

THE CONSTITUTION AND BYLAWS  
OF  
THE NORTHERN KENTUCKY BLUEGRASS MUSIC ASSOCIATION, INC.

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## PART 1 – CONSTITUTION

### SECTION 1 – GENERAL

#### NAME

101. The Northern Kentucky Bluegrass Music Association shall be the name of the Association, hereinafter referred to as “The Association”. The Association headquarters shall be located in Florence, Kentucky.

#### PURPOSE

102. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or corresponding section of any future federal tax code. The Association exists to promote the education, tradition and well-being of Bluegrass and traditional music for all generations.

#### EXECUTIVE COMMITTEE

103. The Association shall be administered by an Executive Committee, hereinafter referred to as “The Executive”. Pragmatically, the majority of the members of The Executive will be Association members residing in the Northern Kentucky and Tri-State (Kentucky, Indiana, Ohio) area.

## SECTION 2 – MEMBERSHIP

### ELIGIBILITY

201. Membership in The Association is open to any individual that wishes to be part of, and willing to pay annual membership dues, as described below.

### TYPES

202. There shall be three (3) types of membership in The Association – Regular, Honorary and Life.

203. **Regular Member:** All members in good standing of The Association shall be granted Regular membership automatically upon payment of the prescribed annual dues. Dues will vary if single (one person), couple (two persons), Band, or Family Membership.

204. **Honorary Member:** Noteworthy persons may be nominated to The Executive by any Association member or Chapter for Honorary Membership. An Honorary Member shall have all rights and privileges of a Regular member, EXCEPT that an Honorary Member may not hold any Executive office other than Senior Advisor. An Honorary Member shall receive from the Association President, on behalf of the Executive, a Membership Card suitably inscribed to acknowledge such membership.

205. **Life Member:** Noteworthy persons who have actively supported The Association and it's Mission for more than five (5) consecutive years may be nominated to The Executive by any Association member or Chapter for Life Membership. A Life Member shall have all rights and privileges of a Regular member including positions on The Executive. A Life Member shall receive from the Association President, on behalf of the Executive, a Membership Card suitably inscribed to acknowledge such membership.

### TERM

206. A Regular Member shall be considered in good standing upon continued payment of the prescribed annual dues. The Executive may revoke membership at any time for good and just reason.

207. An Honorary Member shall be granted membership for the term of one (1) calendar year. The Executive may revoke membership at any time for good and just reason.

208. A Life Member shall be granted membership for the rest of his/her natural life. The Executive may revoke membership at any time for good and just reason.

## **ANNUAL DUES**

209. Members are required to pay an amount annually to belong to The Association. This amount shall be established by The Executive and reviewed periodically to ensure that The Association has sufficient funds to meet its activities, programs and administrative maintenance.

210. The call for dues shall be made annually, effecting membership from 1 January through 31 December inclusive. Late payment of annual dues will normally result in only a delay in receipt by the member of Associations goods and services, such as the newsletter, during the calendar year in which payment was late.

211. Honorary and Life members are not required to pay annual dues.

212. On payment of annual dues, members shall be given an Association Membership Card to confirm that the individual is a member in good standing for the year membership dues were paid.

213. Membership dues are not refundable except in cases where The Association failed to deliver appropriate goods and services (eg: The Association Newsletter) to the Member. In such circumstances, and upon concurrence of both The Association and Member, the Member will be entitled to membership during the next calendar year at no cost to the Member.

214. Dues will not pro-rated at any time during the year for new memberships, however, new members coming into The Association on or after October 31<sup>st</sup> will be granted membership for the remaining portion of the year the dues were paid and the following membership year.

## **APPLICATION FOR MEMBERSHIP**

215. Application for membership in The Association shall be obtained before any membership card is to be issued.

216. Nominations for Honorary or Life membership shall contain the aforementioned requirements plus substantiation by the sponsoring member or Chapter as to why membership should be granted.

## SECTION 3 – ADMINISTRATION

### THE EXECUTIVE

301. The Executive shall be comprised of seven (7) members. It shall consist of three (3) Senior Advisors and four (4) Officers. When committees are established by The Executive to administer specific activities or events, Committee Chairs shall be granted ex-officio voting status on all matters brought to the attention of The Association for the duration of their appointment.

302. The Executive shall consist of the following:

A) Three (3) Senior Advisors:

1. To be selected by the outgoing officers each year.
2. A simple majority of the officers constitutes an appointment as a Senior Advisor.
3. The person(s) nominated must be a member in good standing of The Association and may not be elected by the membership as an officer while serving as a Senior Advisor.

B) Officers:

1. President
2. Vice-President
3. Treasurer
4. Secretary

303. The person(s) nominated must be a member in good standing of The Association.

304. These individuals should have knowledge of Bluegrass Music, experience in an association, experience in promoting Bluegrass Music and the integrity and respect from the Northern Kentucky and Tri-State community.

### COMPENSATION

305. Executive Posts are voluntary and no person in any Executive position will be compensated while performing his/her duties as an Executive Officer. However, Executives may seek reimbursement from The Association for expenses related to the direct administration of The Association with proper documentation.

### CONFLICT OF INTEREST

306. Whenever an officer has a financial or personal interest in any matter coming before The Executive, the affected person shall

- A) Fully disclose the nature of the interest; and
- B) Withdraw from discussion, lobbying, and voting on the matter.

307. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of The Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## ELECTIONS

308. Positions associated with election are set out at Table 1 below:

POSITION	METHOD
President	Elected by Members
Vice-President	Elected by Members
Treasurer	Elected by Members
Secretary	Elected by Members

309. Every effort shall be made to fill elected positions between November 1 and November 30 each calendar year to ensure the efficient administration of The Association's affairs.

310. Elections of officers shall occur at a meeting of The Association that includes members at large.

311. The Executive will announce its election nominations prior to the appointed election date via The Association newsletter and website.

312. Members at large may submit nominations up to the appointed election date or from the floor at the time of election.

313. The selection of Senior Advisors may be done secretarially at any meeting of The Executive.

314. The selection of Officers and Senior Advisors shall be based on a submitted nomination and acceptance of a specific position or a request to volunteer for a specific position.

315. Any deviation to the stated selection and election procedures may occur with the concurrence of the majority of The Association in attendance.

316. Normally, elected positions are held for a minimum period of one (1) year. Should an officer announce an intention to vacate a position held, The Association shall, at the discretion of the President, vote at an appropriate meeting of The Association to select an Association Member to fill the vacated position.

317. It shall be normal practice that no member of The Executive holds more than one position except as an interim measure in the event that a position is vacant. If any Executive member holds more than one position, that member shall have no more than one (1) vote on any matter brought before The Executive.

318. All members of The Executive must be members of The Association. In the event that a position on The Executive is vacant because a non-member of The Association is the most likely choice to fill an appointment, The Executive shall either select an appropriate member of The Association to fill the position or the position shall remain vacant until such time that a member of The Association is available to fill it.

319. Committee Chairs and members must be members of The Association, but need not ordinarily be members of The Executive.

320. Should any elected officer vacate a post, or because of duty be unavailable to fill critical duties, the President, with concurrence of the three (3) other Executive Officers, shall appoint an interim replacement.

## **SECTION 4 – AMENDMENT**

### **AMENDMENTS TO THE CONSTITUTION**

401. The Executive may make such amendments to the Constitution as may be necessary to remain current with accepted rules and procedures or to reflect resources available to The Executive.

402. Members-at-Large may submit proposed Constitution amendments in writing to the Secretary. Such proposals shall be reviewed at the next scheduled meeting of The Executive, or secretarially at the discretion of the President. Proposed amendments and comments discussed at a meeting of the Executive or handled secretarially, shall be included as an Annex to the Minutes of the meeting following discussion of the issue.

403. At the discretion of The Executive, proposed amendments may be circulated to Regular members-at-large along with a voting process and a date by which the members' vote must be received by The Executive. When such a procedure is followed, a majority vote of sixty percent (60%) of the responding Regular member-at-large shall be required for the proposal to be adopted.

### **AMENDMENTS TO THE BYLAWS**

404. The Executive may from time to time enact additional Bylaws to amplify the Constitution and/or to set out rules of operation of The Association.

## SECTION 5 – DISSOLUTION

### DISSOLUTION CLAUSE

501. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## PART 2 – BYLAWS

### BYLAW ONE – THE EXECUTIVE

#### GENERAL

- 1.01 The Executive shall be responsible for the efficient operation of The Association. In addition to such other duties as may be assigned, The Executive shall be the sole authority for the following:
- a. Conduct all business for The Association;
  - b. Appointment of sub-committee chairs to carry out any project or business of The Association;
  - c. Accounting for, control of and expenditure of all funds of The Association in accordance with standard accounting procedures;
  - d. Collection, recording and administration of membership fees;
  - e. Production and issue of Association Membership cards and newsletter
  - f. Setting of rates to be charged for all goods and services, including annual dues, provided by The Association;
  - g. Maintaining an internet website to promote contact with Association members and those in the community interested in The Association and its mission.

#### TERM OF OFFICE

- 1.02 No limit shall be placed on the term of service of any member of The Executive.
- 1.03 Vacancies on The Executive shall be filled as soon as possible by a member of The Association. As an interim measure, The Executive may approve, by a simple majority, the selection of another Executive member or Association member, to fill a position until a permanent replacement can be found. In the event that an Executive member holds more than one position, that member remains entitled to only one (1) vote on any issue brought before The Executive.

#### PROTECTION OF THE EXECUTIVE OFFICER

- 1.04 No member of The Executive shall be liable for the act, deceit, neglect or default of any other Executive member, or for joining in any deceit or other act for conformity, or for any loss or expense occurring to The Association through the insufficiency or deficiency of title to any property acquired by order of The Executive for or on behalf of The Association, for the insufficiency or deficiency of any security in or upon which any of the monies of The Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of The Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his own dishonesty.

## INDEMNITY OF THE EXECUTIVE

- 1.05 Every member of The Executive and his/her heirs, executors and administrators, and estate and effects respectively, at all times, shall be indemnified and save harmless out of the funds of The Association, from and against:
- a. All costs, charges and expenses whatsoever which such Executive member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office; and
  - b. All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

## DUTIES OF THE EXECUTIVE

- 1.06 The Senior Advisors are voting members of The Executive. They shall provide guidance and advice on Association matters.
- 1.07 The President shall:
- a. Preside at meetings of The Executive;
  - b. Cast a vote only when necessary to establish a majority vote;
  - c. Ensure that proceedings of meetings are recorded and shall sign the Minutes;
  - d. Be responsible for all matters of policy relating to the operation of The Association
  - e. Ensure the safekeeping and accounting of all funds and property held in trust;
  - f. Report on business at each meeting; and
  - g. Ensure that a Vice-President is available to act in the absence of the President.
- 1.08 The Vice-President shall:
- a. Understudy and assist the President in the discharge of the President's duties;
  - b. Perform such other duties as may be detailed by the President; and
  - c. Assume the duties of an absent President.
- 1.09 The Treasurer shall:
- a. Ensure that the accounts of The Association are kept by means of a suitable system of accounting;
  - b. Prepare financial statements for meetings of the Executive
  - c. Be responsible for the handling and safekeeping of cash for deposit in the bank and for originating checks in payment of Association accounts; and
  - d. Make suitable arrangements for the safekeeping of financial documents and vouchers.
- 1.10 The Secretary shall:
- a. Maintain a record of current and former members of The Association together with their address and contact information

- b. Initiate the annual call for dues, receive all dues, and pass all such monies to the Treasurer for deposit;
- c. Issue Association membership cards; and
- d. Assist in the dissemination of The Association's publications in a timely manner to Association members.

## **MEETINGS**

- 1.11 All meetings of the Executive shall be open to all Association members and conducted in accordance with Robert's Rules of Parliamentary Procedures.
- 1.12 The agenda for meetings will generally adhere to the following format:
  - a. Review and approval of Minutes of the last meeting;
  - b. Treasurer's report;
  - c. Committee Reports;
  - d. Old Business;
  - e. New Business;
  - f. Other Business; and
  - g. Adjournment.
- 1.13 Meetings of The Executive shall be held at convenient locations agreed upon by a majority of The Executive.
- 1.14 Notice of meetings shall be forwarded by the Secretary to each member of The Executive not later than seven (7) days prior to the date of such meeting. The Secretary shall provide to all members of The Executive a copy of the proposed Agenda, with a call for additional agenda topics to be received not later than three (3) days prior to the meeting. A final Agenda will be made available to all members of the Executive.
- 1.15 At all meetings of the Executive, every motion shall be decided by a simple majority of votes cast by those members of The Executive present. The Chair of the meeting shall, when appropriate and clear, include any proxy vote submitted in advance of a meeting by an Executive member. All members of the Executive are entitled to one (1) vote with the exception of the President who is entitled to vote only when necessary in order to reach a majority. The presence at any meeting of five (5) Executive Officers shall constitute a quorum. No particular Executive Officer or Senior Advisor must be present at a meeting to establish a quorum; however, at least the President or Vice-President must be available to chair the meeting. In the event that the President is not present at the meeting, the meeting shall be chaired by the Vice-President. In the event that the Secretary is not present at any particular meeting, a secretary shall be appointed to take minutes.

## **MOTIONS BY MEMBERS OF THE ASSOCIATION**

- 1.16 Any member may place before any meeting of the Executive any motion; notice of which shall be submitted in writing to The Executive at least five (5) days prior to the date of such meeting.

## BYLAW TWO – FINANCE

### GENERAL

- 2.01 The Association's financial affairs, including expenditures, collection of dues, shall be governed by the following:
- a. The Association is a non-profit organization;
  - b. Financial assets of a size and nature determined by The Executive are required to provide services to The Association's mission and members;
  - c. The Executive shall determine on behalf of its members how monies owned by The Association are expended.
- 2.02 The Association shall account for money and property in accordance with standard accounting procedures
- 2.03 The Executive shall designate a bank for The Association
- 2.04 No expenditures shall be made without the authority of The Executive. On those occasions when time is of the essence, the President with the consent of at least two (2) officers of The Executive may authorize expenditures of Association monies on behalf of The Executive.

### FEES

- 2.05 The Executive shall establish membership fees.
- 2.06 The Executive shall have authority to waive all or part of a member's fee without notification to the membership.
- 2.07 The Executive shall collect, administer and account to the membership for fees levied and collected.
- 2.08 Membership fees shall be payable by the first day of January each year.

### EXPENDITURES

- 2.09 The Executive shall pay out of Association funds such expenses as are reasonable and necessary to conduct the business of The Association. Where these expenses are less than \$25.00 for any particular administrative expense, Executive approval need not be sought. Records of such expenses must be retained and mentioned at meetings.

### BANKING

- 2.10 The banking business of The Association shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as The Executive may designate, appoint or authorize from time to time by resolution. All banking business or any part thereof shall be transacted on the Association's behalf by such two (2) officers of The Executive and/or other persons as The Executive may designate, direct or authorize from time to time by resolution, and to the extent therein provided, including; but without restricting the generality of the foregoing, the operation of The

Association's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any checks, promissory notes, drafts, acceptance; bills of exchange and orders for the payment of money; to giving of receipts for the orders for the relating to any property of The Association, the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on The Association's behalf to facilitate such banking business.

2.11 Deeds, transfers, assignments, contracts and obligations on behalf of The Association shall be signed by the Treasurer and at least one (1) other Executive member having signing authority.

2.12 In addition, The Executive may at any time and from time to time direct the manner in which the person or persons by whom any particular deed, transfer, assignment, contract or obligation of The Association or any class thereof may or shall be signed.

### **AUDIT**

2.13 The Executive shall in each year appoint auditors for the ensuing year to examine the records of the Treasurer.

## BYLAW THREE – WEBSITE

### GENERAL

3.01 The Association Web Master shall maintain a website in official language.

### CONTENT

3.02 The website will include, but is not limited to, pages for Association activities, pricing, updates, links, applications for membership and contact information.

3.03 Items for inclusion on the website will first be approved by at least two (2) officers of The Executive before posting by the Web Master.

3.04 All website pages are to be accessible by the general public.