

BYLAWS OF THE GRAND RIVER FOLK ARTS SOCIETY, INC.

ARTICLE I. NAME

Section 1. The name of this organization shall be the Grand River Folk Arts Society, Inc.

ARTICLE II. PURPOSE

The purposes for which this corporation is formed are as follows:

Section 1. Mission. :

The Grand River Folk Arts Society is a nonprofit volunteer organization whose mission is to enrich people's lives and foster a sense of community through traditional music, dance, and song.

Section 2. To support traditional music and dance forms, commonly known as the "folk arts," through public concerts, dances, workshops, and other educational means as defined and limited by Section 501 (c)(3) of the Internal Revenue Code of 1954 and regulations promulgated thereunder, in Kent County, Michigan, and the surrounding area.

Section 3. The purposes specified in Article II, Section 1, above shall be the exclusive purposes of the corporation; and, notwithstanding any other provision of these bylaws, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and other applicable legislation and regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and other applicable legislation and regulations as they now exist or as they may hereafter be amended. No part of the funds of this corporation shall inure to the benefit of any private member, shareholder, or individual, and no substantial part of the direct or indirect activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility:

Membership in this organization shall be open to all interested individuals, families, and representatives of organizations and clubs upon payment of the annual membership dues. In the case of representation of an organization or club, the dues shall be paid by that organization or club.

Section 2. Voting.

Each individual member shall be entitled to one vote. Each organization or club, via its representative, shall be entitled to one vote. A family membership entitles each adult member of the family one vote. Life memberships shall be entitled to one vote.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Organization.

The Board of Directors of the corporation shall consist of seven or more persons who shall be members of the corporation at the time of election to the Board of Directors. The Board of Directors may determine the size of the Board so long as it is composed of not less than seven or more than twelve. The board will consist of seven officers and other members-at-large.

Section 2. Term

Each member of the Board of Directors shall be elected for a term of one year at the annual meeting. There is no time limit to the number of terms to which a Board member may be elected.

Section 3. Vacancy.

Any vacancies occurring on the Board during the year shall be filled for the unexpired term by a majority vote of the remaining members of the Board at any regular or special meeting of the Board.

Section 4. Nomination and election.

Prior to the annual meeting of the members of the corporation, the Board shall appoint a Nomination Committee or the Board of Directors may, itself, serve as a Nomination Committee, as the Board shall determine. This committee shall nominate candidates for election to the Board of Directors. Additional nominations may be offered from the floor by any member at, or prior to the annual meeting, but no nomination (by the Committee or from the floor) shall be made without the prior consent of the person being nominated. Each voting member of the corporation may cast one vote for each vacancy to be filled, and the nominees receiving the highest number of votes of the members present at the annual meeting, or by written proxy vote, shall be declared elected to the Board.

Section 5. Management of the Corporation:

The management of all affairs of the corporation shall be vested in the Board of Directors, who shall appoint and supervise committees necessary for the operation of the corporation. Certain acts or responsibilities may be delegated by the Board to committees or individuals by resolution.

Section 6. Action by Directors.

All resolutions, appropriations, directions or other acts of the Board of Directors shall be by a simple majority of those present at any meeting at which a quorum is present.

Section 7. Meetings of the Board.

Meetings of the Board of Directors shall be at least quarterly. Additional meetings may be called by the President as needed. At all meetings, one-half of the members of the Board shall constitute a quorum. All meetings of the Board shall be open to the membership of the corporation and the general public.

Section 8. Removal and Resignation.

If a Board member incurs three consecutive unexcused absences, the Board member may be removed from the Board by majority vote of the remaining Board Members. Board members may resign from the Board by submitting a letter of resignation to the Board.

ARTICLE V. OFFICERS

Section 1. Officers.

The officers of the corporation shall consist of a president, a vice-president, a secretary, a treasurer, booking directors and a volunteer coordinator. The board shall be elected by the membership at the annual meeting. The board may fill any position vacancy at any board meeting.

1-A. President.

The president or the corporation shall oversee the day-to-day operation of the corporation except as otherwise determined by the Board of Directors, and shall have the authority and responsibility set out in these bylaws, including the authority to enter into contracts and make financial commitments as authorized by the Board of Directors. The president shall also serve as Chair of the Board unless the office of Chair of the Board is established by the Board of Directors. The president shall preside at all meetings of the corporation, except as provided for by the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors.

1-B. Vice-President.

The vice-president shall perform the duties and exercise the power of the president during an absence or incapacity. The vice-president shall also perform such other duties as may be assigned by the Board.

1-C. Secretary.

The secretary shall perform the following duties: maintain records of the organization; record attendance at all meetings; take the minutes of all meetings; keep and/or oversee a list and database of the membership including their addresses and dues; notify the members of the time and place of meetings; sign in the name of the organization as needed; and assist with the correspondence of the corporation. The secretary shall also perform such other duties as may be determined by the Board.

1-D. Treasurer.

The treasurer shall perform the following duties: maintain the finances of the corporation under the direction of the Board of Directors; keep and maintain all financial records of the corporation; provide monthly reports to the Board of Directors and an annual report to the membership; receive and disperse funds in accordance with the Board of Director, state law and protocol of the Internal Revenue Service; assist with the annual audit; maintain bank accounts including writing of checks and dispersal of petty cash as needed. The treasurer shall also perform such other duties as may be assigned by the Board.

1-E Booking Directors.

The Board of Directors may establish one or more positions of "booking director" and may allocate duties between these positions as it deems appropriate. The booking directors shall be responsible for contacting, negotiating and contracting with talent under the direction of the Board of Directors for the Corporation's programs and events. The booking directors shall also perform such other duties as may be assigned by the Board.

1-F Volunteer Coordinator

The volunteer coordinator shall perform the following duties: maintain records of volunteers

including contacts and hours served; recruit and coordinate volunteers to assist with GRFAS administrative and program needs; coordinate and volunteer recognition programs; and perform such other duties as may be assigned by the Board.

Section 2 Members-at-large.

Board members that are not officers are members-at-large. Members-at-large are to be engaged in the operations of the Board; participate on committees; assist in facilitation of programs; and perform such other duties as may be assigned by the Board.

Section 3 Removal and Resignation.

If an officer incurs three consecutive unexcused absences, that officer may be removed by a majority vote of the Board members present and voting at any Board meeting. Officers may resign from their role as an officer by submitting a letter of resignation to the Board.

ARTICLE VI. MEETINGS

Section 1. Annual meeting.

The annual meeting of the members of the corporation shall be held each year, as determined by the Board of Directors.

Section 2. Purpose.

At each annual meeting, the Board of Directors shall report on all activities of the past year, conduct the election of board members, and conduct any other business pertinent to the operation of the corporation.

Section 3. Special Meetings.

Special meetings of the members of the corporation shall be held at such times and places as the Board of Directors shall prescribe, or as requested by petition by a minimum of 15 percent of the paid membership.

Section 4. Notices.

Notice of the annual and special meetings of the members shall be given by direct mail and email to the last known address of each paid member at least ten days prior to the date of the meeting.

Section 5. Quorum.

At all meetings of the members, a quorum shall be ten percent of the paid membership.

ARTICLE VII. DUES AND CALENDAR

Section 1. Amount.

The annual membership dues shall be determined by the Board of Directors.

Section 2 . Calendar.

The fiscal year of the corporation shall be June 1 through May 31 unless otherwise determined by the resolution of the Board of Directors.

ARTICLE VIII. FUNDS AND PROPERTY

Section 1. Recipient.

All dues and funds shall be made payable to and deposited into the account of The Grand River Folk Arts Society, Inc.

Section 2. Disbursements.

Funds shall be disbursed by the treasurer as authorized by the president or the Board of Directors.

Section 3.

The Grand River Folk Arts Society, Inc. shall have the power to accept contributions of cash or property, real or personal, from corporations, individuals, foundations and trusts for one or more purposes and limited in any manner provided by the donor or by the Court having jurisdiction of the trust from which the gift was made.

Section 4.

When gifts are made directly to the corporation or through a trustee with the corporation named as beneficiary, and when so directed by terms of the gift, the custody and management of property constituting the gift may be turned over to a bank or other corporation or individual for handling.

Section 5.

All funds available for investment may be invested in such securities or other property as the Board of Directors may direct. The corporation may have the power to rent, lease, sell or otherwise dispose of any, and all of property of the corporation, invest and reinvest the proceeds received from the sale or disposition of other property or securities real, personal, or mixed, and repeat the exercise of these powers as occasions may arise and may execute any and all leases, deeds, or other instruments necessary or proper in the management of the funds and property of the corporation. When a donor so directs or requests, the Board shall consult with such person or corporation as the donor may designate with respect to the investment or management of the funds or property given by such donor.

Section 6. Audit.

The Board of Directors shall cause the books of the corporation to be audited at least annually by a certified accountant or two independent individuals, at the conclusion of the fiscal year.

Section 7. Refusal.

The Board of Directors shall refuse any gift if it determines that any condition attached to the gift is not in conformity with the purpose of the corporation.

Section 8. Dissolution.

In case of liquidation or dissolution of the corporation, the last Board of Directors shall, after paying or making provision for the payment of all liabilities of The Grand River Folk Arts Society, Inc., cause all property and assets of the corporation of every kind and nature and where-so-ever situated, including those in the hands of the Board, to be signed, transferred, and conveyed to such organization or organizations duly qualified as charitable organizations under Section 501 (c)(3) of the Internal Revenue Code and regulations promulgated thereunder as they now exist or as they may hereafter be amended, as the Board shall deem most likely to use such

property and assets for the purposes of carrying out the general purposes for which this corporation was organized. Any such property or assets not so disposed of shall be disposed of by the Circuit Court of Kent County, exclusively for such purposes or to such organization, as said Court shall determine.

The purposes of the section are to provide assurances that no individual member or Board member of the corporation will, directly or indirectly, participate or share in the division or distribution of the assets of the corporation upon the liquidation or dissolution thereof.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to these bylaws may be made at any meeting of the general membership by a majority vote of those present.

ARTICLE X PARLIAMENTARY PROCEDURE

Section 1. The President, or other presiding Officer shall control and direct the meetings of the Board and of the membership. Robert's Rules of Order, Simplified, shall govern the proceedings of this corporation.

ARTICLE XI VALIDATION

These bylaws passed, as amended, by a majority vote of the Board at the regular meeting of March 31, 2016.

Signed:

Jean Lamoreaux _____ President

_ Cal Lamoreaux _____ Acting Secretary

These bylaws passed, as amended, by a majority vote of the membership at the meeting of May 7 2016.

Signed:

_____ President

_____ Secretary