

BYLAWS OF THE BROWARD FOLK CLUB, Inc.

A corporation organized under the Laws of the State of Florida, June 15, 1989.

Article I: PURPOSE

The Broward Folk Club, Inc. ("BFC") is organized for the following Purposes:

- A. The promotion of Folk and Acoustic music throughout the community.
- B. The fostering and development of a community of Folk musicians and performers.
- C. The promotion and encouragement of songwriters and their arts and skills.
- D. The enjoyment and expansion of Folk listening community through sing-along and open mic performances.
- E. Encouragement of all BFC Members to participate and share their talents with others.
- F. To advance the cultural interest in Folk and Acoustic music in the larger community.
- G. To periodically email BFC Members, promoting the dissemination of cultural and educational information
 - about Folk music, Folk music events and performances as well as artistic and contemporary trends in Folk music in our community. Sponsorship of an annual Folk Music Festival to promulgate all of the above.

Article II: MEMBERSHIP

- A. All persons, regardless of race, ace, religion, gender, sexual orientation, political affiliation or national origin are eligible for membership in the Broward Folk Club.
- B. Upon payment of the dues prescribed by the Board of Directors ("Board"), any person may become a general Member of the BFC.
- C. Honorary memberships may be bestowed for one year by a vote of the Board of Directors.
- D. Family Memberships shall apply where more than one member of the BFC resides at the same address. Children, to age 18, residing with these adult Members shall have all BFC privileges, except that they shall neither vote nor hold elective office.
- E. In the event that the Family Membership is dissolved by relocation, both adult Members may retain full membership by payment of the difference in dues between the amount of the Family and two Single Memberships.
- F. Business or individual sponsors may become non-voting Members of the BFC for one year by the direction of the Board.
- G. There will be two circumstances by which termination of Membership will be considered by the Board of Directors:
 - 1. After a grace period of one month, if the Member has not paid dues for the current year, the Membership Committee may terminate any Member.
 - 2. The Board may terminate any Member for cause if it determines that the Member has acted in a flagrant or intentional manner against the objectives of the BFC. This procedure may only be initiated if the motion to terminate is sponsored by three or more Board Members. The motion will be automatically tabled to the next or special Board meeting at which time, after a serious discussion is conducted in which any Members (including the one whose Membership termination is under consideration) have been heard, a vote of a majority of the entire Board is required for the termination to succeed.
- H. Any Member who has dues paid current is considered a Member in good standing.

Article III: VOTING

- A. Each regular Member, and no more than two family Members over the age of 18, shall have the right to vote. Honorary Members do not have voting privileges.
- B. In general elections and votes at Membership meetings there will be no proxy votes, but this Bylaw does provide for absentee or mail-in ballots, as shall be prescribed by the Board of Directors.
- C. For purposes of voting by the general Membership, a quorum shall be defined as one-third (1/3) of the general voting Membership.
- D. All voting for Directors shall be by secret ballot.
- E. Only Members of the Board of Directors are eligible to vote on matters during Board of Directors meetings.
- F. If it is deemed necessary to fill a vacancy on the Board of Directors, the following procedure shall be implemented:
 - 1. The President shall nominate a Member in good standing of the Broward Folk Club to fill any vacancy on the Board.
 - 2. A vote of fifty-one percent (51%) of the seated Board Members shall be required to approve the appointment of a replacement Board Member.
- G. For election of the Board by the general Membership in April 2016, the nine (9) persons who receive the highest number of votes shall be elected for a one-year term
- H. Staggering the Board terms –Starting with elections for the Board of Directors in April 2017, four (4) Board positions will be for a two (2) year term and five (5) will be for a one-year term. Starting in April of 2018 and each year thereafter, the expiring Board positions will we elected for a two-year term.

Article IV: BYLAWS

- A. Fifty-one percent (51%) of the total Board can vote to accept the newly written bylaws at their inception.
- B. Amendments can be passed by fifty-one (51%) of the total seated Board Members.

Article V: ELECTION OF OFFICERS

- A. The election of Officers shall proceed at the Board meeting immediately after the new Board's election to Office.
- B. Until new Officers have been elected and assumed Office, the previous Officers shall remain in Office and carry on with the business of the BFC.
- C. A simple majority shall be required to elect any Officer. Board Members shall have one vote each.
- D. Members in good standing may nominate themselves or any other Member who will accept the nomination prior to any election.

Article VI: OFFICERS and COMMITTEES

- A. Elective Officers: The Offices of President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Parliamentarian shall have a term of one year. The Office of President shall be limited to two (2) consecutive terms. The President must wait one (1) year following the end of his/her term of Office before being eligible for reelection. If no one accepts the nomination for the position of President after the sitting President has served two (2)

consecutive terms, and the sitting President is willing to continue to serve as President, the Board of Directors shall have the authority to nominate and elect the sitting President for one (1) additional term.

- B. Board of Directors: There shall be a Board of Directors which shall consist of nine (9) Members having been duly elected by the Members in good standing as prescribed in Article III.
- C. Election Committee: Shall consist of those Members in good standing that are willing to assist in the election process.
- D. Auditing Committee: The President shall appoint two (2) members of the Board of Directors, which may include the President, who will review the books. These reviews shall take place once a year. No reviewer shall examine the books more than twice consecutively.
- E. Appointed Committees:
 - 1. The incoming President shall appoint from the Membership committees and/or chairpersons who shall perform such duties as shall be directed and in accordance with these Bylaws and serve for the period of one year, subject to the approval of the Board of Directors, such as:
 - a. Annual Picnic
 - b. Beginners Support Group
 - c. Benefit
 - d. Equipment
 - e. BFC Open House
 - f. Membership (see Article VIII B)
 - g. Newsletter
 - h. Open Mic
 - i. Publicity
 - j. Jam Out in the Park
 - k. Songwriters Group
 - l. South Florida Folk Festival
 - m. Election (see Article VI C)
 - n. T-shirt
 - o. Audit (see Article VI D)
 - p. Other
 - i. Additional Committees: The President may appoint additional chairpersons and/or committees as may be required, who shall perform designated duties, subject to the approval of the Board of Directors.
 - ii. All committee chairpersons shall keep records and submit guidelines to succeeding chairpersons, as necessary.
 - iii. All appointed committee members, plus all core staff positions held at the South Florida Folk Festival, must also be current Members of the Broward Folk Club.

Article VII: DUTIES and POWERS of OFFICERS and COMMITTEES

- A. President: Shall be the Executive Officer, shall preside at all meeting of the BFC and Board of Directors, and shall perform such other duties as may be required by the Board of Directors or the Bylaws of the BFC. The President shall be ex-officio member of all committees.
- B. Vice-President: Shall assist the President in the discharge of Presidential duties and shall act in the absence of the President with full power.
- C. Recording Secretary: Shall:

1. Keep a record of all proceedings with the BFC and of the Board of Directors, and of all matters of which a record may be deemed advisable in books belonging to the BFC.
 2. Have records, minutes and books available at the Board meetings.
 3. Make available for reference at every meeting a copy of these Bylaws, as amended.
 4. File and preserve all documents, records, and reports connected with the business of the BFC.
 5. Take attendance at every Board meeting and notify the Board, pursuant to Article VII G attendance requirements.
 6. Perform such other appropriate duties as may be assigned by the President or Board of Directors.
- D. Corresponding Secretary: Shall:
1. Be responsible for the written and verbal communications and correspondence within and without the BFC.
 2. See that the required notices of all meetings of the BFC or of the Board are mailed out, when required to do so.
- E. Treasurer: Shall remain in office one month past the end of term to train the new Treasurer and assist in handling the new Treasurer's responsibilities; in addition, the Treasurer shall:
1. Collect and hold in the name of the BFC all moneys and property receivable by and belonging to the BFC.
 2. Pay all bills contracted by the BFC which shall be certified correct by the Board of Directors, or by the chairperson of any committee which has contracted for any such bill by virtue of any appropriation of the Board of Directors.
 3. Keep a true and complete record of all monies and property of the BFC and of all dispositions made by the Treasurer of said monies and property.
 4. Make a report at the monthly Board meetings of all receipts and disbursements and at such other times as the Governing Board or President may direct.
 5. Make a Financial Statement once yearly, for the year ended to be submitted to the Auditing Committee as to all monies and property.
 6. Perform such other appropriate duties as may be assigned by the Board of Directors or President.
- F. Parliamentarian: Shall monitor all meetings and assure that they are conducted with decorum and in accordance with Robert's Rules of Order, Revised.
- G. Board of Directors: The Board of Directors shall:
1. Enact such resolutions as they deem necessary for the proper administration and management of the BFC.
 2. Have general charge of the policy, management and finances of the BFC; be vested with and have custody of the property of the BFC; shall appropriate such sums as may be deemed advisable within its current resources, for the interests of the BFC.
 3. Carry on all interim business of the BFC, with all actions of the Board being subject to review by the general Membership. Specifically, the minutes of the Board meetings shall be kept open to inspection at all Board meetings. A two-thirds (2/3) vote of those Members present at a general meeting shall be required to reverse any Resolution taken by the Board. The President shall not vote except as prescribed elsewhere in this document (Article IX B3).
 4. Elect new Board Members as provided in these Bylaws.
 5. Enforce the authority given to it under these Bylaws.
 6. Take action necessary to conserve the best interests of the BFC.

7. Any Member of the Board of Directors who fails to attend three consecutive or a total of five meetings of the Board shall be automatically dropped from the Board before the next meeting.
- H. Election Committee: Shall assist in compiling a list of Members to be placed before the Membership for voting in the next election of the Board. This Committee shall also be charged with making recommendations for replacements on the Board should a vacancy occur.
- I. Audit Committee: Shall examine the accounts of the Treasurer once yearly, and make a report to the Board following each audit. These reports are to be approved by the Board after submission.
- J. Committees appointed by the President: Shall consist of a Chairperson and those other Members deemed necessary to carry out the function of the Committee. The Chairperson shall be responsible, in writing, by written receipt, for the proper transfer of monies to the BFC Treasurer, BFC property and other such BFC assets as required to allow that Committee to function properly. The Chairperson shall keep records of activities as deemed necessary, and pass these on to the succeeding Chairperson on a yearly basis.

Article VIII: DUES

- A. The Board of Directors shall determine the amount of annual dues to be paid by BFC Members.
- B. The Membership Chairperson shall report to the Board the names of those Members who are delinquent in their dues, and thereafter terminated for non-payment of dues as prescribed in Article II H 1.
- C. Any non-payment of dues may be excused by the Board of Directors, for cause, so long as the dues are made current.

Article IX: MEETINGS AND NOTICES

- A. General meetings will occur at least once a year. Notice will be given as to time and place in at least two email notices to the Members in good standing. Meetings will be conducted as described below in Paragraph B. A quorum is not necessary to conduct a meeting of the BFC. A quorum is necessary for voting purposes as stated in Article III.
- B. Board of Directors meetings shall occur as frequently as monthly but not less than quarterly on a date and time agreed upon by the presiding Board of Directors. All general Members are welcome to attend Board of Directors meetings and may participate in discussions. A quorum of at least fifty-one percent (51%) of the seated Board Members must be present to legally constitute a meeting.
 1. Robert's Rules of Order, Revised shall govern all situations not otherwise covered by the Articles of Incorporation or these Bylaws.
 2. The most recent edition "available" (in the room) shall control, unless a readable photocopy is available showing the Cover and the Publishing or copyright date (whichever date is later).
 3. The presiding Officer or "Chair" of a Board of Directors meeting may vote only when such vote shall affect the outcome of the vote (i.e. to make a tie, to break a tie, or to reach a required percentage).
 4. In the President's absence, the Vice-President, Recording Secretary, Corresponding Secretary or Treasurer, as available, and in that order, shall preside over the meeting as President pro-tem.

5. The Parliamentarian shall enforce the Rules. If the Parliamentarian is not present, then the Board shall select a Parliamentarian pro-tem separate from the presiding Officer for the duration of the meeting.
 6. In the absence of the Officers, the Board shall select one of its Members to preside over the meeting. In the case of a tie, those Directors so selected shall act as a Co-Chair for that meeting only.
 7. If a Motion is seconded and defeated, its subject-matter may not be brought up again for a formal vote by any Officer and Director until fifty-nine (59) calendar days have elapsed. If a Motion dies for lack of a "second", or by an unbroken tie vote, the same subject-matter may not be brought up again for formal vote until twenty-nine (29) calendar days have elapsed.
 8. The President may appoint other Officers or Directors to act as Chairpersons or as the Presiding Officer at meetings.
- C. An email will serve as the official means of notification to Members of time and place of meetings and events required by these Bylaws.

Article X: GENERAL

- A. The BFC shall be governed by the No-For-Profit-Corporation Act of the State of Florida, commonly described as "FNPCA" also known as Chapter 617 of same, as passed by file 1990 Florida Legislature, or as thereafter amended.
- B. The Corporation shall have a Registered Agent and Registered Office as provided for in the Not-For-Profit-Corporation Act of the State of Florida or as thereafter amended.
- C. The Corporate Annual Report shall be filed with the Secretary of State of Florida within one month after election of a new Board of Directors and Officers, and prior to the deadline provided for by the State of Florida.
- D. The issuance of Stock certificates by the Corporation is prohibited.
- E. These Bylaws incorporate the meaning and intent of previous bylaws, which have been voted on by the Board of Directors of the BFC. The wording in some cases has been changed to better fit the present structure of this document as presented for adoption on November 18, 1992 and as amended on March 14, 2001 February 6, 2007 and October 19, 2016
- F. These Bylaws as they are presented herein, and as will be amended, are an addendum to the Articles of Incorporation of the Broward Folk Club, and will take priority should any conflicts between the two be shown.
- G. No changes to these Bylaws shall be made without the process for change prescribed herein, except for clerical or grammatical corrections that do not change the meaning or content being permitted any time these Bylaws are reprinted.
- H. Should any conflict occur between these Bylaws and any State law, State law shall prevail.
- I. All Broward Folk Club events shall be open to all Members in good standing with the following exceptions: core staff meetings and committee meetings shall be limited to Members of those groups, unless the meeting is open to the public.

Article XI: STANDING ORDERS

- A. A copy of all standing orders and deleted standing orders shall become a part of these Bylaws.
- B. A brief title or summary of all current standing orders shall be read as part of the minutes each month at the Board of Directors meeting.

- C. If the standing order includes a time or date deadline, that time or date shall be included in the title or summary, to indicate when action might be required.
- D. Any person made a party to any action, suit, or proceeding, civil or criminal, by reason of the fact that such person, is or was a member of the executive board or committee of the executive board of the corporation, or a director, officer or employee of the corporation, or a member of a district committee or a district officer or director under the jurisdiction of the corporation, shall be indemnified by the corporation against the reasonable expenses, (including amounts paid by way of judgment and settlement and including attorney's fees), actually and necessarily incurred by him/her in connection with defense of such action, suit, or proceeding, whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein or any settlement thereof, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such person is liable for negligence or misconduct in the performance of duties. Such indemnification, if afforded, shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this section. This section shall not be deemed to limit any power or exclude any right of the corporation to provide any additional or other indemnity or right for any executive board member, director officer, employee, or other person. If this section should be invalid or ineffective in any respect, the validity and effect of the section in any other respect shall not be affected.

Amendment to Broward Folk Club, Inc. Bylaws March 6, 1996:

No part of the organization's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the organization.

Upon dissolution, the assets of the organization shall be distributed to the North American Folk Music and Dance Alliance, Inc.

The organization shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by Section 501 (h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

It is intended that the organization shall be entitled to exemption from the Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code and shall not be a private foundation as described in Section 501 (a) of the Code.

The organization subscribes to the general purposes of The North American Folk Music and Dance Alliance, Inc.

Revised January 18, 2017