

**WHEATLAND MUSIC ORGANIZATION
BYLAWS**

**ARTICLE I
Name and Objective**

**Section 1.
Name** The name of this organization shall be the Wheatland Music Organization, Inc.

**Section 2.
Objective** The objective of the Wheatland Music Organization is to serve as a resource center and provide financial and other presentation of traditional music and arts.

**ARTICLE II
Membership**

**Section 1.
Membership** Membership in this organization shall be open to any person interested in the objective of the organization.

**Section 2.
Benefits of
Membership** Members, non-voting volunteers, supporters, and donors shall be entitled to benefits as determined by the Board of Directors.

**Section 3.
Membership
Fees, Conditions,
Requirements** Membership fees, conditions, and requirements shall be as determined by the Board of Directors.

**Section 4.
Availability of
Bylaws** These bylaws shall be made available for inspection or copying by any member at the business office during normal business hours. A nominal charge may be made for copying the bylaws, but such charge may not exceed the cost of reproduction.

**ARTICLE III
Board of Directors**

**Section 1.
Number of
Directors** The board of directors shall consist of from 7 to 15 members. Individuals from the membership may be recommended for service on the board by any presently serving board member, or by “open nomination” from the membership, made in person, at a meeting of the Board two months prior to the scheduled expiration of a Board term. Open nominations shall be accompanied by a written resume specifying the candidate’s qualifications to serve, including evidence of his/her active participation in, contributions and commitment to, and awareness of the Organization’s mission.

**Section 2.
Appointment
Terms of Office**

Board members shall be appointed from among those individuals nominated, by majority vote of the presently serving board for three-year terms, which shall be structured so as to provide continuity and orderly succession of directors. Any serving Board member whose term has not expired may vote, in person or by proxy.

**Section 3.
Vacancies**

Vacancies in the board of directors may be filled, as determined necessary, by majority vote of the presently serving directors. Such appointments shall be for the duration of the current term of the vacated position.

**Section 4.
Regular Meetings**

A regular meeting of the board of directors will be held on the second Tuesday of each month at the organization's business office, unless notified otherwise. A quorum consisting of a majority of the directors then appointed and serving shall be required to conduct business.

Meetings of the board of Directors shall be open to the general public except that a meeting may be closed upon a 2/3 vote of a quorum of the directors present.

Except as otherwise specified in these by-laws, Roberts Rules of Order shall govern procedures for meetings of the board of directors.

**Section 5.
Special Meetings**

Special meetings of the board may be called by the president at any time, and shall be called upon the request of five (5) presently serving board members. In cases where an immediate decision is required and calling a special meeting is impractical, a telephone or e-mail polling of the full board may serve as a special or "virtual" meeting. Such a poll may be conducted by any board member, or designee. Approval of the decision prompting such a polling shall require a two-thirds majority of presently serving board members. Such polls may be initiated by any board member, or designee.

E-mail polls shall be taken according to customary procedural rules. A motion shall be made and supported, prior to discussion and voting. Approval of the decision prompting such polling shall require a majority of presently serving board members. A complete printed record of the e-mail poll shall be generated and kept by the board secretary as "minutes" of the virtual meeting. The results of all such polls shall be ratified and recorded in meeting minutes at the next regular meeting of the board of directors.

**Section 6.
Duties of
Directors**

The board of directors shall have the authority and responsibility for the general direction of the business affairs, programming, funds, and records of the organization, and shall be responsible for maintaining operations consistent with the organization's objective. The duties of the board of directors shall include, but are not limited to, the following:

- (a) To represent the organization to the public, and to sources of financial support.
- (b) To represent public need and interest within the organization.
- (c) To develop and implement long-range planning for the organization.
- (d) To establish, and review at least annually, all organizational policies.
- (e) To review and approve the annual budget, monitor fiscal management, and maintain accountability to members, funders, and donors.
- (f) To ensure that adequate resources are available to the organization.
- (f) To ensure board oversight of each standing committee and any ad-hoc or subcommittees established thereunder.

**Section 7.
Compensation**

No director shall receive any compensation for services as a director or committee member. Reimbursement for related expenses incurred shall be available as provided in board-approved policies and procedures.

**Section 8.
Conflict of
Interest**

All officers, directors, committee members, employees, and agents of the Wheatland Music Organization shall exercise the utmost good faith in all transactions touching upon their duties or responsibilities to the Organization and in their dealings on behalf of the Organization. They shall not use their positions, or knowledge gained therefrom to the disadvantage of the Organization. Duality of interests shall not be permitted to adversely influence the decision making of the Organization. Accordingly, all persons subject to this provision shall promptly report to the board of directors the possible existence of a conflict of interest affecting him/herself or any other person subject to this provision.

**Section 9.
Removal from
Office**

If a member of the board of directors fails to attend regular or special meetings of the board for three (3) consecutive meetings, or misses six (6) regular meetings during a twelve (12) month period, the position may be declared vacant by the board of directors. Additionally, any board member may be removed for good cause, by majority vote of the full board at a special meeting called for that purpose. Vacancies shall be filled as provided in these bylaws.

**Section 10.
Executive
Committee**

The board of directors may appoint, from its own number, an executive committee which shall perform the duties directed by, and serve at the pleasure of, the board of directors.

**ARTICLE IV
Officers**

**Section 1.
Board Officers**

The board officers of this organization shall be a president, vice-president, secretary, and treasurer. and shall be elected by the board of directors from persons serving thereon. One (1) person may be elected to fill the offices of secretary and treasurer, upon appropriate action by the

board of directors. The board of directors may elect or appoint any such additional officers, as it may deem necessary.

**Section 2.
Election, Term,
Vacancies**

The election of officers shall be held at the first regular meeting of the board of directors each calendar year. Board officers so elected shall hold office for a period of one (1) year, or until election of their successors, unless removed for cause. Any person elected or appointed to fill a vacancy caused by death, resignation, or removal from office shall be elected, within ninety (90) days from the date the vacancy occurred, to serve only the unexpired term of such officer or until a successor is elected. The affirmative vote of a majority of the board of directors shall be necessary to elect any officer.

**Section 3.
President**

The president may preside at meetings of the membership and the board of directors, and shall perform the other usual duties of the office.

**Section 4.
Vice-president**

The vice-president shall perform the duties of the president in case of absence or inability of the president.

**Section 5.
Secretary**

The secretary shall prepare and maintain correct minutes of meetings of the members and the board of directors. Minutes, when approved by the board of directors, shall be signed by the presiding officer and secretary of the meeting and become a permanent record of the organization. The secretary shall perform other duties as the board of directors may, from time to time, prescribe.

**Section 6.
Treasurer**

The treasurer shall be responsible for the maintenance of full and complete records and accounts of all asset, liabilities, and financial transactions of the organization in accordance with generally accepted accounting principles, unless specifically required otherwise by law or regulation. The treasurer shall be responsible for the safekeeping of the organizations funds, assets, valuable papers, and books and records.

**ARTICLE V
Committees**

**Section 1.
Establishment
of Committees**

Standing Committees shall be established by the board of directors to manage the general business and programming of primary functional areas of the organization's operations as identified by the board of directors. Ad hoc or sub-committees may be established under any of the Standing Committees from time to time, to act on specific matters, on recommendation of the committee's board representative or as directed by the board of directors.

**Section 2.
Committee
Procedures,
Records**

Each standing committee shall submit to the board for its review, proposed rules and procedures to govern its committee business, and shall provide the board of directors with a written record of its meetings, which shall be included, or referenced to, in the minutes of the regular board of directors

meetings. Each standing committee shall establish a chairperson and a regular meeting schedule to be made available to the board of directors, and shall transact business by a majority of affirmative votes of the members of the committee.

**Section 3.
Committee
Budgets**

Each standing committee will submit an annual budget for approval by the board of directors. Standing committees may operate at their discretion within their approved budget. All requests for new or unusual projects, or activities which exceed the committee's approved budget, shall be directed to the board of directors for consideration.

ARTICLE VI

Indemnification of Directors and Employees

**Section 1.
Directors and
Employees
Indemnified**

The organization shall indemnify to the full extent provided by law, hold harmless, defend and advance expenses of defense to its current and former directors and employees for any liability asserted against them and expenses reasonably incurred by them within the scope of their responsibilities, in connection with judicial or administrative proceedings to which they are, or may become, parties by reason of the performance of their official duties.

**Section 2.
Insurance**

The organization may purchase and maintain insurance on behalf of the individuals indemnified against any liability asserted against them and expenses reasonably incurred by them in their official capacities and arising out of the performance of their official duties.

ARTICLE VII

Amendment of Bylaws

**Section 1.
Amendment
of Bylaws**

These bylaws may be amended by a two-thirds majority vote of Board members present at any regular meeting of the board of directors, provided that notice of the proposed amendment was given at the previous meeting and duly noted in the minutes of that meeting.

ARTICLE VIII

Dissolution

**Section 1.
Procedure**

The process for voluntary and involuntary dissolution of the organization shall be as provided in the Articles of Incorporation.