

BYLAWS OF
Blue Water Folk Society

ARTICLE I - NAME AND PURPOSE

Section 1 - Name: The name of the organization is Blue Water Folk Society (known as BWFS for the purpose of this document). It is a nonprofit organization incorporated under the laws of the State of Michigan.

Section 2 - Purpose: BWFS is organized exclusively to perpetuate the heritage of traditional and acoustic music in the thumb area of Michigan, including, but not limited to:

- Provide an opportunity for artists to share their music.
- Engage youth in this type of music.
- Support other activities that include or complement traditional and acoustic music.

ARTICLE II - MEMBERSHIP

Section 1 - Eligibility for membership: Application for voting membership is open to any interested person that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and payment of annual dues. Each member is issued a non-transferable membership card and will be included on the roster of current BWFS Members.

Section 2 - Annual dues: Dues will be determined by the BWFS Board of Directors annually. Membership is contingent upon being up-to-date on membership dues. A member can be reinstated by paying the current year's dues.

Section 3 - Rights of members: Members are of one class, with equal rights, unless stated otherwise in the articles and bylaws. Each member is entitled to one vote in person or by proxy. Any member may request to view the names on the membership list. This list is to be maintained and used exclusively for purposes of the organization.

Section 4 - Resignation and termination: Any member may resign by filing a written resignation with the appropriate director or by not paying annual dues.

ARTICLE 111- MEETINGS OF MEMBERS

Section 1 - Annual meetings: An annual meeting of the members shall take place in the month of June. The specific date, time and location of the BWFS Annual Meeting will be designated by the BWFS Board of Directors. At the annual meeting the members will elect directors and other business may be voted on as stated in the meeting notice. The membership will receive reports on the activities of the organization, and determine the direction of the organization for the coming year.

Section 2 - Special meetings: Special meetings may be called by the BWFS chair, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting. Meetings for members other than the election of directors may be held at such a time, place and date as is stated in the notice of the meeting.

Section 3 - Notice of meetings: Members are notified of any membership meeting by stating the place, date, time and purpose of the meeting by the members' postal or email address as it appears in the membership list. Notification will be not less than ten, nor more than fifty, days before the date of the meeting.

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Section 4- Quorum: Except as otherwise required by law, by the Certificate of Incorporation, or these Bylaws, the presence, in person or by proxy of 20 of the members entitled to vote, shall constitute a quorum.

Section 5 - Voting: All elections for directors are decided by plurality vote. All other issues are decided by a simple majority vote. All voting is by ballot, electronic or written.

Section 6 - Business transacted: No business, other than that stated in the notice of the meeting, is transacted at any meeting without the unanimous consent of all members present entitled to vote.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Board of director's role, size, and compensation: The board of directors is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the volunteer staff and committees. The board will have seven directors unless there are unforeseen circumstances. In this case there can be no less than five directors. Directors of the board receive no compensation.

Section 2 - Eligibility: Directors must be a BWFS member for a minimum of six months immediately prior to his or her election and/or appointment. The individual may be self-nominated. Every effort will be made to encourage a diversified board.

Section 3 - Terms: All elected directors will serve a term of three years. A director can serve no more than two consecutive terms, which must be followed by a minimum of one year off. At the end of that year the member may be re-nominated as a director for another three year term.

Section 4 - Board elections: New directors and directors eligible to run for a second term are elected by the voting members at the annual meeting as stated in Article III, Section 5.

Section 5 - Meetings and notice: The board of directors will meet at least quarterly and at an agreed upon time and place as stated at the beginning of the board year. Board meetings are open to members and should be published in advance for members to comment and share concerns.

Section 6 - Quorum: A quorum, which will consist of at least fifty one percent of board directors, must be present before business transactions can take place and motions are passed.

Section 7 - Resignation, termination, and absences: Resignation from the board should be in writing and received by the board Secretary. A board director may be removed for cause by a three-fourths vote of the remaining directors.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, consideration will be given to the nominated person who had the highest number of membership votes, but was not elected. The secretary must receive nominations for new directors from present board directors at least two weeks in advance of a board meeting. These nominations will be sent out to board directors with the regular board meeting announcement and will be voted upon at the next board meeting. These vacancies will be filled only to the end of the vacant board director's term.

Section 9 -Conflict of Interest: No board director will vote on a decision, when the director has a conflict of interest with the issue being discussed. A conflict of interest is any issue in which the director has a direct, indirect, personal

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or financial interest. Each director has an obligation to inform the board of directors of any potential conflict of interest on issues pending before the board.

Section 10- Action Without Meeting: Any action required or permitted to be taken at any meeting of the BWFS Board of Directors or committee of the board, may be taken without a meeting if consent in writing, or through electronic media, stating the action to be taken. All reasonable efforts will be taken to ensure that each director is notified of the proposed action. If all reasonable action is taken and a board director cannot be notified, action may be taken without his or her approval. For any action to be taken this way, a majority of the board directors must be involved in the decision.

ARTICLE V - OFFICERS

Section 1- Officers and Duties: There will be three officers elected by BWFS Board of Directors annually. They are a board chair, secretary and treasurer. Their duties are as follows:

- The chair will convene regularly scheduled board meetings or arrange for other officers to preside at each meeting in the following order: secretary, treasurer.
- The secretary is responsible for keeping records of BWFS Board of Directors actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board director, and assuring that organizational records are maintained.
- The treasurer will make a financial report at each board meeting. The treasurer will chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board directors and other interested parties.

Section 2 -Committee Chairs: The board of directors may appoint such officers and agents as it may deem advisable who will hold their respective offices for designated terms. They will exercise their power and authority, and perform such duties, as is determined by the BWFS Board of Directors.

Section 3 - Special meetings: Special meetings of the BWFS Board of Directors are called upon the request of the chair, or one-third of the board. Notices of special meetings will be sent out by the secretary to each board director at least two weeks in advance.

ARTICLE VI- BOARD COMMITTEES

Section 1 - Finance Committee: The treasurer is the chair of the Finance Committee, which includes at least one other board members and a BWFS member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund raising plans, and the annual budget with volunteer staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board. The fiscal year is the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and are made available to the membership, board members, and the public.

Section 2 - Volunteer Committees - The board oversees all volunteer committees of the organization. The board of directors may add, remove or combine standing volunteer and board committees. The board of directors shall determine the areas of responsibility that all standing committees have and establish policies under which they must operate.

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ARTICLE VII-DISSOLUTION

Dissolution of the organization is in accordance with the Articles of Incorporation, laws of the State of Michigan, and the policies of the organization.

ARTICLE VIII-AMENDMENTS

These bylaws may be amended, when necessary, by two-thirds majority of the BWFS Board of Directors subject to final approval by a majority of the membership who voted. Proposed amendments will be submitted to the secretary in writing and will be sent out with the regular board announcements.

CERTIFICATION

These bylaws comply with the Certificate of Incorporation and State of Michigan law as a 501c3 nonprofit organization unless stated otherwise.

These bylaws are effective on the date approved and signed acknowledgement by the BWFS Board of Directors:

Date: November 11, 2016

<i>Barbara Ernsberger</i>	Chairperson
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<i>Leigh Marciniak</i>	Secretary
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<i>Tom Schlichting</i>	Treasurer
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<i>Shirley Barnett</i>	Member
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<i>John Broadwell</i>	Member
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<i>Al Lewandowski</i>	Member
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<i>Martin Malek</i>	Member
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