4.03 Definition of Memberships and Voting Rights. "Single membership" denotes one adult member and is entitled to one vote. "Couple membership" denotes two adult members using one mailing address and is entitled to one vote per member. "Voting child member" denotes one child ages 12-18 and is entitled one vote. "Non-voting child member" denotes the child of an adult member ages 0-18 and is not entitled to voting privileges. All voting members shall have equal voting and other rights.

Section 4.03 Dues. Payment of dues will be required to become a member of the Association and continued membership will require payment of dues annually thereafter with the exception of honorary lifetime members who will not be required to pay dues. Dues shall be a sum as may be fixed from time to time by the Board of Directors.

Termination of Membership. A membership shall terminate upon the death or resignation of the member, upon failure to pay annual dues within ninety days of the due date therefore set by the Board of Directors, or upon their expulsion by a majority vote of the Board of Directors. A member may be expelled for conduct which the Board of Directors shall deem inimical to the best interests of the Association. A member may not transfer their membership or any right arising therefrom, and any attempted transfer of a

membership shall cause such membership to terminate automatically. All rights of a member in the Association or its property shall cease upon termination of membership.

Section 4.04 Annual Meeting of Members. Annual meetings of the members of this Association shall be held in February at the place and time determined by the Board of Directors. Written notice of the time and place of the annual meeting shall be delivered personally to each member or sent to each member by mail or other form of written communication, charges prepaid, addressed to them at their address as it is shown on the records of the Association, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the members are regularly held. Any notice shall be mailed or delivered at least five days before the date of the meeting.

Section 4.05 Special Meetings. Special meetings of the members of the Association for any purpose or purposes may be called at any time by the President of the Association, by the Board of Directors, or by at least one-fifth of the members of the Association. Notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.

Section 4.06 Quorum. The presence in person or by proxy of one-fifth of the members of the Association shall constitute a quorum for the transaction of business at any meeting of the members.

Article V. Directors

Section 5.01 Number and Qualifications. Until changed by an amendment of the Articles of Incorporation or by an amendment to these by-laws duly adopted by the members, the authorized number of Directors shall be seven (7). A Director shall maintain current membership in the Association and shall cease to be a Director when for any reason he or she ceases to be a member.

Section 5.02 Election and Term of Office

(a) Directors shall be elected at each annual meeting by a majority vote of members present or as represented by mail-in ballot. The annual meeting is to be held in February as designated by the President. Mail-in ballots shall be opened and counted on the date set by the Board of Directors. Ballots shall be mailed to each member at the address of such member as it appears on the membership register of the Association at least fifteen days before the date set for opening and counting ballots.

(b) Each incumbent Director, unless they make a timely objection, shall automatically be nominated for re-election and their name shall be placed on the ballot. Any member in good standing may nominate or be nominated for elective office. Likewise, any member in good standing may second a nomination. Nominations may be made up to and including election day. An absent member may be nominated by a two-thirds vote of the existing Board of Directors however the member must submit written verification to accept the nomination.

(c) To be considered a candidate for office, the candidate must reside in Northern Nevada or the surrounding communities, have demonstrated a commitment to the purpose of the Association as outlined in Article II, and have been a member in good standing for one year.

(d) All Directors shall hold office until their respective successors are elected.

(e) The Directors shall meet as soon as reasonably practicable after each annual election to choose the Association officers. The President may call meetings of the Board of Directors and shall preside at all meetings of the Board.

Section 5.03 Meetings. Meetings of the Board of Directors shall be called and held as may be ordered by the Directors. Any member in good standing may attend any meeting of the Association Board of Directors. Members attending under this provision may only observe unless a motion to recognize them and receive comments for a specified time is properly received and granted by the Board.

Section 5.04 Vacancies. Any vacancy in the Board of Directors caused by death, resignation or disability of a Director shall be filled by the majority vote of the remaining Directors appointing a member of the Association in good standing to fill the vacancy. A sole remaining Director may make such appointments to fill vacancies. A Director shall be deemed to have suffered disability upon receipt of notification of such event in writing from the Director or a member of the Director's family.

Section 5.05 Quorum. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.

Section 5.06 Powers. Subject to the limitations of the Articles of Incorporation and of NRS 82.006, *et seq.*, as amended, on action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Such general powers shall include, but not be limited to, the following powers:

(a) To appoint and remove all officers, agents, and employees of the Association and to prescribe powers and duties for officers, agents, and employees as may not be inconsistent with law, with the Articles of Incorporation, or with these by-laws.

(b) To conduct, manage, and control the affairs and business of the Association, and to make such rules, policies and regulations as are not inconsistent with the law, with the Articles of Incorporation, or with the by-laws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem best, provided the seal shall at all times comply with the provisions of the law.

(d) To borrow money and incur indebtedness for the purposes of the Association, and for that purpose, to cause to be executed and delivered, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities for them.

(e) To manage in the manner they may deem best all funds and properties, real and personal, received, acquired, or earned by the Association, and to distribute or dispense them.

Section 5.07 Approval of Minutes. The transaction of any meeting of the Board of Directors, however called or noticed or wherever held, shall be as valid as though had at a meeting duly held, if each of the Directors not present approves in writing the minutes of such meeting. All such approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 5.08 Fees and Compensation. Directors shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by the Board.

Section 5.09 Removal and Resignation. Any Director may resign at any time. Any member of the Board of Directors with three successive absences from regularly scheduled Board Meetings may be removed from office by a majority vote of the remaining Board of Directors. The Board of Directors may at any time remove the President or any Board Member from office by two-thirds vote: 1) for any reason determined to be in the best interests of the Association; or 2) if it is determined that they are not performing the required or necessary duties; or 3) acting in any manner determined to be unlawful or unethical; or 4) in knowing and willful violation of the Association by-laws; or 5) in any manner which brings discredit or disrepute to the Association. Vacancies caused by death, resignation or removal of any Director may be filled by appointment by the Board of Directors.

Section 5.10 Advisors to the Board of Directors. A past Director may, at the end of their term of office, become an Advisor to the Board of Directors for the purpose of training and transitioning their duties to the replacement Director. The position of Advisor will be a six-month appointment and will be by mutual agreement between the out-going Director and the Board of Directors.

Article VI. Officers

Section 6.01 The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Coordinator, an Activities Coordinator and an Outreach Coordinator. One person may hold two or more offices, except those of President and Secretary.

Section 6.02 Election. The Members of the board of Directors will be elected annually at the general business meeting in February. The officers shall be chosen annually by the newly elected Board of Directors and each shall hold their office until they shall resign, be removed, or be otherwise disqualified to serve, or until their successor shall be elected

and qualified.

(a) Qualifications of Officers. All officers of the Association must be members in good-standing who have resided in Northern Nevada or the surrounding areas for not less than one year, have demonstrated a commitment to the purpose of the Association as outlined in Article II, and have been a member for at least one year.

Section 6.03 Removal and Resignation. Any officer may resign, or may be removed with or without cause by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors, or by the President until such appointment by the Board of Directors.

Section 6.04 President. The President shall be the executive officer of the Association and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Association; coordinate the annual festival; and appoint committees. The President shall regularly consult with the Board of Directors and, consistent with their rules, policies and regulations, conduct, manage, and control the affairs and business of the Association.

Section 6.05 Vice President. The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6.06 Secretary. The Secretary shall keep a book of minutes of all meetings of the Directors and of the members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Director's meetings, and the proceedings thereof. The Secretary shall keep a register showing the names and addresses of each regular member, and shall conduct the official correspondence of the Association.

Section 6.07 Treasurer. The Treasurer shall have general charge of the financial records and accounts of the Association and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association, and an account of its cash and other assets, if any. Such books of account shall at reasonable times be open to inspection by any member or Director. The Treasurer shall issue or cause to be issued to each member a statement of dues owed him in accordance with these by-laws. The Treasurer shall receive and safely keep all funds of the Association and deposit the same with such depositories as are designated by the Board of Directors. Such funds shall be paid out only on the check of the Association signed by an authorized officer of the Association. The Treasurer shall render to the President or the Board of Directors, quarterly or more often upon request, statements of the financial condition of the Association, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6.08 Membership Coordinator. The Membership Coordinator shall oversee membership recruitment; maintain a current contact list of members; make such reports on the membership as may be requested by the Board of Directors and to provide membership information to new and prospective members.

Section 6.09 Activities Coordinator. The Activities Coordinator shall oversee the organizing of the Association's social events such as, but not limited to, potlucks and jams; obtain and maintain contracts as may be necessary to procure sites and venues for said social events as well as board meetings and annual meetings and other events as approved by the Board of Directors.

Section 6.10 Outreach Coordinator. The Outreach Coordinator shall promote the activities of the Association to the general public and media; solicit and maintain relationships with Association sponsors.

Article VII. Debt Obligations and Personal Liability

No member, officer or Director of this Association shall be personally liable for the debts or obligations of this Association of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this Association.

Article VIII. Miscellaneous

Section 8.01 Execution of Documents. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Association by any contractor or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 8.02 Expenses and Fees. Officers, Directors, and members of the committees of the Association may each be reimbursed for expenses incurred in the performance of the business of the Association, in accordance with policies adopted by the Board of Directors. Officers may receive compensation for services in accordance with policies adopted by the Board of Directors and approved by a majority of members of the Association.

Section 8.03 Inspection of By-Laws. The Association shall keep the original or a copy of these by-laws, as amended or otherwise altered to date, certified by the Secretary, which shall be available for inspection by the members at reasonable times.

Section 8.04 Construction and Definitions. Unless the context otherwise requires, the

general provisions, rules of construction and definitions contained in the NRS Chapter 82, Nonprofit Associations, shall govern the construction of these by-laws.

Article IX. Amendment of Bylaws

Section 9.01 Amendment by Members. These by-laws may be amended by the vote or written assent of a majority of the members, or by a majority vote of a quorum of the members at a meeting called for that purpose.

Section 9.02 Amendment by Directors.

(a) These by-laws may be amended at any time by the Board of Directors; provided, however, that an amendment to the by-laws changing the number of Directors may not be adopted without the vote or written assent of the members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of the regular members called for that purpose.

(b) Any amendment to these by-laws adopted by the Board of Directors shall be binding on the members unless and until rejected by the members at an annual meeting of the Association or a special meeting of the members called for that purpose. It shall be the duty of the Board to present to the member for ratification or rejection at each annual meeting of the Association, or at any special meeting held in lieu of an annual meeting, amendments to the by-laws that may have been made by the Board during the year immediately preceding the meeting.

Article X. Dissolution

Upon the dissolution and winding up of the Association, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, association or Association organized and operated exclusively for the purposes specified in section 501 (c) (3) of the Internal Revenue Code and which has established its tax-exempted status under that section.

Certificate of Secretary

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Northern Nevada Bluegrass Association, a Nevada nonprofit Association, and that the foregoing by-laws comprising 8 pages constitute the Constitution and By-laws of said Association as duly adopted at the annual meeting of the membership thereof duly held on February 16, 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name on the ____ day of _____, 2008.

By: _____
Secretary

Adopted by the Membership at the 2/16/08 Annual Meeting