

The By-Laws
of the
Oregon Bluegrass Association

Article I - Purpose

This Corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this organization shall be to engage in any lawful activities, none of which are profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding provisions) and 501(C)(3) of the IRS Code of 1954 (or its corresponding provisions).

The primary purpose of this corporation shall be to publicize Bluegrass music in Oregon and the Northwest, and further develop the genre through concerts, jams, and other events, and to publish the Bluegrass Express for its membership.

Article II - Members

Section 1. Classification of Members

There shall be one class of members of the Association, to wit: regular members and honorary members.

Section 2. Eligibility of Membership

To be eligible for regular membership, a person must be interested in the purposes for which the Corporation has been formed; such a person becomes a member upon payment of one year's dues. An honorary member is eligible for membership upon selection by the Board of Directors.

All past presidents of the OBA Board of Directors will be made honorary lifetime members of the OBA, with all of the rights and benefits inherent with that membership.

Section 3. Dues

Regular single membership dues shall be \$20.00 per year. Or such other sum as may be fixed from time to time by the Board of Directors, due and payable at the time that membership is received. A membership in the Association entitles the member to at least a membership card, the newsletter, and discounts of Association events. Honorary members will not be assessed annual dues.

- ❖ Single Membership - \$20.00 per year
- ❖ Household Membership - \$35.00 per year
- ❖ Band Membership - \$50.00 per year

Section 4. Termination of Membership

A membership shall terminate upon the death or resignation of the member, upon his or her expulsion by unanimous vote of the Board of Directors, or upon failure to pay annual dues. A member shall be expelled by the Board of Directors for conduct which the Board shall deem contrary to the best interest of the Corporation. All rights of a member in the Corporation or its property shall cease upon termination of membership.

Section 5. Annual Meeting of Members

Annual meetings of the members of this Corporation shall be held on the second Sunday in April at any place determined by a resolution of the Board of Directors. Notice will be sufficient, if placed in the Bluegrass Express, which is mailed, or emailed, to the membership in sufficient time to be delivered in the normal course of mail service at least five (5) days but not more than fifty (50) days before the date of the meeting.

Section 6. Special Meetings of Members

Special meetings of the members of the Corporation for any purpose or purposes may be called at anytime by the president of the Corporation, or by at least fifteen percent (15%) of the members of the Corporation. Written notice of a special meeting may be given to the membership, either by mail or in the Bluegrass Express, mailed in sufficient time to be delivered in the normal course of mail service at least five (5) days but no more than fifty (50) days before the date of the special meeting.

Section 7. Voting

All regular members shall have equal voting rights. Each regular member shall be entitled to one vote, which may be cast in person or by proxy.

Section 8. Quorum

Those members present at any annual or special meeting of the membership, after notice has been given, constitute a quorum.

Article III - Directors

Section 1. Duties of the Board of Directors

The business of the Corporation shall be managed by the Board of Directors. The Board shall have the authority to appoint officers of the Association who shall serve at the pleasure of the Board of Directors.

Section 2. Eligibility

All members of the Board of Directors shall be members in good standing of the Corporation, and at least four (4) of the board members shall, at the time of taking office, be actively engaged in playing bluegrass music.

Section 3. Terms

The Directors shall be elected at each annual meeting of the membership. Candidates should be nominated by a nominating committee appointed by the Board of Directors under procedures set up by the Board. The committee's list of nominees should be published in the newsletter to be received before the annual meeting, or with an addendum to be handed out at the annual meeting. All Directors shall hold office until their respective successors are elected and qualified. The term of office of each Director shall be two (2) years.

Section 4. Number

The Board of Directors shall consist of six - fifteen (6-15) Directors.

Section 5. Annual Meeting of the Board

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership of the Corporation. No notice to the Directors shall be required for the purpose of holding this meeting.

Section 6. Special Meeting of the Board

Special meetings of the Board of Directors may be called by the president of the Board, by the Board of Directors, or by three (3) Board members without a meeting. Notice shall be given to each Director. The notice to the membership shall be deemed sufficient if emailed to last known email address. Actual oral notice shall also comply with the requirements of this section. A Director's attendance at a meeting shall constitute a waiver of any defects in the notice thereof.

Section 7. Vacancies

A vacancy in the Board of Directors shall occur upon resignation, death, or failure to attend three (3) consecutive meetings without good cause shown. Such a vacancy shall be filled by the majority vote of the good standing members of the Board. A sole remaining Director may make such appointments to fill vacancies. The appointee shall finish the term of the Directors creating vacancy.

Section 8. Quorum

A majority of the authorized number of Directors on the day before the board meeting 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 present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors.

Section 9. Compensation of Directors

Directors shall receive no compensation for their services, but may receive reimbursement for expenses as may be fixed by resolution of the Board.

Article IV

Officers

Section 1. Officers

The officers of the Association shall be a President, one or more Vice Presidents, Secretary, and Treasurer. One person may hold two or more offices, except those of President and Secretary.

Section 2. Election

Election of the officers shall be as set in Article III, Section 1 above. They shall be elected by the Board of Directors and shall serve at its pleasure.

Section 3. President

The President shall be the executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Corporation, and may appoint committees. He shall preside at all meetings of the membership and of the Board of Directors.

Section 4. 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 5. Secretary

The Secretary shall keep, at the residence of the Secretary, 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 the Director's meetings, the number of members present or represented at the members' meeting, and the proceeding thereof.

Section 6. Treasurer

The Treasurer shall have charge of all funds belonging to the Corporation, and shall keep and deposit the same for and on behalf of the Corporation in a bank designated by the Board of Directors. In the absence of such designation, he or she may select the bank or banks in which to deposit such funds.

All funds of the Corporation shall be under supervision of the Board of Directors and shall be handled and disposed of in such a manner and by such officers or agents of this Corporation as the Board of Directors may, by proper resolutions for time to time, authorize.

Section 7. Membership

The Membership Director shall have full responsibility of the database, and keeping current all membership records. This person is responsible for communication to the publisher of the Bluegrass Express, and the website, for all current and expired records.

Article V

Indemnity

The Corporation shall indemnify its Officers and Directors to the fullest extent allowed by Oregon Law.

Article VI

Miscellaneous

Section 1. Execution of Documents

Bills payable, notes, checks, warrants, other negotiable instruments or contracts of any kind of the Corporation shall be made in the name of the Corporation and shall be signed by such officer or officers as the Board of Directors shall, from time to time by resolution, direct.

No officer or agent of the Corporation, either singularly or jointly with others, shall have the power to make any bill payable, note, check, draft, or warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name of, or on behalf of, the Corporation except as herein prescribed and provided.

Section 2. Expenses and Fees

Officers, Directors, and members of Committees of the Corporation 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 and approved by a majority of the members of the Association.

Section 3. Inspection of By-Laws

The Corporation shall keep online, the original copy, or a copy, of these By-Laws, as amended or otherwise altered and certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

Section 4. Staff

The Board may employ a staff and other help under such contracts of employment and compensation as they deem advisable, and may terminate such employment in accordance with personnel policy. Said employees may be compensated for work from Corporation funds.

Section 5. Committees

- (a) The Board of Directors may, by resolution, appoint committees, members of committees, and chairpersons of committees.**
- (b) Committees shall have duties as set out in the Board resolutions creating said committee.**
- (c) Any committee that exercises any function of the Board shall include at least one Board member.**
- (d) No committee may authorize payment of a dividend or any part of the income or profit of the Corporation to its Directors; may approve dissolution, merger, the sale or transfer of all or any of the Corporations assets; may elect, appoint, or remove Directors, or fill vacancies on the Board; nor may adopt, amend, or the Articles, By-laws, or any resolution by the Board of Directors**

Section 6. Fiscal Year

The fiscal year shall commence on January first of each year, and terminate on December thirty-first of the same year.

Section 7. Amendment

These By-laws may be amended by a two-thirds majority of the Board, or a two-thirds vote of a quorum of the members at a regular meeting, or at any special meeting called for such a purpose. Provided, however, that no amendment to the By-laws can occur without notice of the proposed amendment to the membership. The Notice shall set forth the time and place of the meeting at which the proposed amendment will be voted upon.

Section 8. Rules of Order

The affairs of the Corporation shall be governed by the revised Roberts Rules of Order except as otherwise provided by these By-laws.

Section 9. Corporate Seal

The Corporate seal of the company shall consist of two concentric circles, between which is the name of the company and "Oregon", and in the center shall be inscribed the words "Corporate Seal". That seal is impressed in the margin hereof, and is hereby adopted as the seal of the Association.

Section 10. Action by Directors Without A Meeting

Actions that may be taken at a meeting of the Board of Directors, with the exception of amending the By-laws, and action required by these By-laws, or by the laws of the State of Oregon, may be taken without a meeting. A consent in writing or email shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as the unanimous vote of all Directors.

Section 11. Waiver of Notice

Whenever any notice is required to be given to any Director of this Corporation under supervision of the statutes of the State of Oregon or the provisions of these By-laws, a waiver thereof, in writing, by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

I hereby certify that the foregoing By-laws were duly adopted by the Board of Directors at their meeting on the 5th of June 2007, at which all of the Directors were present, on motion duly made, seconded, and unanimously adopted,

Josh Cole - OBA President