

# Bylaws of the New England Folk Festival Association

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## ARTICLE I GENERAL

The New England Folk Festival Association, Inc. is a non-profit, educational and cultural organization incorporated under Massachusetts General Laws, Chapter 180, and recognized as a tax-exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code. It is commonly called NEFFA, and that name is used in these Bylaws.

## ARTICLE II OBJECTIVES

- (1) The objectives of NEFFA are:
  - (a) To preserve folk traditions in New England and elsewhere;
  - (b) To encourage the continuance and further development of a living folk culture;
  - (c) To promote and encourage high standards of quality and performance in the folk arts.
- (2) Some ways of carrying out the objectives are:
  - (a) Sponsoring an annual participatory Folk Festival, which also includes exhibits and demonstrations of various folk activities. The New England Folk Festival is the principal NEFFA event.
  - (b) Sponsoring and/or supplying support to other participatory folk events and dance series.
  - (c) Sponsoring educational programs and conferences in folk arts for leaders and participants.
  - (d) Collecting, preserving and disseminating folk material.

## ARTICLE III MEMBERS

- (1) Any interested person who supports the objectives of NEFFA is eligible for membership in NEFFA.
- (2) Classes of membership, dues, and rights of members shall be set by the Elected Board. The Elected Board may provide for non-voting members.
- (3) All members of NEFFA, other than non-voting members, are entitled to (a) receive notice of, attend, and vote at the Annual Meeting, (b) attend all Board meetings, and (c) vote in elections and on Bylaw amendments. Only voting NEFFA members may hold elective office or serve as voting members of the Executive Board.
- (4) All memberships in NEFFA expire on March 31, provided that a membership that begins after the conclusion of the annual Festival shall end on the 31st day of March next following the commencement date of the first Festival held after such person became a member; provided further that if no Festival is held within 15 months of the commencement or renewal of a membership, that membership shall expire unless extended by the Executive Board.

## ARTICLE IV OFFICERS & DIRECTORS

- (1) The Officers of NEFFA are the President, the Vice-President, the Secretary and the Treasurer. Each Officer is responsible for the duties assigned herein to said Officer, but each such Officer

- may delegate to another Officer or member of the Elected Board the actual performance of such duty assigned to said Officer.
- (2) The Officers and eight Directors are elected to two-year terms by the NEFFA members. The terms of the President, Secretary, and four Directors shall expire when the newly elected Officers and Directors take office at the close of the Annual Meeting in odd numbered years; the terms of the Vice-President, Treasurer and the other four Directors shall expire when the newly elected Officers and Directors take office at the close of the Annual Meeting in even numbered years. Newly elected Officers and Directors shall take office at the close of the Annual Meeting in the year of their election. The President, Vice-President and Directors may not serve more than two consecutive full terms.
- (3) The President shall preside at all meetings of NEFFA and of its Elected and Executive Boards. The President is the official representative of NEFFA in conducting its general affairs and carrying out and promoting its objectives. The President calls regular and special meetings of the Elected and Executive Boards, serves on all committees except the Nominating Committee, reports annually on the state of NEFFA, insures that required state and federal reports are filed and, if desired or necessary, an auditor or financial reviewer is appointed. The President shall cause the preparation of an independent audit or review to take place at least every five years, unless the Executive Board votes to waive an audit or review for a particular period.
- (4) The Vice-President performs the duties of President in the case of the death, disability or absence of, or at the request of, the President.
- (5) The Secretary keeps the minutes of all meetings of NEFFA and of its Elected and Executive Boards, circulates notice of all such meetings, and maintains the list of the members of the Boards and of all committees.
- (6) The Treasurer is the custodian of the funds received by NEFFA, acts as its disbursing officer, and keeps a record of all receipts and expenditures. The Treasurer prepares and submits periodic financial statements to the Executive Board and a complete annual financial report to the Annual Meeting. The Treasurer shall file the annual state and federal financial reports.
- (7) The Directors shall represent, as far as practical, the six New England states and the various folk activities in the area. Directors shall take an active role in the work of NEFFA. Each Director is expected to chair or be a member of a committee established by the President and/or the Executive Board or to take on other responsibility at the direction of the President or the Executive Board.

## ARTICLE V ELECTED BOARD

- (1) The Elected Board is composed of the Officers and Directors as defined in Article IV, the members of the Nominating Committee as defined in Article VIII, and the past President in the year following expiration of the presidential term.

- (2) The Elected Board establishes the Executive Board by continuing old committees in existence, establishing new committees, and confirming chairs of such committees. The Elected Board also fills vacancies in the Executive Board.
- (3) Vacancies in any elected office may be filled by the Elected Board; people selected in this way hold office until the next Annual Meeting. A vacancy in any Executive Board position may be declared, for cause, by vote of ten members of the Elected Board at a special meeting called for that purpose by the President or three members of the Elected Board; if possible, the person holding the office to be declared vacant must be given at least two weeks notice of the meeting at which time the vote is to be taken.
- (4) Decisions of the Elected Board will be made by consensus if possible, but the President may, and on request must, ask for voice vote or show of hands. If two or more members of the Elected Board request it, a secret ballot will be used. Each member of the Elected Board shall have one vote.
- (5) All Elected Board and Executive Board members shall receive notices and agenda of, and shall have the right to speak, at all Elected Board meetings; however, only members of the Elected Board are entitled to vote on business conducted at the meetings.
- (6) Meetings of the Elected Board may take place during regular meetings of the Executive Board. Agendas of such meetings shall indicate which business is Elected Board, rather than Executive Board, business. The President may call additional Elected Board meetings in accordance with the procedures of paragraph 3 above.
- (7) The quorum for the transaction of business by the Elected Board is one-third of the members of the Elected Board.
- (8) Meetings of the Elected Board are open to any member of NEFFA except those portions of meetings held in executive session.

#### **ARTICLE VI EXECUTIVE BOARD**

- (1) The Executive Board sets policy and directs the activities of NEFFA.
- (2) Voting Members of the Executive Board consist of (1) the Elected Board and (2) those appointed committee chairs who have voting status. All other committee chairs are non-voting Members of the Executive Board.
- (3) Decisions of the Executive Board will be made by consensus if possible, but the President may, and on request must, ask for voice vote or show of hands. If two or more voting Members of the Executive Board request it, a secret ballot will be used. Each voting Member of the Executive Board shall have one vote.
- (4) All Executive Board Members shall receive notices and agenda of, and shall have the right to speak at, all Executive Board meetings.
- (5) The Executive Board shall hold a regular meeting at least once every four months. The President may call additional meetings and shall call a special meeting within one month upon the written request of three Executive Board members.
- (6) The quorum for the transaction of business by the Executive Board is one-third of the voting Members of the Executive Board.
- (7) Meetings of the Executive Board are open to any member of NEFFA except those portions of meetings held in executive session.

#### **ARTICLE VII APPOINTED COMMITTEE CHAIRS AND COMMITTEES**

- (1) Most of the work of NEFFA is to be done by committee chairs and committees under the direction of the Executive Board.

- (2) The President, in consultation with the Elected Board after the Annual Meeting, shall review all existing committees and their chairs and thereafter shall propose to the Elected Board (1) termination of committees no longer needed, (2) creation of new committees if needed, and (3) continuation of existing committees, and shall nominate chairs for all committees which are to function in the future for confirmation by the Elected Board.
- (3) Chairs and committees shall have a maximum term of 16 months unless they are reappointed.
- (4) Committee Chairs who are voting members of NEFFA are voting members of the Executive Board if they choose to accept that responsibility before confirmation. Confirmed Chairs retain tenure until the next Annual Meeting unless their position is declared vacant in accordance with the provisions of Paragraph 3 of Article V.
- (5) The term "Chair", as used in the Bylaws, may refer also to other positions or titles, such as chairperson, co-chair, coordinator, advisor, or editor, so long as the incumbent has been nominated by the President to serve on the Executive Board and confirmed by the Elected Board.
- (6) Either the President or the Executive Board may create new committees or make other appointments, which appointments will not confer membership on the Executive Board without ratification of such action by the Elected Board.
- (7) Chairs shall select other members of their committees, subject to any restrictions stated by the Executive Board.
- (8) The Executive Board may establish a Policy or Steering Committee and entrust to it specific powers and duties for the operation of NEFFA. Any action taken by such a committee established hereunder must be reported to the Executive Board at the next meeting of that Board or other time designated by the Board.

#### **ARTICLE VIII NOMINATING COMMITTEE AND ELECTIONS**

- (1) The Nominating Committee shall consist of three members elected by the membership. Their terms are three years with one term expiring each year; no member is entitled to succeed himself or herself as a member of said Committee. The senior member of said Committee shall serve as its Chair.
- (2) The Nominating Committee has the principal responsibility for finding suitable candidates for each seat on the Elected Board which is, or will become, vacant. They will conduct a search for candidates and solicit suggestions from the Executive Board and the membership.
- (3) In the fall, the Chair of the Nominating Committee will direct the Nominating Committee to prepare and distribute a call to the membership, requesting suggestions for nominees. The call will state what positions on the Elected Board are to be filled in the next election, who are the incumbents in these positions, and whether or not the incumbents are eligible to succeed themselves. The call shall quote paragraph (6) below and shall state a closing date for receipt by the Chair of the names of proposed nominees by any NEFFA member.
- (4) After the closing date for proposed nominations, the Nominating Committee will tabulate the proposed nominations from NEFFA members and report them to the Executive Board, and the Executive Board may propose further nominations.
- (5) The Nominating Committee will prepare the ballot for the Annual Election with one or more candidates for each office to be filled at said Election, except that the candidates for Director may be listed as a group, rather than for individual positions.
- (6) In addition, the name of any eligible NEFFA member suggested by twenty-five or more members of NEFFA shall be included on the ballot, if such member consents thereto.

- (7) The consent of each candidate must be obtained before the name is placed on the ballot. The ballot shall not indicate the source of any nomination.
- (8) The Nominating Committee shall use voting procedures which shall protect the integrity of the election and its results.
- (9) At least four weeks before the Annual Meeting, or any Special Meeting in lieu of the Annual Meeting, the Nominating Committee shall cause a copy of the ballot to be mailed or otherwise distributed to each voting member of NEFFA. The ballot shall state a deadline for return thereof, which shall be two weeks before the aforesaid Meeting.
- (10) The votes at any election shall be counted by a board of two or more tellers appointed by the President and approved by the Executive Board. The presidential candidate receiving a majority of the votes cast shall be declared elected. If there shall be no one receiving a majority of the votes cast, the Nominating Committee shall conduct a run-off election, by mail or other distribution, in accordance with paragraphs 9 and 10 of this Article, between the two candidates who received the most votes. All other positions are filled by the candidates receiving the most votes. If there is a tie vote for any position, such tie shall be reported to those attending the Annual Meeting and a secret ballot to be cast at the Annual Meeting shall determine the election to that position.
- (11) The Tellers shall report the results of any annual election to the President and the Secretary. The Secretary shall take custody of the ballots, promptly inform the membership of the results, including announcing said results to those attending the Annual Meeting, and shall enter the results into the official record. Any challenge to the election results made by a NEFFA member within three weeks of Secretary's receipt of the ballots for such election shall be decided by the Elected Board at its next meeting following receipt by the Secretary of the challenge; provided that any challenged Elected Board Member shall not participate in the Elected Board's decision.

#### **ARTICLE IX MEETINGS OF THE MEMBERSHIP**

- (1) The Annual Meeting of NEFFA shall be held in the spring at a time and place set by the Executive Board. Notice of the meeting shall be mailed or otherwise distributed to all voting members with their ballots.
- (2) Special Meetings of the membership, including a Special Meeting in lieu of the Annual Meeting, may be called by the President or by a majority vote of the Executive Board. Members of NEFFA shall receive at least four weeks notice of the meeting and its agenda.
- (3) The quorum for the transaction of any business at the Annual Meeting or at any Special Meeting shall be twenty-five (25) voting members.
- (4) Membership meetings may consider any topic appropriate and pertinent to the objectives and goals of NEFFA and adopt advisory motions; action on behalf of NEFFA is limited to items on an agenda distributed at least two weeks before the meeting.

#### **ARTICLE X PROCEDURES**

- (1) Most NEFFA decisions should be made by consensus. If more formal procedures are necessary, these Bylaws are to be used. In matters not covered by these Bylaws, the most recent available edition of Robert's Rule of Order shall govern.
- (2) The Elected Board has final responsibility for insuring that NEFFA operates according to the Bylaws. Said Board shall interpret the Bylaws and provide for contingencies not covered in them as the need arises.

#### **ARTICLE XI FINANCES**

- (1) The income and property of NEFFA shall be used solely to promote the objectives set forth in Article II, and not for the profit of any individual.
- (2) In the event of complete liquidation of NEFFA, all funds and other property shall be used in a manner consistent with the aims and objectives stated in Article II, or transferred to a non-profit organization tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended, with similar or compatible objectives.
- (3) The fiscal year of NEFFA shall end on July 31.

#### **ARTICLE XII PERSONAL LIABILITY**

The members, directors and officers of NEFFA shall not be personally liable for any debt, liability or obligation of NEFFA. All persons, corporations or other entities extending credit to, contracting with, or having any claim against NEFFA may look only to the funds and property of NEFFA for the payment of any such contract or claim or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from NEFFA.

#### **ARTICLE XIII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

- (1) **Right to Indemnification.** To the extent legally permissible and consistent with any tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, and with the Employee Retirement Security Act of 1974, as amended, NEFFA shall indemnify and reimburse out of corporate funds any person (or the personal representative of any person) who at any time serves as a member of the Executive Board, and any employee or agent of NEFFA, whether or not then in office, against and for any and all claims and liabilities to which he or she may be or become subject to by reason of such service, and against and for all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of NEFFA. In effecting such indemnity and reimbursement, the Executive Board may enter into such agreements and make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.
- (2) **Indemnification in Advance of Final Disposition of Action.** Indemnification of the persons specified in Article XIII, Paragraph (1) herein/ may include payment by NEFFA of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under these Bylaws or under Section 6 of Chapter 180 of the General Laws of Massachusetts.
- (3) **Insurance.** NEFFA shall have the power to purchase and maintain insurance on behalf of any person who is or was an Officer, employee or other agent, or Member of the Executive Board, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not NEFFA would have the power to indemnify him or her against such liability.

- (4) No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to his or her acts or omissions which occurred at any time prior to such amendment or repeal without his or her consent.

#### **ARTICLE XIV AMENDMENTS**

- (1) Amendments to the Bylaws may be proposed by the Executive Board or by petition of twenty-five (25) or more members of NEFFA.
- (2) Amendments may be adopted by mail ballot or at the Annual Meeting or Special Meeting held in lieu thereof. Copies of the proposed amendments must be mailed or otherwise distributed to all voting members at least four weeks before the closing date for the ballots or the date of the Annual Meeting or Special Meeting in lieu thereof, depending on which method is used.
- (3) The mailing of proposed amendments to NEFFA members shall include any explanation by the sponsors of the amendments, the recommendation of the Executive Board, and the written opinions, if any, of any Executive Board Member.
- (4) The amendment shall be adopted if approved by a majority of the NEFFA members voting, either in person or by mail, as the case may be.

#### **ARTICLE XV EFFECTIVE DATE**

The effective date of these Bylaws is April 25, 2009.