

## BYLAWS

# COLUMBUS FOLK MUSIC SOCIETY, INC.

### Article I. NAME

**Section 1.** The name of the corporation is the “Columbus Folk Music Society, Inc.” The principal office of the corporation is in Columbus, Franklin, County, Ohio.

### Article II. PURPOSE

**Section 1.** The Columbus Folk Music Society, Inc. (otherwise referred to as the “Society” is organized to operate exclusively as a not-for-profit corporation for educational, cultural, and charitable purposes. The Society's goals include, but are not limited to the following:

- a. To promote the appreciation, understanding, private playing, public performance, and enjoyment of folk music, song, dance, story telling, and other folk arts inclusive of all cultures;
- b. To improve and expand folk art communications;
- c. To support local folk artists and other worthy cultural and charitable activities and organizations;
- d. To provide opportunities for public folk performances;
- e. To promote national and international folk art performance opportunities and the availability of print and non-print folk art media;

**Section 2.** To these ends, the Society, shall at all times be operated exclusively for charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

### Article III. EXEMPTION REQUIREMENTS

At all times the following requirements shall operate as conditions restricting the operations and activities of the Society:

**Section 1.** The Society shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the Society shall inure to the benefit of any member of the Society, except that reasonable compensation may be paid for services rendered to or for the Society affecting one

or more of its purposes. Such net earnings, if any, of this Society shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

**Section 2.** No substantial part of the activities of the Society shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Society shall not participate in, or intervene in (including publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**Section 3.** Notwithstanding any other provisions of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation, exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article IV. MEMBERSHIP**

**Section 1.** The members of the Society shall be individuals, groups, or other organizations who or which have paid dues or donated monetary or other resources to support the Society, as deemed appropriate, from time to time, by the Board of Trustees (herein after referred to as “the Board”).

**Section 2.** Any member three months in arrears of dues shall be dropped from membership in the Society. Members shall be notified of the date upon which their memberships will expire.

**Section 3.** All members of the Society shall be voting members. All members shall have one vote.

**Section 4.** The Society will hold at least one general membership meeting annually, which will be scheduled in June. The President of the Board will schedule and preside over these meetings. The meeting in June shall be the Society's annual business meeting and will include the election of officers.

**Section 5.** Members will be notified of the time and location of the general membership meetings in the Society's newsletter or in some other manner deemed appropriate by the Board.

**Section 6.** All meetings of the membership of the Society shall be conducted according to Robert's Rules of Order.

**Section 7.** The Society is committed to a policy of fair representation and will not discriminate on the basis of ethnicity, national origin, disabling condition, gender identification, religion, sexual orientation, or age.

## **Article V. BOARD OF TRUSTEES**

### **Section 1. The Role, Size, and Composition of the Board**

- a. The corporate powers, property, and affairs of the Society shall be exercised, conducted, and controlled by a Board of Trustees of not less than five, but no more than 15 Trustees, who shall be elected by the members of the Society.

- b. Trustees shall receive no compensation other than the payment of reasonable expenses incurred on behalf of the Society.

## **Section 2. Terms of Office**

- a. The term of office for members of the Board is three years commencing on July 1 and ending on June 30 of the third year. Trustees are eligible for re-election for up to two terms. Subsequent to the end of the second term, trustees may be elected following one year of absence.
- b. Any Board member with more than three consecutive un-excused absences from meetings of the Board is deemed to have resigned and will be replaced as outlined in article V, section 2, subsection c. Excused absences must be approved by the President.
- c. If a Board member dies, resigns, or is removed, the Board may decide to select an interim Trustee to serve out the remaining term period. That trustee will then be eligible for election by the membership for up to two terms at the next general membership meeting at which Officers and Trustees are elected.
- d. Following a prior recommendation by the Board, any Board member may be removed from the Board by an affirmative vote of the membership present at a general or special membership meeting. Notification of the proposed removal will be given to the membership, along with notice of the meeting. The Board member who is the subject of the removal vote will be given the opportunity to present his/her case and to be heard at the meeting at which his/her removal is being considered.
- e. Board member terms shall be staggered in order to assure continuity.

## **Section 3. Meetings of the Board**

- a. The Board will hold at least four meetings during the calendar year at such times and places as the Board deems suitable.
- b. Special meetings of the Board may be called at any time by the Secretary upon order of the President of the Board, or upon the written request of two Trustees.
- c. Notice of regular meetings of the Board will be announced at least 3 days in advance of the meeting to all Society members. Notice of special meetings will be announced as circumstances dictate.
- d. The presence of a majority of Board members will constitute a quorum at any Board meeting.
- e. At all Board meetings, each Board member present is entitled to cast one vote on any motion coming before the meeting. Members of the Society are welcome to attend and address any Board meeting, but voting rights on motions are reserved for Board members only.

f. At a Board meeting at which a quorum of the Board is present, a majority affirmative vote of the Board members present is required to pass any motion before the Board. Proxy voting on motions by Society members is not permitted.

g. All meeting of the Board of Trustees of the Society shall be conducted according to Roberts Rules of Order.

#### **Section 4. Election of the Board of Trustees (Including Officers)**

a. The Nominating Committee of the Board will open nominations for positions on the Board two months before the election. The Secretary will announce a slate of candidates for ANY VACANT positions on the Board not less than one month before the election. All nominees must be members of the Society and must agree to their nomination.

b. The Board will accept nominations during April of each year. Elections to the Board will be held at the Society's annual June membership meeting.

c. The election of new Trustees will be the first item of business at the membership meeting in June.

d. A majority vote of the members of the Society will elect the members of the Society's Board of Trustees at the organization's annual meeting in June.

#### **Section 5. Officers of the Board of Trustees**

a. The officers of the Board will consist of the Society's President, Vice-President, Secretary, Treasurer, and President-emeritus.

b. The **President** is the chief executive officer of the Society. It is his/her duty to preside at all meetings of the Society, the Board, and the Executive Committee. He/she supervises the society's affairs and, in addition to the Treasurer, is authorized to sign contracts, checks, notes, drafts in conveyance of money and other instruments that may be required or authorized by the Board for the transaction of the Society's business.

c. The **Vice-President** acts for the President in his/her absence and performs duties assigned to him/her by the President.

d. The **Secretary** keeps the corporate records of the Society, except those of the Treasurer. The Secretary takes minutes at meetings of the Board, executive committee, and general membership; sends meeting announcements, and distributes copies of minutes. He/she will prepare any correspondence or reports pursuant to the purposes of the Society. The Secretary, in cooperation with the Membership Committee Chair, keeps a listing of the names and addresses of members entitled to vote in Society elections. The records kept by the Secretary may be inspected by any member or his/her agent for any proper purpose at any time mutually agreed to by the Secretary and said Member. The Board may appoint an Assistant Secretary to fill in for the Secretary as needed.

e. The **Treasurer** maintains the financial records of the Society. He/she makes a report of the Society's financial condition at Board meetings. Either the Treasurer or the President can endorse and/or sign checks, notes, and other obligations or receipts of the payment of money by or to the Society. The Treasurer will deposit all funds so designated in a financial institution selected by the Board. The Treasurer keeps full and accurate accounts of all receipts, reimbursements, and disbursements of the Society in books belonging to the Society. These books are open for the inspection by members of the Board and the membership. The Treasurer presents a report to the membership at the Society's annual meeting and will make other reports to the membership as required and authorized by the Board.

f. The President-emeritus of the Society is the immediate past President of the Society and is a non-voting member of the Board. He/she is not elected by the membership and holds office for one year after leaving the office of President. He/she has the responsibility of consulting with the current President. Upon leaving office, the current President becomes President-emeritus.

## Article VI. COMMITTEES

**Section 1.** The Society has the following standing committees. The President will appoint a chair, that is approved by the Board, for each committee and each chair must be a current member of the Society. Only chairs who were elected to the Board by the members of the Society cast votes on motions before the Board.

- a. **Coffeehouse Committee:** responsible for determining the location and dates of the Society's Otherside Coffeehouse, scheduling acts and activities for the event, and scheduling volunteers to staff the coffeehouse.
- b. **Executive Committee:** the President, Vice-President, Secretary, and Treasurer of the Society are its executive committee. Except for the power to amend the articles of incorporation and the bylaws, this committee has the powers and authority of the Board in the intervals between meetings of the Board. Actions taken by the Executive Committee are subject to review and revision by the full Board at its next meeting. A majority of members of the executive committee constitutes a quorum.
- c. **Media & Publicity Committee:** responsible for communication with the members of the Society, which consists of publishing a regularly appearing newsletter for the Society, maintaining the organization's presence on the World Wide Web, and coordinating such other publicity as may be necessary and prudent.
- d. **Activities Committee:** responsible for developing, scheduling, coordinating activities for the public and the members of the Society. These activities may include, but are not limited to, group sings, music sharing and teaching groups, and storytelling circles. And, regularly updating the Society's voice mail, if one is in existence.
- e. **Membership Committee:** responsible for maintaining the Society's membership records, notifying members of expirations of their memberships in a timely fashion, receiving

membership applications, forwarding monies received from memberships to the Society's Treasurer.

- f. **Nominating Committee:** responsible for nominating individuals for election to the Board by the Society's membership at the Society's annual membership meeting in June.
- g. **Sound Equipment Committee:** responsible for setting-up, operating, and tearing down the Society's sound equipment at Society activities and events, when necessary. Members of the committee are also responsible for maintaining and storing the Society's sound equipment when not in use. Members of the Sound Equipment Committee must return all equipment belonging to the Society upon leaving the committee.
- h. **Folk Festival Committee:** responsible, with the cooperation and approval of the Board, for planning, organizing and producing an annual Central Ohio Folk Festival. The Committee Chair may appoint such sub-committees as are necessary to conduct the business of the Festival. This Committee may maintain a separate bank account for the purposes of managing festival funds and paying festival obligations. In the event that a separate Festival bank account is maintained a Festival Treasurer shall be recommended by the Committee Chair and appointed by the President subject to the approval of the Board. Such Festival Treasurer may execute checks on the Festival bank account and shall be bound by the same general requirements as are set forth for the Society Treasurer in Article V, Section 5, Paragraph e. of these By-Laws.

**Section 2.** The Board may create or abolish other committees not provided for in these Bylaws as necessary to fulfill the Society's purpose.

**Section 3.** The chair of a committee is responsible for the committee's work, for recruiting and coordinating volunteers to serve on the committee, and for regularly reporting the work of the committee at meetings of the Board.

**Section 4.** In addition to standing committee chairs, the Board may authorize an agent to enter into contracts or to execute or deliver instruments in the name of and on behalf of the Society. Such authority is limited to specific instances as determined by the Board.

**Section 5.** Committees may adopt rules for their operation that are appropriate and consistent with these Bylaws, the Society's articles of incorporation, and state law.

## Article VII. PERSONAL LIABILITY

**Section 1.** In accordance with Ohio Revised Code section 2305.38, the Society has the power to indemnify and hold harmless any Board member or volunteer from any suit, damage, claim, judgement, or liability arising from his/her conduct as an official of the Society. This section is void in cases of willful misconduct. Society reserves the power to purchase or procure insurance in accordance with the purpose of this section.

## **Article VIII. FISCAL AFFAIRS**

**Section 1.** The fiscal year of the Society is January 1 through December 31. The President may appoint or employ an auditor to audit the Society's accounts. Any such auditor shall not be selected from among current trustees, officers or employees.

**Section 2.** No fiscal obligations will be contracted or assumed on behalf of the Society unless authorized by a majority of the Society's Board of Trustees.

## **Article IX. AMENDMENTS**

**Section 1.** Any member of the Society may propose changes to these Bylaws. The proposed change must be submitted in writing at a Board meeting or general membership meeting. After consideration by the Board, the proposed change will be presented to the membership of the Society for a vote at either the next general membership meeting or a special meeting called for the purpose of considering the amendment. The vote of a simple majority of the membership present at such a meeting will pass or reject the proposed amendment.

**Section 2.** Amendments to the Bylaws of the Society will take effect immediately upon passage.

## **Article X. DISSOLUTION**

The Society may be voluntarily dissolved for the reasons and in the manner set forth in Ohio Revised Code Section 1702.47 et. Seq.

By-laws Committee revisions, 4/4/93

Approved by the general membership, 5/5/93

Revised by Andy Verhoff, Secretary, CFMS, March 1999

Revisions approved by Board of Trustees, 5/25/99

Revisions approved by the membership, 8/29/99

Revisions by a Committee Chaired by Joe Baringhaus and approved by the Board of Trustees, March 22, 2005

Approved by Membership June 25, 2005

Revisions made by membership June 30, 2022

Revisions approved by Board of Trustees, April 23, 2024

Approved by Membership June 1, 2024