



**Section 2  
Appointment  
Terms of Office  
Term Limits**

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. An individual's service on the Board shall be limited to ten (10) years.

**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 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. Personnel issues shall always be discussed in closed session. 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  
Virtual Meetings**

Special meetings of the board may be called by the President at any time, and also 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, electronic polling of the full board may serve as a "virtual" meeting. Such polls may be initiated by the President or on request of five (5) presently serving board members.

Electronic polls shall be taken according to customary procedural rules. A motion shall be made and supported, prior to discussion and voting. Once a motion is made and supported, discussion and voting shall take place in a confidential on-line forum accessible only to board members. When a quorum of the board members then serving have voted on the question and upon sufficient notice to the full board of his or her intent to do so, the board president may terminate voting and determine the question decided by a majority of the quorum participating in the poll. A complete printed record of the electronic 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, follow 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.
- (g) 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  
Conflicts of  
Interests**

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 for personal benefit or 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. The board of directors shall develop and approve a written policy governing conflicts of interests for board members, staff and volunteers.

**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 matter shall be referred to the personnel committee for a recommendation. The position may be declared vacant by the board of directors. Additionally, any board member or officer may be removed for good cause, by a two-thirds (2/3) majority vote of the full board, on recommendation of the personnel committee, at a special meeting called for that purpose. Vacancies may 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 in which a board officer's term expires. Board officers so elected shall hold office for a period of two (2) years in any one office, 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 then serving shall be necessary to elect any officer.

**Section 3  
President**

The president may preside at meetings of the board of directors, and shall set the agenda for board meetings in coordination with the executive director and 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. Upon completion of the president's two year term, the vice-president shall assume the office of president.

**Section 5  
Secretary**

The secretary in cooperation with staff, 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 chair a standing finance committee and 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 in coordination with staff, shall be responsible for the safekeeping of the organization's 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 standing committee's chairperson 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 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. Except as otherwise provided in these by-laws, on annual recommendation of the governance committee, the board of directors shall appoint a board member to serve as chairperson of each standing committee. Each standing committee shall provide to the executive director for publication, a regular meeting schedule, and shall transact business by a majority of affirmative votes of the members of the committee.

**Section 3**  
**Committee**  
**Budgets**

Each standing committee shall 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 a 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 liability asserted against them and expenses reasonably incurred by them while acting 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 shall purchase and maintain insurance on behalf of the individuals indemnified against 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 By-Laws**

**Section 1**  
**Amendment of**  
**By-Laws**

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.