

Ann Arbor Council for Traditional Music & Dance Bylaws

Article I. GENERAL

A. The name of the corporation is The Peter Mattis Memorial Foundation for the Perpetuation of Traditional Music and Related Arts. It conducts the majority of its activities under its duly registered assumed names Ann Arbor Council for Traditional Music & Dance and AACTMAD. In these bylaws, it is hereafter referred to as AACTMAD. AACTMAD is organized and operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

B. No part of the net earnings shall inure to the benefit of, or be distributed to, its Officers, Directors, or Members, except that they shall be authorized and empowered to pay, or be paid, reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes described below.

C. The AACTMAD Board of Directors shall determine the location of the registered office, as well as principal post office address of AACTMAD. The corporation may also have offices at such other place or places as the Board may from time to time determine or the business of the corporation may require.

D. In the event of the dissolution or liquidation of AACTMAD, its funds and other assets shall be used in a manner consistent with the objectives of the corporation, including, but not limited to, transfer to another not-for-profit organization with similar or compatible purposes and as further provided for in the Restated Articles of Incorporation.

Article II. PURPOSE AND ACTIVITIES

A. The purposes and objectives of AACTMAD shall be as set forth in the Articles of Incorporation and any amendments to, or restatement of, as shall be filed with the appropriate office of the State of Michigan.

B. The activities of AACTMAD include, but are not limited to: (a) the performance and/or preservation of traditional music, song, dance, and related arts, (b) increasing the visibility and availability of traditional music, song, dance, and related arts to the community, (c) the coordination and presentation of programs of traditional music, song, dance, and related arts, (d) the facilitation of communication among individuals and organizations with interests in traditional music, song, dance, and related arts, (e) the collection and dissemination of materials related to the practice of traditional music, song, dance, and related arts, (f) the training of teachers, musicians, and leaders in traditional music, song, dance, and related arts, (g) seeking and administering gifts and grants to support AACTMAD's activities and objectives relating to traditional music, song, dance, and related arts.

Article III. MEMBERS

A. A Member of AACTMAD shall be any individual who subscribes to the objectives of AACTMAD, applies to the Secretary, and pays the membership dues.

B. Membership dues and the duration of Memberships are set by the Board of Directors. Memberships are renewed periodically and non-renewing Members shall be dropped from the organization.

C. Members are entitled to receive notice of and vote at the Annual and Special Membership Meetings, to vote in elections for Directors and Nominating Committee Members, to vote on amendments to these Bylaws and the Articles of Incorporation, to attend meetings of the Board of Directors, and, upon request to the Treasurer, to inspect the financial records.

D. The Annual Membership Meeting shall be held on a date and at a place set by the Board of Directors, and the agenda shall include, but not be limited to:

- Election of new Directors and Nominating Committee Members.
- Presentation of a Treasurer's Report.
- Presentation of Committee Reports.

E. Special Membership Meetings may be called by the President, by the Board of Directors, or by a petition signed by at least 10% of the Members.

F. Members shall be notified at least twenty-one (21) days in advance of the time and place of the Annual Membership Meeting and Special Membership Meetings, and such notice may include the agenda, ballots, and any other information that may be required.

G. A quorum for Annual and Special Meetings is nine (9) Members in attendance unless a greater quorum is required by the Michigan Nonprofit Corporation Act. Each Member shall have one vote, and votes are non-transferable. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all questions at all Members Meetings shall be determined by a vote of a majority of the Members voting.

H. Annual and Special Membership Meetings may consider any appropriate topic and may adopt advisory motions, but may not take action on behalf of AACTMAD unless the item on which it acts has been placed on an agenda and distributed to the Members at least twenty-one (21) days before the Annual or Special Membership Meeting.

I. Any challenge to the results of voting by Members must be made in writing within one (1) week and shall be decided by the full Board of Directors within one (1) month of the challenge at its regular Board Meeting or at a special Board Meeting called to address the challenge.

Article IV. BOARD OF DIRECTORS

A. The Board of Directors shall consist of a minimum of nine (9) and a maximum of fifteen (15) Directors, all of whom must be Members of AACTMAD. The term of office for a Director is three (3) years and shall begin at the end of the Annual membership meeting at which he or she is elected and shall continue until his or her successor is elected and qualifies. The terms of office for Directors shall be staggered so that one-third (1/3) of the authorized number of Directors shall be elected each year. No Director may be elected to more than two (2) consecutive terms.

B. As soon as possible following the Annual Membership Meeting, and as necessary thereafter to fill any mid-term vacancies, the Board shall elect from among the Directors a President, Vice-President, Secretary, and Treasurer who will constitute the Officers of the corporation. Neither the President nor the Vice President may be elected to more than two (2) consecutive one year terms in the same office.

C. As the governing body of AACTMAD, the Board sets policy, directs the organization's activities, and is responsible for management and oversight of its finances, including

approval of its budgets and contractual agreements. The Board engages the staff and volunteers needed to carry out AACTMAD's objectives, appoints AACTMAD's official liaisons to other organizations, and provides for periodic independent review of its finances by a qualified person. The Board is responsible for ensuring that AACTMAD operates according to these Bylaws, and may interpret these Bylaws and, as the need arises, provide for contingencies that they do not cover.

D. The Board shall meet at least four (4) times a year and normally meets monthly. The President may call additional Board meetings and shall call a special Board meeting at the written request of at least four (4) Directors. Meetings of the Board are open to Members and to any person invited by a Director.

E. The quorum for transacting business by the Board is one-half ($\frac{1}{2}$) of the number of Directors. All decisions of the Board shall be made at properly called Board meetings. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, at all meetings of the Board of Directors, all questions shall be determined by a vote of a majority of the Directors voting.

F. Directors shall be notified of regular and special Board meetings at least three (3) days in advance of the meeting unless a longer notice period is required by the Michigan Nonprofit Corporation Act. Such notice shall include an agenda listing the main items to be discussed. Copies of reports, proposals, minutes, or other documents to be considered or approved by the Board shall, to the extent practicable, also be distributed three (3) days in advance of the meeting.

G. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee, except where a greater vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting. A report of such Board business shall be presented at the next regular Board meeting and communicated to the Secretary for archiving and distribution as required by these Bylaws.

H. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, without prior notice, and without vote, if a consent in writing, setting forth the action so taken, is signed by all of the Directors then in office. Such written consents shall be filed with the minutes of the proceedings of the Directors and shall have the same effect as a vote of the Directors for all purposes.

I. Directors may be removed from the Board by a two-thirds ($\frac{2}{3}$) vote of the entire Board. Mid-term vacancies in a Director position may be filled by a majority vote of the entire Board. A Director appointed by the Board shall hold office for the remainder of the vacant term being filled.

Article V. DUTIES OF OFFICERS

A. The President shall preside at Annual and Special Membership Meetings and at Board meetings. The President shall, with the approval of the Board, form and dissolve committees (subject to the provisions of Article XI), below, appoint committee chairs, and

appoint official liaisons of AACTMAD as necessary for the purpose of conducting AACTMAD's activities. An official liaison of AACTMAD must be a Member of AACTMAD.

B. The Vice-President shall perform the duties of the President in the absence of or at the request of the President.

C. The Secretary is the custodian of AACTMAD's organizational records. The Secretary shall keep a list of the Membership, Board of Directors, Nominating Committee, official liaisons, committees, and committee chairs. The Secretary shall notify the Members of Annual and Special Membership Meetings as required by these bylaws. The Secretary shall, in the absence or at the request of the President and Vice-President, preside at Annual and Special Membership meetings, or at Board meetings.

D. The Treasurer is the custodian of AACTMAD's financial records. The Treasurer shall receive and disburse funds and shall keep a record of all receipts and expenditures. The Treasurer shall prepare an annual financial report for the Annual Membership Meeting and submit periodic financial statements to the Board of Directors. The Treasurer is responsible for filing all state and federal tax returns and related documents. The Board of Directors may require the Treasurer to be bonded, which bond shall be at the expense of the corporation.

Article VI. EXECUTIVE COMMITTEE

A. An Executive Committee may be established by a majority vote of the entire Board. The Executive Committee shall be composed of the Officers of AACTMAD and no more than one (1) other Director as the President may from time to time appoint. The President shall be the Chair of the Executive Committee.

B. The Executive Committee shall have full authority to manage and direct the affairs of AACTMAD between Board meetings. The Executive Committee shall report its actions to the Board at its next regular meeting. In managing the administrative and operational functions of AACTMAD, the Executive Committee shall act in accordance with the policies established by the Board.

Article VII. NOMINATING COMMITTEE

A. The Nominating Committee shall consist of five (5) members, all of whom must be Members of AACTMAD; three (3) shall be elected by the Membership and cannot be on the Board, and two (2) shall be appointed by the Board from among the members of the Board. The term of each elected member of the Nominating Committee shall be three (3) years, and staggered so that one expires each year. Terms of appointed members of the Nominating Committee shall be one (1) year. No member of the Nominating Committee shall serve more than two (2) consecutive terms.

B. Nominating Committee members may be removed from the Nominating Committee by a unanimous vote of the remainder of the Nominating Committee. Mid-term vacancies on the Nominating Committee may be filled by a majority vote of the entire Board and shall serve for the remainder of the term.

C. The Nominating Committee shall be responsible for identifying and soliciting, from within the membership of AACTMAD, suitable candidates for the Board of Directors and for the Nominating Committee, and for developing any procedures necessary to protect the integrity of the elections.

Article VIII. ELECTIONS

A. The Nominating Committee shall annually present to the Board, as authorized, a slate of candidates who have agreed to be nominated for a Board of Director or Nominating Committee position for election at the next Annual Membership Meeting. The slate shall include the name of any member who has made a request, in writing, to the Nominating Committee that they be considered a candidate.

B. The Nominating Committee shall prepare a ballot by which Members may vote for new Directors and new Nominating Committee members. Ballots shall be distributed with the notice of the Annual Membership Meeting. Elections shall be held at the Annual Membership Meeting.

Article IX. NON-LIABILITY OF DIRECTORS AND MEMBERS

A. The Directors of this corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

B. A Member of this corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Article X. INDEMNIFICATION

The Directors and Officers of the corporation shall be indemnified by this corporation to the fullest extent permissible under the laws of the State of Michigan.

Article XI. PETER MATTIS MEMORIAL FUND

The corporation shall maintain a fund known as the Peter Mattis Memorial Fund in accordance with Article VII of the corporation's Articles of Incorporation.

Article XII. AMENDMENTS

A. Amendments to these bylaws or Articles of Incorporation may be proposed by the Board or by petition of 10% or more of the Membership. Any proposed amendment made by petition shall be submitted to a vote of the membership at an Annual or Special Membership Meeting within one hundred twenty (120) days of the receipt date. The receipt date is defined by a US Postal Service postmark or the date of the Board Meeting or Membership Meeting at which the amendment petition is presented. Written notice of the terms of the proposed amendment and the date and location at which the vote will be taken shall be given to the members at least twenty-one (21) days in advance of said meeting.

B. An amendment is adopted if approved by at least two-thirds (2/3) of the Members voting at an Annual or Special Membership Meeting.

Article XIII. EFFECTIVE DATE

The effective date of these bylaws is March 30, 2002 (conditioned upon the successful Michigan Corporate filing of Restated Articles of Incorporation approved this same date).