

## FOLK MUSIC SOCIETY OF NEW YORK, INC., BYLAWS

Approved by the Board of Directors on December 9, 2019. Approved by FMSNY membership by mail ballot in December 2019. Adopted February 2, 2020, at the Board of Directors meeting.

### ARTICLE I: NAME

1. The name of this organization is Folk Music Society of New York, Inc., commonly known as New York Pinewoods Folk Music Club and hereinafter referred to as the Club. It is incorporated in the State of New York as a not-for-profit educational corporation.

### ARTICLE II: STATEMENT OF PURPOSE

1. The purpose of the Club is to promote the study of, interest in, and participation in folk music and folk song, with particular emphasis on the traditional music and song of the English-speaking peoples.

2. The Club fulfills its purpose through concerts, workshops, classes, social gatherings, residential folk music events, publications, and other activities.

### ARTICLE III: MEMBERSHIP

1. The Club is a membership organization.

2. Membership is open to anyone who supports the purpose of the Club and who pays dues, which shall be set by the Board of Directors.

### ARTICLE IV: FISCAL YEAR

1. The fiscal year of the Club shall be September 1 through August 31.

### ARTICLE V: BOARD OF DIRECTORS

1. The business of the Club shall be conducted by a Board of Directors, hereinafter referred to as the Board, consisting of at least ten but not more than twenty persons.

2. The Board shall be elected by the Club's members for a term of one year, which shall correspond to the calendar year.

3. Board members may serve any number of terms, consecutive or otherwise.

4. To be eligible to serve on the Board, a person (a) must be at least 18 years of age; (b) must be a member of the Club in good standing (with dues current); and (c) must have been a member of the Club for at least six months immediately prior to serving. This last requirement may be waived if there are not already at least ten Board members.

5. If the Board desires to remove of a member of the Board, it must (a) give at least ten days written notice to all Board members by postal mail or e-mail that the removal of a Board member

will be discussed at the next Board meeting; (b) give the Board member under discussion a reasonable chance to speak at that meeting; and (c) have a two-thirds vote of the entire Board for removal, not including the person being considered for removal.

6. Subject to the procedures in paragraph 5 above, a Board member who misses two consecutive meetings or who misses three out of five consecutive meetings shall be informed in writing by postal mail or by e-mail that non-attendance at the next meeting shall make that member liable for removal from the Board. That notice must be given at least ten days in advance of the meeting.

7. In the event that the total number of Board members is fewer than twenty, the Board may fill vacancies through the election of eligible Club members by a majority vote of the Board.

8. In the event that an election results in fewer than ten Board members being elected, those elected shall constitute an Interim Board, whose first order of business shall be to fill vacancies to bring the Board to ten members.

9. Except for necessary executive sessions, all Board meetings are open to all members of the Club.

10. When feasible, the Board shall meet monthly, except in August. At the request of at least four members of the Board, the President shall call an additional meeting. Board members must be given at least ten days notice of Board meetings. If possible, no more than seventy-five days should elapse between Board meetings.

11. A quorum shall consist of one-half of the members of the Board. A provisional quorum shall consist of one less than a quorum. A meeting with only a provisional quorum present must give any resolution a two-thirds vote to pass.

12. Only Board members may vote on questions put before the Board. Proxy voting is not permitted.

13. In addition to holding regular meetings, the Board may conduct business and take votes when necessary by postal mail, or by teleconference, fax, e-mail, or other electronic communication media.

14. No compensation of any kind shall be paid to any Board member for the performance of his or her duties as a Board member. Subject to the Conflict of Interest Policy, this shall not in any way prohibit reimbursement of expenses, nor shall it prohibit payment for goods or services provided to the Club by a Board member in any capacity separate from his or her responsibilities as a Board member.

15. At the first Board meeting of the New Year, before the election of officers, the old President shall chair the meeting if that person is still on the Board. If not, then the old Vice President shall chair the meeting if that person is still on the Board. If neither is a member of the new Board, then the outgoing President shall designate a member of the new Board to chair the meeting. The first order of business shall be to elect a President.

16. The Board shall have the authority to create committees, to appoint the chairperson of each committee, and to approve the membership of each committee. Each Board member shall serve on at least one committee.

#### ARTICLE VI: BOARD ELECTIONS

1. The Board shall propose a slate of at least ten eligible candidates, which shall be sent by postal mail to the Club membership along with ballots no later than December 15. There shall be no upper limit to the number of candidates who can be on the ballot.
2. In addition to the candidates proposed by the Board, any eligible Club member may become a candidate for the Board, provided that person is nominated by at least ten members of the Club no later than November 15. Any candidate so nominated shall appear on the ballot, unless he or she declines the nomination.
3. Every adult member of the Club, meaning every member who is at least 18 years of age, shall receive one ballot. This includes each person covered by a family membership who is at least 18 years of age.
4. The ballots shall be returned no later than a date designated by the Board, and shall be counted before the first Board meeting of the New Year.
5. If there are twenty or fewer candidates, each name on the ballot shall have two boxes next to it marked YES and NO, respectively. A candidate receiving more yes votes than no votes shall be elected. Any other candidate shall not be elected and shall be ineligible to serve on the Board for that year.
6. If there are more than twenty candidates, each name on the ballot shall have a single box next to it. Each voting member of the Club may vote for no more than twenty candidates by placing a mark in the box next to the name of each candidate that the member is voting for. The twenty candidates receiving the highest number of votes shall be elected. In the event of a tie vote for the last one or more places, those places shall be deemed vacant, and the Board shall fill them from among the tied candidates.
7. Voting shall be conducted by postal mail and/or by electronic means, as determined by the Board.

#### ARTICLE VII: OFFICERS OF THE BOARD

1. Officers shall be members of the Board and shall be elected by the Board for a term of one year, which shall correspond to the calendar year.
2. Officers may serve any number of terms, consecutive or otherwise.
3. Any officer may be removed from office by a majority vote of the entire Board.
4. The duties and responsibilities of the officers of the Board shall be as follows:

(a) The President shall schedule, plan, and preside over Board meetings; act on behalf of the Club between Board meetings; act as the Club's spokesperson; serve as a member ex-officio of all committees; and perform other such duties as pertain to the office.

(b) The Vice President shall assist the President as necessary; carry out the duties of the President in the absence of or at the request of the President; and perform other such duties as pertain to the office.

(c) The Secretary shall record, keep, and distribute to all Board members the minutes of Board meetings; take attendance at Board meetings and inform Board members of any excessive absences; assist the President and other Board members with correspondence; maintain the Club's records; and perform other such duties as pertain to the office.

(d) The Treasurer shall keep accurate financial records of the Club's funds, expenses, and income; receive money, pay bills, and disburse club funds as needed; maintain the Club's bank accounts and investments; prepare budgets and give financial reports to the Board; assure compliance with tax reporting and other legal requirements; serve on the finance committee; and perform other such duties as pertain to the office.

#### ARTICLE VIII: OTHER BOARD POSITIONS

1. The Program Chairperson shall chair the program committee, which shall arrange performance programs.

2. The Membership Chairperson shall chair the membership committee and be responsible for collecting dues, maintaining a list of Club members, and sending reminders to members whose dues have lapsed.

3. The Education Chairperson shall chair the education committee, which shall arrange educational programs such as classes, workshops, and talks.

4. The Publicity Chairperson shall chair the publicity committee, which shall be responsible for promoting the Club, advertising Club events, and for producing and distributing publicity materials.

5. The Newsletter Editor shall be responsible for choosing the contents of the Club's newsletter and shall also be a member of the publicity committee.

6. The Finance Chairperson shall chair the finance committee, which shall make budgets and make long-term financial plans for the Club.

7. The Social Chairperson shall chair the social committee, which shall arrange informal gatherings such as singing parties.

8. The Board may create other positions and committees as needed.

#### ARTICLE IX: OFFICES

1. The principal office of the Club shall be in the State of New York at a location determined by the Board.
2. The Club's records shall be kept at a location determined by the Board.

ARTICLE X: CONFLICT OF INTEREST

1. Any potential conflict of interest that could result in a direct or indirect financial or personal benefit to a Board member must be disclosed in good faith to the Board and must be resolved pursuant to the Conflict of Interest Policy adopted by the Board on April 13, 2015, and which is annexed to the bylaws as Exhibit A.

ARTICLE XI: INDEMNIFICATION

1. The Club may, to the fullest extent permitted by law, indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he or she was a Board member, Officer, volunteer for the Club, agent of the Club, or employee of the Club against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith, or were the result of his or her active and deliberate dishonesty, and were material to such action or proceeding; or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

ARTICLE XII: AMENDMENTS

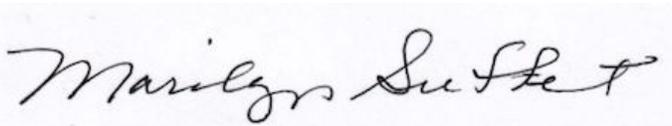
1. These bylaws may be amended by a two-thirds affirmative vote of the entire Board, followed by a majority approval of those adult Club members who vote by a postal mail and/or by electronic means, as determined by the Board. The Board vote must be taken at a Board meeting.

ARTICLE XIII: CONFORMITY TO LAW

1. These bylaws shall conform to all applicable Federal, State, and local laws and regulations.

CERTIFICATION

As Secretary of the Folk Music Society of New York, Inc., I certify that these bylaws were approved by at least two-thirds of the Board of Directors and by a majority of the Club's membership.



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Marilyn Suffet

February 2, 2020