

## **BY-LAWS OF CALIFORNIA BLUEGRASS ASSOCIATION**

### ARTICLE I

#### Principal Office

The principal office of the Association is hereby fixed and located at the office of an officer or director of the Association or other such person as decided by the Board of Directors, in whatever city and state he/she may reside.-The Board of Directors is hereby granted full power and authority to change said principal office from one location to another as needed. Any such change shall be noted by the Secretary in the official minutes and in the Policy and Procedures manual, but shall not be considered an amendment of these by-laws. All changes shall be reported to the Secretary of State of California in a timely manner.

### ARTICLE II

#### Members

##### Section 1. Classification of Members

There shall be two classes of members of the Association, to wit: (1) regular members (including Lifelong members); and, (2) honorary members (including Lifetime members). The Board of Directors may select up to five (5) – with a recommendation that generally only two (2) – persons in any calendar year who in their judgment have made outstanding contributions to bluegrass, old-time, gospel, and traditional music as Honorary Lifetime Members of the Association, with such rights and privileges as may be conferred by the Board of Directors.

##### Section 2. 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 3. Dues.

Dues shall be an amount as may be fixed from time to time by the Board of Directors, and payable at such time or times as may be fixed by the Board of Directors.

##### Section 4. Termination of Membership

A membership shall terminate upon the death or resignation of the member, upon his/her expulsion by a majority vote of the Board of Directors, or upon failure to pay annual dues within ninety days of the due date therefore set by 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 his/her 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. No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, except according to procedures satisfying the requirements of California Corporations Code (CCC) Section 5341. An expulsion, termination or suspension not in accord with this section shall be void and without effect. This includes giving the member at least 15 days' notice before expulsion and giving the member the opportunity to respond, orally or in writing, at least 5 days before the effective date of expulsion. See Policy and Procedures Manual for the full text of Section 5341.

##### Section 5. Annual Meeting of Members.

Annual meetings of the members of this corporation shall be held during October at a place, time, and date to be determined by a resolution of the Board of Directors.

Notice of such annual meeting will be given by written notice not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting. Written notice will be sent to each member by mail or other form of written communication, charges prepaid, addressed to him/her at his/her address as it is shown on the records of the corporation, 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.

#### Section 6. Special Meetings of Members.

Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the Chairman of the Board of the corporation, by the Board of Directors, or by at least 5% of the members of the corporation. Upon request in writing to the corporation addressed to the attention of the Chairman of the Board or Secretary by any person (other than the board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the board, not less than 35 nor more than 90 days after the receipt of the request. Said notice should be given within 20 days of receipt. 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, but will also include the general nature of the business to be transacted, and no other business may be transacted.

#### Section 7. Voting by Members.

Voting rights shall be extended to

- A. All honorary members of the Association
- B. All regular members of the Association 16 years old and older.

Each eligible member shall be entitled to one vote which may be cast in person or by proxy. The Board may, by resolution, allow electronic voting providing adequate security measures are taken and all provisions of California Corporations Code Section 20 & 21 are met.

#### Section 8. Quorum for Member Meetings.

The presence in person or by proxy of one-tenth of the eligible members on the record date of the meeting of the Association shall constitute a quorum for the transaction of business at any meeting of members. A written ballot submitted by an eligible member shall be sufficient for the purposes of constituting a quorum and for the transaction of business by the members.

### ARTICLE III

#### Directors

##### Section 1. 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 no less than nine and no more than thirteen, the exact number within such range to be fixed by a two-thirds vote of the Board of Directors. Changes to the fixed number of Board members shall not occur more than once during a twenty-four months' period. 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 2. Election and Term of Office.

A. Directors shall be elected at each annual meeting of members, which is to be held on a date determined by the Board of Directors; voting may be done in person by ballot or by mail. If such annual meeting is not held or Directors are not elected thereat, the Directors shall be elected by mail vote of the members of the Association. All 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 not less than 15 nor more than 90 days before the date set for opening and counting ballots.

Each incumbent Director, unless he makes a timely objection, shall automatically be nominated for reelection and his or her name shall be placed on the ballot. Other nominations may be made by petition signed by at least ten members of the Association, mailed to the Association's Board of Directors at the Association's principal office, postmarked no later than a date set by the Board of Directors preceding the election. The Board of Directors may establish any other procedures as required for nominations.

Those persons receiving the highest number of votes shall be the Directors of the Association for the ensuing year. All Directors shall hold office until their respective successors are elected on the date set by the Board of Directors for counting the ballots.

B. The Directors shall meet as soon as reasonably practicable after each annual election of the Board of Directors and elect one of the Directors to serve as Chairman of the Board of Directors. The Chairman may call meetings of the Board of Directors and shall preside at all meetings of the Board. The Chairman shall appoint a Director to preside at meetings and assume other duties of the Chairman in the absence of the Chairman.

### Section 3. Meetings.

A. Meetings of the Board of Directors shall be called and held as may be ordered by Directors.

B. Regular meetings of the board may be held without notice if the time and place of the meetings are fixed by the board. Special meetings of the board shall be held upon four days' written notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system.

C. Attendance at a meeting of the Board of Directors and/or Executive Committee through use of conference telephone, electronic video screen communication, or electronic transmission may be permitted with permission in each case by the Board of Directors.

D. Directors may participate in a meeting through use of conference telephone, video screen communication, or electronic transmission by and to the California Bluegrass Association Board of Directors meetings and/or Executive Committee meetings. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at the meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the California Bluegrass Association meetings and/or Executive Committee other than conference telephone and electronic video screen communication constitutes presence in person at that meeting if both of the following apply:

- 1) Each director participating in the meeting can communicate with all of the other directors concurrently.
- 2) Each director is provided the means of participating in all matters before the board, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the California Bluegrass Association Board of Directors and/or Executive Committee.

### Section 4. Vacancies.

Any vacancy in the Board of Directors caused by death, resignation, designation of an unsound mind by an order of court, conviction of a felony or by an increase in the number of Directors approved by the Board of Directors within the permitted range specified in Article III, Section 1 of these by-laws, 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 resigned his or her position (1) upon failure to attend three consecutive meetings of the Board of Directors; or (2) submission of a letter of resignation to the Chairman of the Board or the Secretary or the Board of Directors. The resignation shall be effective either on the date of the third missed meeting of the Board of Director or the date of receipt by the Chairman of the Board or the Secretary or the Board of Directors.

#### Section 5. Quorum.

A majority of the number of directors authorized in or pursuant to the by-laws constitutes a quorum of the board 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 unless a greater number be required by law, the Articles of Incorporation, or the by-laws of the Association. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by the articles or the by-laws.

An action required or permitted to be taken by the board may be taken without a meeting if all directors individually or collectively consent in writing to that action and if, the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as a unanimous vote of the directors.

#### Section 6. Powers.

Subject to the limitations of the Articles of Incorporation and of the General Nonprofit Corporation Law of California 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 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.

F. To create one or more Committees, including specifically an Executive Committee, in accordance with and subject to the provisions and limitations of Section 5212 of the California Nonprofit Corporation Law.

(1) Adopt a resolution of the Board by at least a majority vote of approval reading as follows: The Board of Directors hereby creates an Executive Committee comprised of three or more Board members, one of whom will be the then current Chairman of the Board and two or

more of whom will be designated by majority vote of the Board at the first meeting of the Board after the annual meeting of members.

(2) The Board shall have the power at any time to change the membership of the Executive Committee, consistent with the provisions hereof, to fill vacancies in it or to dissolve it.

(3) A majority of the members of the Executive Committee shall constitute a quorum for the conduct of its business. This Board may approve one or more directors as alternate members of the Executive Committee, who may replace any absent member at any meeting of the Executive Committee.

(4) Between meetings of the Board, the Executive Committee shall have the power and authority to exercise all of the rights, powers and authority of the Board in the management of the business and affairs of the Association.

(5) The Executive Committee shall promptly report its actions and decisions to the Board at the first Board meeting following the adoption of such action and decisions.

(6) The Executive Committee shall not (a) have any right, power, or authority to amend, modify, or revoke, or make any decision or take any action inconsistent with, or contrary to, the Articles or by-laws of the Association, or the annual budget of the Association or any actions or decisions of the Board, or (b) dispose of or encumber the property or other assets of the Association other than in the usual and regular course of the Association's business.

#### Section 7. 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 8. Fees and Compensation.

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

### ARTICLE IV

#### Officers

##### Section 1. Officers.

The Officers of the Association, in addition to the Chairman of the Board, shall be a President, vice presidents as established by the board, a Secretary, and a Treasurer. The Association may also have such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except those of Chairman, Treasurer, and Secretary. Officers, with the exception of the Chairman of the Board, do not have to be directors.

##### Section 2. Election.

The officers shall be chosen annually by the Board of Directors and each shall hold his or her office until he or she shall resign, be removed, or be otherwise disqualified to serve, or until his or her successor shall be elected and qualified.

##### Section 3. 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 Chairman of the Board until such appointment by the Board of Directors.

#### Section 4. Chairman of the Board.

The Chairman of the Board 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, and may appoint committees. He shall preside at all meetings of members. The Board of Directors shall, in the absence or disability of the Chairman of the Board, appoint a director to be Interim Chairman of the Board, to perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon the Chairman of the Board.

#### Section 5. President.

The President is the liaison between the CBA membership and the elected Board of Directors. The President keeps the membership informed of the work of the CBA and is involved in monitoring membership. The President may serve on various committees.

#### Section 6. Vice Presidents.

The Vice Presidents shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The policy and procedures manual will be annotated to show specific duty positions and job descriptions as decided by the Board of Directors.

#### Section 7. Secretary.

The Secretary shall keep at the principal office of the Association 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 Directors' meetings, and the proceedings thereof.

The Secretary shall keep at the principal office of the Association a register showing the names and addresses of each regular member and shall conduct the official correspondence of the Association.

All records may be kept in whatever format, electronic or hardcopy, as decided by the Board of Directors, however, all records must be made available to the Board or any other governing entity as required by law.

#### Section 8. 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 on the check of the Association, by debit/credit card, or as may be ordered by the Board of Directors. 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.

### ARTICLE V

#### Miscellaneous

##### Section 1. 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 contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

#### Section 2. 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 3. Reports.

A. Per California Corporations Code Section 6321, the board shall cause an annual report to be sent to the members not later than 120 days after the close of the corporation's fiscal year. That report shall contain in appropriate detail the following:

1. The assets and liabilities of the corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities during the fiscal year.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

B. The Board shall cause a report to be sent to the membership on matters of material significance as deemed necessary by the Board of Directors.

#### Section 4. Inspection of by-laws.

The Association shall keep in its principal office the original or a copy of these by-laws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

#### Section 5. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these by-laws.

#### Section 6. Rules of Order.

The rules contained in Roberts Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Association, except in instances of conflict between said Rules of Order and the Articles or by-laws of the Association or provisions of law.

#### Section 7. Heritage Fund

To help achieve the mission defined in its Articles of Incorporation – the furtherance of bluegrass, old-time, and gospel music in California – the Association shall establish and maintain the California Bluegrass Heritage Fund. Monies held in the Fund will support long-term activities and projects specifically designed to promote the Association's mission. Only with a two-thirds majority approval of the entire Board of Directors may expenditures be made from the Fund.

The Fund shall not be used for general operating expenses, concerts, festival, or other routine ongoing expenses, except in the event of an emergency. No more than fifty percent of the Fund's balance at the declaration of the emergency may be used for such expenses during the next twenty-four months following said declaration.

The Fund shall be held in a separate institution from that used for the Association's operating account(s).

## ARTICLE VI

### Amendment to By-laws

#### Section 1. Amendment by Members.

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

#### Section 2. Amendment by Directors.

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

### Certificate of Secretary

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the California Bluegrass Association, a California nonprofit corporation, and that the foregoing bylaws comprising 13 pages constitute the bylaws of said Association as duly adopted at a meeting of the Board of Directors thereof duly held on July 15, 2017.

IN WITNESS WHEREOF, I have hereunto subscribed my name on the 26th of August, 2017

-S- Colleen Hogan

Secretary