

Thunder Bay Folk Society By-laws

ARTICLE I: NAME AND LOCATION

This non-profit membership corporation shall be called the Thunder Bay Folk Society, Inc. The registered address of this corporation shall be determined by the Board of Directors.

ARTICLE II: PURPOSE

The Thunder Bay Folk Society's purpose is to foster traditional music and arts in Northeast Michigan.

ARTICLE III: MEMBERSHIP

Sec. 1 – CONSTITUENCY

There is no limitation to the number of members in this corporation. Membership in the organization is open to individuals, families, businesses and other organizations, provided that they accept the purposes and the principals of this corporation as stated in Article II of these Bylaws, and maintain their membership in good standing. Members must be 16 years of age or older and are subject to acceptance for membership by action of the Board of Directors.

(a) Members remain in good standing as follows:

1. Dues are paid in a timely manner
2. Members follow the Thunder Bay Folk Society Code of Conduct when representing the Thunder Bay Folk Society.

(b) Any disciplinary action by the board will follow an established grievance process. Sanctions or expulsion shall be based on rules that are reasonable and equally enforced as to all members. Membership may be revoked by a 2/3 majority of the board

Sec. 2 – MEMBERSHIP CATEGORIES

(a) Membership classifications, requirements and rights are as follows:

1. SINGLE MEMBERSHIPS are given to any adult 16 years of age or older.
2. FAMILY MEMBERSHIPS are given to any generally recognized group of adults and or children living in the same household. All membership benefits are extended to the

parents, adults and minor children living in the household. Voting privileges are extended to two adults in the household.

(b) Classifications

Category	Term Rights	Requirements
Individual Annual	Vote/Newsletter/Discounts	Follow Code of Conduct
Family Annual	Vote/Newsletter/Discounts	Follow Code of Conduct
Individual Lifetime	Vote/Newsletter/Discounts	Follow Code of Conduct
Family Lifetime	Vote/Newsletter/Discounts	Follow Code of Conduct
Founding Individual Lifetime	Vote/Newsletter/Discounts	Follow Code of Conduct
Honorary Lifetime	Vote/Newsletter/Discounts	Follow Code of Conduct
Thunder Bay Folk Society Patron Annual	Vote/Newsletter/Discounts 2 Festival Tickets, 2 hospitality passes, invite to survivor's party	Follow Code of Conduct.
Business or Organization Annual	Vote/Newsletter/Discounts	Follow Code of Conduct

(c) Membership Dues: The board of directors may elect to adjust dues requirements for any established classification by 2/3 majority no more than annually.

(d) Liquidation: Members in good standing wishing to liquidate their current membership may do so with a written request to the board. Any refunds will be pro-rated based on the member's term.

(e) Memberships shall not be transferable and shall be terminated by death, resignation, or expiration of a term of membership.

Sec. 3 – ANNUAL MEETING

A meeting of the membership shall be held annually. The time and place will be fixed by the Board. Directors shall be elected by members in good standing at this time and any other corporate business will be attended to.

Sec. 4 – NOTICE OF ANNUAL MEETING OF MEMBERS

(a) Except as otherwise provided by law, all members must be notified either personally, by mail or by electronic transmission of meetings not less than 10 days or more than 60 days before a meeting. A member's attendance at a meeting establishes the assumption that proper notice was given for that meeting unless the member appears at the meeting specifically to object that proper notice was not given.

(b) Notice of Adjourned meetings: If an annual or special meeting is adjourned before completion, notice of the rescheduled meeting does not have to be given so long as the time and place of the rescheduled meeting was announced and the business to be transacted was included in the original meeting agenda. Notice of a meeting shall be waived unless agenda items are added. If new items are added, then section 4 (a) applies.

Sec. 5 – VOTING RIGHTS

(a) Each member in good standing, shall be entitled to one vote for each motion at the annual meeting and participate in voting in the board elections.

(b) Certification: An alphabetical list of current members in each membership class and including the names and addresses of each member will be produced at the annual meeting and subject to inspection by any member during the meeting. This list will be considered evidence as to who are the members entitled to vote.

(c) Proxy and Absentee Voting: 1) A proxy vote will be afforded to each member. A proxy must be signed by the member and designate the person who will represent the member at the annual or special membership meeting. The proxy will be for one year but may be revoked at any time by the member. 2) Absentee ballots shall be made available to members (in good standing) who are unable to attend an annual or special meeting.

(d) Quorum at annual or special meetings will be at least 5% of the membership including any proxies and any absentee ballots.

(e) Voting on matters unrelated to the board elections will proceed with a motion, discussion and passed by a majority of members in attendance plus any proxies and absentee ballots.

(f) Voting on matters related to the board elections will proceed with an official ballot and members elected by a plurality of those members in attendance plus any proxies and absentee ballots. Members may vote for as many persons as there are board positions to be elected.

Sec. 6 – SPECIAL MEETING OF MEMBERS

A special meeting of the members may be called at any time by the Executive Committee, Board of Directors or 10% of the members in good standing. At least five days prior to the date fixed for the holding of any special meeting, a notice of the time, place and purpose of such meeting shall be sent by ordinary mail to all members at their last known address. Only business mentioned in the notice shall be transacted at such meeting.

ARTICLE IV: BOARD OF DIRECTORS

Sec. 1 – NUMBER AND TERM OF DIRECTORS

The board of directors shall consist of no fewer than five (5), nor more than nine (9) directors. Board members shall serve for a term of 3 years and shall be limited to 2 consecutive terms.

The initial Board of Directors shall be appointed, one-third (1/3) for a term of one year, 1/3 for a term of two years, and 1/3 for a term of three years. Those elected for one or two-year terms may serve additional three-year consecutive terms as provided in Article IV, Section 1.

A board member must be present at one of three consecutive regular meetings of the Board of Directors, otherwise his or her absence without sufficient reason will be considered a voluntary withdrawal.

Sec. 2 – VOTING OF THE BOARD OF DIRECTORS

Each member of the Board of Directors shall be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

Sec. 3 – QUORUM

A quorum in the Board of Directors shall consist of more than 50% of Board members. If no quorum is present at a regularly scheduled meeting of the Board, those present may establish a date for a new Board meeting within that quarter. All Board members shall be notified of the time and place of the newly scheduled meeting, and if no quorum is present at that meeting, business may be transacted by those present.

Sec. 4 – VACANCIES

Any vacancy in the Board shall be filled for the balance of the term from candidates presented by the nominating committee and elected by members of the Board.

Sec. 5 – NOMINATIONS FOR THE BOARD OF DIRECTORS

(a) Nominees must be members in good standing and thereafter remain throughout his/her term.

(b) The Nominations Committee shall present a slate of candidates to the Board of Directors at the Board meeting which occurs prior to the annual membership meeting. The Nominations Committee shall consider a broad cross-section of representation when submitting names for consideration.

Sec. 6 – PLACE AND TIME OF REGULAR BOARD MEETINGS

The Board of Directors shall meet at least quarterly at such times and places as are determined by the Board

Sec. 7 – SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called by the President or other board members. All members of the Board of Directors shall be duly notified of all special meetings at least three days prior thereto, and the notice of special meetings shall state the objects thereof. The board may also designate a regular meeting, special meeting or portion thereof to be closed to the public when discussion and decisions involve personnel, grievance, membership removal and other issues determined to constitute a need for confidentiality

Sec. 8 – ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

The Board of Directors shall elect officers, as specified in Article IV, Section 9 of these Bylaws, each year following the annual membership meeting.

Sec. 9 – OFFICERS

The officers of this Board shall be a president, a vice-president, a secretary and a treasurer. The term of office shall be for one year, and officers shall hold office for such term and until their successors are elected and qualified. The Board shall fill any vacancy among such officers and for the unexpired term of office.

a. President - The president shall be the chief officer of this Board. The president shall preside at all meetings of members and of the Board. The President shall perform all other duties usually incident to such office.

b. Vice-President - The vice-president shall act in the president's place in the absence or disability of the president, perform such other duties designated by the Board of Directors. The vice-president will also chair the membership sub-committee.

c. Secretary - The secretary shall maintain or cause to be kept the records of the agency. The secretary shall keep minutes of all meetings of members, the Board of Directors and the Executive Committee.

d. Treasurer - The treasurer shall be the chief financial officer of this organization and shall keep or cause the organization's books to be kept. The treasurer shall have the custody of the money except as directed by the Board of Directors.

e. Other duties - The several officers shall have such additional powers and perform such additional duties as the Board of Directors may from time to time prescribe.

ARTICLE V: FUNCTIONS OF THE BOARD OF DIRECTORS

The business, property, and affairs of this corporation shall be managed by the Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS & VOLUNTEERS LIABILITY

A. A volunteer director of the corporation shall not be personally liable to the corporation or its shareholders or members for monetary damages for breach of the volunteer director's fiduciary duty arising under the Michigan Nonprofit Corporation Act, the Michigan Uniform Management of Institutional Funds Act or other applicable laws, except for liability:

- (1) For any breach of the volunteer director's duty of loyalty to the corporation or its shareholders or member;
- (2) For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (3) For a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (4) For any transaction from which the volunteer director derived an improper personal benefit;
- (5) For any acts or omissions occurring before the date this Article VI is filed by the Michigan Department of commerce; and
- (6) For any act or omissions that are grossly negligent.

B. If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of a director of the corporation (in addition to the limitation, elimination and assumption of personal liability contained in this Article) shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the corporation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

C. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

D. Excepting for action taken (or not taken) in good faith, this corporation shall indemnify any officer, director, non-director, or volunteer to the fullest extent permitted by Michigan law, against all judgments, payments in settlement, fines, and other

reasonable costs and expenses (including attorney fees) incurred by such officer, director or volunteer in connection with the defense of any action, suit, or proceedings, which is brought or threatened in which such person is party or is otherwise involved because he or she was or is a director , officer or volunteer of the corporation.

This right of indemnification shall continue as to a person who ceases to be a director, officer or volunteer and shall ensure to the benefit of the heirs, executors, and administrators of that person.

E. The corporation assumes liability for all the acts and omissions of its volunteers who are not directors if:

(1) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

(2) The volunteer was acting in good faith.

(3) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

(4) The volunteer's conduct was not an intentional tort.

(5) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956. Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

ARTICLE VII: COMMITTEES

Sec. 1 – COMMITTEES

All committees, standing and temporary, shall be authorized by the Board of Directors. Standing committees require a board member representative unless otherwise authorized by the board. Other committee members serve at the pleasure of the board.

ARTICLE VIII: FINANCIAL TRANSACTIONS

Sec. 1 – BUDGET AND FISCAL YEAR

The Board of Directors shall determine the budget, means of fund-raising, and methods of payment for the operation of the corporation. The fiscal year of this corporation shall be the calendar year, January 1 through December 31.

Sec. 2 – SIGNING OF CHECKS

All checks, drafts and orders of payment of money shall be signed in the name of this corporation and shall be signed by the Treasurer or such officers and agents as the Board of Directors shall from time to time designate for that purpose.

Sec. 3 – BOARD COMPENSATION

The Board may authorize compensation to board members for travel and other expenses according to Board determined guidelines.

ARTICLE IX: AMENDMENTS

The Membership may amend these bylaws by a two-thirds (2/3) vote of the total Membership
(as defined in Article III, section 5e.) present at an annual or special meeting.

ARTICLE X: PARLIAMENTARY AUTHORITY

The parliamentary authority shall be the current edition of Robert's Rules of Order or any other decision making process as agreed to by the Board of Directors

ARTICLE XI: DISSOLUTION

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax-exempt under Section 501 (c) 3 of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue law.

Thunder Bay Folk Society Staff and Volunteer Code of Conduct

We have established this code of conduct for Thunder Bay Folk Society (TBFS) Board members, Staff and all other volunteers in order for peers and patrons to know what to expect in terms of behavior and give the organization a standard by which to gauge it.

Policy:

1. Fellow Board members, staff, volunteers and patrons shall be treated with respect and courtesy at all times.

2. Board Members, Staff and Coordinators should be aware at all times that they are representatives of the TBFS to the general public and should conduct themselves in a manner respectful of the TBFS.

3. TBFS security personnel are to be called in for any condition that has the potential for becoming violent or is unsafe.

4. Volunteers are expected to report for work on time so that others are able to go off duty. If this is impossible, he/she is expected to contact his/her coordinator as soon as possible so that a replacement can be found. If a replacement cannot be found, the volunteer is still responsible to fill the assigned position. Volunteers that do not fulfill their responsibility may be deleted from the volunteer list by their coordinator for the balance of the festival and will not receive credit towards their ticket refund.

While on duty at the Festival, Board meetings or any other public TBFS function, Board Members, Staff, Coordinators or Volunteers shall not be intoxicated or operating under any altered state of consciousness that would impair their judgment or ability to work in a safe, efficient and polite manner. Persons unfit for duty may be either temporarily or permanently dismissed by their coordinator or supervisor.

People not willing to abide by these rules or any other Board-approved policy, should not volunteer in any capacity. Violations of these rules or other Board-approved policy or procedure may result in censure, suspension or other solution/s proposed by the Board, its authorized representative or authorized committee.

A criminal background check may be conducted on staff & volunteers as deemed necessary by festival supervisors and the festival director.