

AMENDED AND RESTATED (revised December 2022)

BYLAWS

OF

SOUTHWEST BLUEGRASS CLUB, INC.

ARTICLE I
ORGANIZATION

Section 1.1 The name of the organization shall be
SOUTHWEST BLUEGRASS CLUB, INC.

Section 1.2 The organization shall be a non-profit corporation. No profit shall inure to the benefit of any Officer, Director, Member or Associate Member thereof.

Section 1.3 The registered office of the corporation shall be located in the City of Grapevine, Tarrant County, State of Texas.

Section 1.4 The corporation's fiscal year shall start January 1 of each year.

ARTICLE II
PURPOSE OF ORGANIZATION

Section 2.1 The corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.2 The educational activities of the corporation shall be directed at the preservation and promotion of bluegrass music among the general public as an original American art form to be both performed and enjoyed.

Section 2.3 The activities conducted by the Corporation to further this educational purpose shall include, but not be limited to:

- (i) Providing scholarships, as monies in the Corporation's Scholarship Fund permit, for aspiring bluegrass musicians to assist in their attendance at qualified college level bluegrass music programs.
- (ii) Exposing the general public to bluegrass music by sponsoring and promoting bluegrass music concerts featuring both national touring bands and local bands.
- (iii) Conducting monthly meetings of Members, open to the public, where

developments in bluegrass music are discussed and bluegrass music is performed.

- (iv) Publishing a monthly magazine that chronicles bluegrass music events and personalities, and lists a schedule of regional bluegrass events.
- (v) Maintaining a library of educational and instructional bluegrass materials for use by Members and Associate Members.
- (vi) Conducting instructional workshops for various Bluegrass instruments.
- (vii) Promoting an expanded membership in the organization among diverse segments of the regional population.

ARTICLE III **MEMBERSHIP**

Section 3.1 Membership shall be open to all persons who are interested in promoting the purposes of the organization and shall be non-sectarian, non-partisan and non-discriminatory.

Members

Section 3.2 A person shall become a Member by (i) completion of a Membership Application, and (ii) payment of Membership Dues as specified in Article IV.

Section 3.3 Members are entitled to seek and hold office, vote in elections and receive the organization's monthly publication, Bluegrass Reflections.

Section 3.4 Members may join at any time during the year. Annual membership renewal dues are due by January 1 of each year. Membership Dues covering multiple years in advance are accepted (*revised December 2022*).

Section 3.5 Past Presidents, who have not been removed from office pursuant to Article IX, receive a life-time membership in the organization, with all rights and privileges as may from time to time pertain thereto.

Associate Members

Section 3.6 Members may sponsor Associate Members upon their own Membership Application by payment of the Associate Member Dues as specified in Article IV.

Section 3.7 Associate Members shall receive all rights and privileges of Members as specified in Section 3.3 (*revised December 2022*).

Meetings of Members

Section 3.8 Regular Meetings of the Members shall be held the third Sunday of each month at 2:00 p.m. These dates and times may be adjusted when necessary at the recommendation of the Executive Committee to secure access to appropriate facilities or to allow for other reasonable variations.

Section 3.9 At any Regular Meeting of Members, the Members present shall constitute a quorum for the transaction of business.

Section 3.10 Special Meetings of Members may be called by the Board of Directors or the Executive Committee upon ten (10) days advance notice to Members and Associate Members.

ARTICLE IV **DUES**

Section 4.1 Annual dues for Members and Associate Members shall be recommended from time to time by the Executive Committee and placed before the Members and Associate Members for ratification at any Regular Meeting of the Members.

Section 4.2 All dues are payable in advance (*revised December 2022*).

Section 4.2 Past Presidents who have not been removed from office pursuant to Article IX are not required to pay Member Dues.

ARTICLE V **OFFICERS**

Section 5.1 The Officers of the corporation shall consist of five Elected Officers: President, First Vice President, Second Vice President, Secretary and Treasurer and six appointed officers: Parliamentarian, Sergeant at Arms, Photographer, Publication Editor, Webmaster and Registrar. The five elected officers shall form the Executive Committee.

Elected Officers

Section 5.2 The Elected Officers shall be elected at annual meetings of the Members as specified in Article VII, and shall serve for a period of two years or until death, resignation or removal from office pursuant to Article IX.

President

Section 5.3 The President shall:

- (i) Preside at all Regular and Special Meetings of Members, all Executive Committee Meetings and at all meetings of the Board of Directors.
- (ii) Upon resignation, removal or expiration of term of office, transfer all materials

and documents to the successor by the installation date of the successor.

First Vice President

Section 5.4 The First Vice President shall:

- (i) Perform the duties of the President in the President's absence, and shall act in an advisory capacity at all times.
- (ii) At the vacancy of the Presidency, shall become President for the remainder of the term, and shall vacate the office of First Vice President. If the succession of the First Vice President to President is declined, the Board of Directors shall appoint an interim President pursuant to Section 5.8.
- (iii) Be the Chief Marketing Officer for the club responsible for promoting the club for the purpose of recruiting new members. This shall include presenting a "membership table" at all club functions and club sponsored festivals and shows. The First Vice President shall have discretion to present the "membership table" at other festivals, shows and events. The Board of Directors may from time to time suggest places to present the "membership table". The First Vice President may solicit volunteers to present the "membership table" should he/she not be available to attend a specific event. The "membership table" shall include membership applications, receptacles for Scholarship Fund donations, club merchandise and all other materials promoting and describing the club for all prospective members.
- (iv) Receive absentee votes and assist in the organization's electoral process pursuant to Section 7.5.
- (v) Upon resignation, removal or expiration of term of office, transfer all materials and documents to the successor by the installation date of the successor.

Second Vice President

Section 5.5 The Second Vice President shall:

- (i) At the vacancy of the First Vice Presidency, become First Vice President for the remainder of the term, and shall vacate the office of Second Vice President. If the succession of the Second Vice President to First Vice President is declined, the Board of Directors shall appoint an interim First Vice President pursuant to Section 5.8.
- (ii) Serve as Chairman of the Show Planning Committee and appoint Members of the Committee.

- (iii) Upon resignation, removal or expiration of term of office, transfer all materials and documents to the successor by the installation date of the successor.

Secretary

Section 5.6 The Secretary shall:

- (i) Prepare Minutes of the proceedings of all Regular and Special Meetings of Members, Executive Committee meetings, and Board of Directors meetings. Provide a copy of all Minutes of meetings within thirty (30) days to the President and the Publication Editor.
- (ii) Compile a continuing file of club policies not otherwise contained in the By-Laws.
- (iii) Maintain the corporation's By-Laws under the supervision of the Board of Directors and have a copy available at all Regular and Special Meetings of Members for review by any Member.
- (iv) Maintain a permanent file of all records, letters and documents of value to the corporation and its Officers and Directors.
- (v) At the expiration of term of office, transfer all materials and documents to the successor by the installation date of the successor.

Treasurer

Section 5.7 The Treasurer shall:

- (i) Receive all monies properly belonging to the corporation, and maintain bank accounts as needed.
- (ii) Disburse monies upon authorization of the Executive Committee.
- (iii) Maintain itemized records of all receipts and expenditures and submit a written report of same at each Regular Meeting of Members.
- (iv) Have at each Regular Meeting, bank statements, supporting bills and invoices, checkbook and stubs for the preceding period.
- (v) Provide a written report to the President and Publication Editor prior to each Regular Meeting of Members.
- (vi) Perform all required federal and state tax compliance activities, including the preparation of IRS Form 1099.

- (vii) Upon resignation, removal or expiration of term of office, transfer all monies, books, other documents to the successor, obtaining a written receipt. Assist in changing bank account accessibility to the successor.

Section 5.8 Any vacancy occurring in any office of the corporation by the death, resignation or removal of the Officer that is not filled by succession as provided in Sections 5.5 and 5.6, shall be filled by persons named by the Board of Directors until a Special Election can be held as specified in Section 7.8.

Appointed Officers

Section 5.9 The Executive Committee shall appoint as necessary a Parliamentarian, Sergeant at Arms, Photographer, Publication Editor, Webmaster and Registrar for ratification at the next Regular Meeting of Members as specified in Article VII.

Parliamentarian

Section 5.10 The Parliamentarian shall:

- (i) See that all meetings are conducted according to Robert's Rules of Order, settling all controversial matters.
- (ii) Purchase the newest edition of Robert's Rules of Order (to be reimbursed by the Treasurer), and have this book available at all meetings of Members.
- (iii) Upon resignation, removal or expiration of term of office, transfer all materials and documents to the successor by the installation date of the successor.

Sergeant At Arms

Section 5.11 The Sergeant at Arms shall:

- (i) Help maintain order throughout the meetings, and serve in an advisory capacity to the Executive Committee.
- (ii) Be responsible for security at all organization functions and festivals.

Publication Editor

Section 5.12 The Publication Editor shall:

- (i) Be responsible for editing and publishing the monthly publication, 'BLUEGRASS REFLECTIONS.'
- (ii) Maintain a history of all issues of the publication.
- (iii) At the expiration of term of office, transfer all materials and documents to the successor by the installation date of the successor.

Photographer

Section 5.13 The Photographer shall:

- (i) Take pictures at all functions and festivals sponsored by the organization, and submit them to the Publication Editor. Reasonable expenses may be submitted to the Executive Committee for approval and subsequent reimbursement by the Treasurer.
- (ii) Make reprints available at cost to any interested parties.

Webmaster

Section 5.14 The Webmaster shall:

- (i) Maintain and update the club's website.
- (ii) Maintain an up to date email address book of members for communication involving club business, news, events and interests.
- (iii) Respond to emails from individuals inquiring about the club.
- (iv) Webmaster should have experience with graphics, working knowledge of HTML and CSS and should own or have available an HTML editing program and a graphics editing program.

Registrar

Section 5.15 The Registrar shall:

- (i) Keep custody of the club's membership computer and printer.
- (ii) Receive money and membership applications from new and renewing members, update/create membership files for all members, generate membership activity statement and forward activity statement & all monies at least twice monthly to the Treasurer.
- (iii) Maintain an up to date roster of all members (regular, associate, lifetime and promotional) to include current address, phone number and email address. Provide access to roster as required by Elected & Appointed Officers and Directors.
- (iv) Prepare reports as required periodically by Executive Committee, Appointed Officers and Directors.
- (v) Send reminder each month via mail or email to individuals upon expiration of membership.

Section 5.16 The Appointed Officers shall serve in their respective capacities until death, resignation or removal by the Executive Committee pursuant to Article IX.

Section 5.17 The Executive Committee shall select individuals to fill vacancies in Appointed Offices until a Special. Election can be held as specified in section 7.8.

ARTICLE VI **BOARD OF DIRECTORS**

Section 6.1 The number of Directors of the corporation shall be decided by a majority vote of the Members pursuant to Section 7.3.

Section 6.2 The Board of Directors shall be elected at annual meetings of the Members as specified in Article VII, and shall serve for a period of two years or until death, resignation or removal pursuant to Article IX.

Section 6.3 The Board of Directors shall include the Directors as elected pursuant to section 6.2, the Executive Committee and the immediate past President whose elected term has expired and who was not removed from office pursuant to Article IX.

Section 6.4 The President shall serve as Chairman of the Board when elected to the Board pursuant to Section 6.2, unless the remaining Directors in their discretion select another Chairman by majority vote.

Section 6.5 A Director may serve as an Appointed Officer, but not as an Elected Officer.

Section 6.6 Any vacancy in the Board, occurring by the death, resignation or removal pursuant to Article IX, of a Director, shall be filled by the Board of Directors until a Special Election can be held in accordance with Section 7.8.

Meetings of Board of Directors

Section 6.7 The Board of Directors shall meet at least twice a year and shall be convened by the President, or other Board Members when extraordinary circumstances arise.

Section 6.8 Three members of the Executive Committee plus four Directors constitute a quorum of the Board for the transaction of business.

Duties of Board of Directors

Section 6.9 The Board of Directors shall:

- (i) Act on any matter of importance where the Executive Committee feels it necessary or prudent to have more than the Executive Committee's judgment and approval.
- (ii) Evaluate the overall direction of the club and recommend changes and plans to the club.
- (iii) Review the Minutes of meetings to see that approved motions are being carried out.
- (iv) Confirm that properly approved By-law changes are incorporated into the corporation's By-laws.
- (v) Act in an advisory capacity to the Executive Committee. (vi) Appoint a scholarship Committee and Committee Chairman.
- (vii) Appoint a Legal Committee and Committee Chairman when and if the need arises.
- (viii) Appoint special committees and committee chairmen as needs arise.

ARTICLE VII **ELECTIONS**

Regular Elections

Section 7.1 Regular elections of the President, Second Vice President, Secretary, and four directors are to be held during the regular February meeting in odd numbered years; Regular elections of the First Vice President, Treasurer and four directors are to be held during the regular February meeting in even numbered years.

Section 7.2 Terms of office for newly elected Officers commence on March first of the Election Year.

Section 7.3 During the October Regular Meeting of Members preceding an Election Year, the Executive Committee shall recommend to the Members present for ratification, any changes in the number of Directors for the following regular term of office, beginning March first of the Election Year. A majority vote of Members present shall ratify the number of Directors

Nominating Committee

Section 7.4 During the October Regular Meeting of Members preceding an Election Year, the Executive Committee shall recommend to the Members present for ratification a Nominating Committee consisting of a minimum of four Directors, one of whom is designated as Chairman of the Committee. A majority vote of the Members present shall ratify the Nominating Committee.

Section 7.5 The Nominating Committee shall:

- (i) Carefully choose a slate of nominees for positions up for election and verify that the nominees are Members in good standing and are willing to serve. This slate of nominees shall consist of at least one candidate for each position up for election.
- (ii) Place the slate of nominees thus selected before the Members at the November Regular Meeting of Members preceding an Election Year.
- (iii) Receive from Members present and in good standing at the November Regular Meeting of Members, additional nominations, provided that the nominated persons are present, in good standing and willing to hold the office for which they are nominated.
- (iv) Present the final slate of nominees to the Publication Editor for inclusion on a ballot to be printed in the next issue of Bluegrass Reflections prior to the election day. An address shall be printed on the ballot so that absentee voters may mail their ballots to the First Vice President in advance of election day. The First Vice President shall accept only ballots from Members in good standing.
- (v) Provide a ballot box into which the First Vice President shall place all absentee votes received.

- (vi) Set the time at which voting shall end and appoint three “Tellers” who will count the votes and post the results at that same meeting.

Section 7.6 Ballots shall be retained two months by the Chairman of the Nominating Committee.

Section 7.7 Tied elections shall be resolved by a majority vote by the Members present at the February Regular Meeting of Members, using the ballot box and handwritten slips of paper.

Special Elections

Section 7.8 Special Elections will be called by the Board of Directors to ratify Board Members or Officers appointed by the Board of Directors to fill vacancies pursuant to Section 5.3 and Section 6.6.

Section 7.9 The Board shall give Notice to all Members and Associate Members of the time and place of the Special Election at least 30 days prior to the Special Election.

Section 7.10 Nominees to fill vacant positions will be accepted from Members in good standing who are present at the Special Election.

Section 7.11 A majority vote of the Members **and Associate Members** present at the Special Election shall constitute ratification of a nominee.

ARTICLE VIII **COMMITTEES**

Section 8.1 The Board of Directors shall from time to time appoint committees to assist in the conduct of the activities of the Corporation.

Scholarship Committee

Section 8.2 The Scholarship Committee shall:

- (i) Recommend to the Board of Directors institutions in which to have scholarship funds established.
- (ii) Provide Scholarship Application Forms and related documentation to approved institutions for distribution to candidates.
- (iii) Select scholarship recipient(s) from candidates returning the Application Form.
- (iv) Identify organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any

future federal tax code, that the corporation may make distributions to.

Executive Committee

Section 8.3 Three Members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 8.4 The Executive Committee shall:

- (i) Appoint Officers as specified in Section 5.9.
- (ii) Meet upon the call of the President or any other Member of the Committee, to transact business of a nature that would not require Board action or is too pressing to assemble the Board.
- (iii) Establish time, date and location of Regular Meetings of Members.

Show Planning Committee

Section 8.5 The Show Planning Committee shall:

- (i) Procure physical settings for the Corporation's shows.
- (ii) Be responsible for the settings for the shows and any setting up and cleaning up activities, obtaining workers from the membership on a volunteer basis.
- (iii) Line up a slate of entertainment for each show, generally consisting of Bluegrass Bands.
- (iv) Be responsible for adequate advertising of shows.
- (v) Be responsible for adequate sound equipment being in place in a timely manner for each show.
- (vi) Be responsible for handling Gate Admissions, paying the bands and turning over monies to the Treasurer. Count the attendance for possible analysis and review, by ticket category.

Legal Committee

Section 8.6 The Legal Committee shall:

- (i) Be responsible for ensuring that the non-profit status of the corporation is maintained.
- (ii) Review legal questions that may arise and, upon the direction of the Board of Directors, seek advice as to appropriate courses of action. This may include matters of insurance needs, contractual obligations, payment to BMI and ASCAP, forms for various governmental agencies, and other items which may arise.

ARTICLE IX

REMOVAL OF OFFICERS AND BOARD MEMBERS

Section 9.1 Any Appointed Officer, Elected Officer, or Director may be removed from office for the same reasons and by the same methods – death, resignation, or any involuntary removal due to absences, censure or willful misconduct.

Section 9.2 Whenever an Officer or Director has missed three consecutive regular club meetings, they will be subject to removal by a majority vote of concurrence at the next regular club meeting. Certain reasons for missing meetings may be excused, however, such as illness, death in the family, performing out of town in a Bluegrass Band, or other reasons as found acceptable by the membership.

Section 9.3 The Board of Directors may “censure” someone by a three-fourths majority vote. The censure shall be presented for discussion at the next Regular Meeting of Members. The Members present shall, by a majority vote, either approve or reject the censure. If it is approved, the censured person is immediately removed from office and shall be required to turn over all organization monies and other materials as soon as possible.

ARTICLE X

ORGANIZATION RECORDS

Section 10.1 Any Member of the corporation may review the records of the corporation, upon approval by either the Executive Committee or by a majority vote of Members present at a Regular Meeting of Members.

Section 10.2 Membership rosters and other records are generally regarded as private, and are not to be made available for commercial or other use outside the organization unless approved by the Board of Directors.

ARTICLE XI

RULES OF ORDER

Section 11.1 All meetings of the corporation are to be governed by the Robert Rules of Order, current edition.

ARTICLE XII
AMENDMENTS

Section 12.1 All proposed amendments to the By—Laws of this organization must be presented to the general membership at least thirty (30) days before they may be voted upon. The Members present at the next Regular Meeting of Members following the required thirty days may approve or disapprove each proposed amendment by a majority vote.

ARTICLE XIII
POLICIES

Section 13.1 A standing policy shall be maintained as prescribed by Robert’s Rules of Order, Article IX, Section 49.

ARTICLE XIV
GOVERNING DOCUMENTS

Section 14.1 The corporation shall be governed by its Articles of Incorporation and By-laws, but in any event, shall not violate the Texas Non-Profit Corporation Act or the Texas Miscellaneous Corporation Act.