



**The BY-LAWS of the
TUCSON KITCHEN MUSICIANS ASSOCIATION**

ARTICLE I-NAME

This organization shall be named: TUCSON KITCHEN MUSICIANS ASSOCIATION

ARTICLE II-PURPOSE

1. The purpose of the function of this organization shall be a membership corporation, incorporated as a non-profit corporation in compliance with and under the laws of the State of Arizona, and operated in compliance with the applicable Sections of the Internal Revenue Code of the United States of America as they pertain to the non-profit organizations.
2. The purpose of existence of this organization shall be to establish, produce and promote an annual folk festival.
3. The purpose of reason of this organization shall be to enhance cultural awareness of the folk arts in Tucson, Southern Arizona and the Southwestern region.
4. The purpose of character of this organization shall be cultural, social and educational in nature through participation of its members in fundraising events and to contribute to the benefits and efforts of local and regional musicians and folk artists.
5. The purpose of operation of this organization shall be to encourage, educate and inform its members and the community of the folk arts.
6. To serve its purpose, this organization shall be governed by these By-Laws.

ARTICLE III-MEMBERSHIP

1. Membership is open to any and all who show a desire for membership.
2. The Board of Directors may set varying levels of membership and establish the amount of annual dues for this organization, as necessary.
3. Members shall be notified when their dues become delinquent. Absence of dues payment shall cause members to lose all membership rights in this organization.
4. All members must comply fully with the rules of this organization.

Conduct of members shall be orderly during meetings. Members not conducting themselves in an orderly manner may be removed from the meeting.

ARTICLE IV-BOARD OF DIRECTORS

1. The Board of Directors shall be elected by the membership through an annual general election process.
2. The number of Directors shall be no less than seven (7) and no more than thirteen (13) established by the Board. There shall always be an odd number of Directors.
3. Term of appointment shall be for a three (3) year period. The terms of the Board of Directors shall be staggered.
4. The Board of Directors shall constitute the ruling body for this organization.
5. Any vacancy of this Board created by resignation, death, removal, disqualification or otherwise by vote of the Board of Directors shall be filled by appointment.
6. Any appointment to the Board of Directors for reason for vacancy shall be made through the Board of Directors.

ARTICLE V-OFFICERS OF THE BOARD OF DIRECTORS

1. The officers of this organization shall be a President, one or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary and a Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, by the Board of Directors. The same person, except the offices of President and Secretary, may hold any two or more offices.
2. The officers of this organization shall be appointed by the Board of Directors for a term of one (1) year. The regular election of officers will take place at the Board of Directors meeting immediately following the Annual Membership Meeting, but the election of officers may be held at any other meetings of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified.
3. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of this organization would be served; thereby, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
4. A vacancy of any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
5. The President shall be the principal executive officer of this organization and subject to the control of the Board of Directors, shall supervise all of the business and affairs of this organization, the performance of all of its other officers of their respective duties; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at all meetings of the members and the Board of Directors. In the absence of the President, the Vice-President shall conduct the meeting. Should the absence of both the President and Vice-President occur, the meeting shall be conducted by the Secretary.
6. The Treasurer shall have charge and custody of and be made responsible for all funds and securities of the corporation, receive and give receipts for monies due and

payable to this organization from any source whatsoever, and deposit all such monies in the name of this organization in such banks, trust companies or other depositories as shall be selected; and, in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned him/her by the President or by the Board of Directors. The Treasurer shall sign all checks for this organization with the approval of the expense by the officers of this organization. The Board of Directors shall designate one additional officer (other than the President) with authority to sign checks in the absence of the Treasurer.

7. The Secretary shall record the minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given, be custodian of organizational records, keep a record of the contact information of each member which shall be furnished to the Secretary by such member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned him/her by the President or by the Board of Directors.

8. The officers shall conduct the business of this organization, however, any matters involving policy or an expenditure above \$250.00 must have the pre-approval of the Board of Directors. Payments to a third party onsite at TKMA events may be issued by the Treasurer without pre-approval. Officers may conduct business in person or by the delegation to a committee, provided the establishment of any committee meets the approval of the Board of Directors and the officers; remaining fully responsible for any duty or duties delegated to a committee.

9. Officers may serve more than one (1) term.

ARTICLE VI-COMMITTEES

1. Committees shall be appointed by the President to perform such duties as assigned.
2. The President shall be a member ex-officio of all committees.
3. Any committee vacancy created by resignation, death or expulsion, by vote of the Board of Directors, shall be filled by further appointment by the President.
4. The term of all committees with the term of the President.

ARTICLE VII-FISCAL YEAR OF THE ORGANIZATION

1. The fiscal year of this organization shall begin on January 1 each year and shall end December 31 of the same year.

ARTICLE VIII-MEETINGS

1. The Board of Director meetings of this organization shall be held monthly unless voted otherwise by the Board of Directors.
2. The Annual Membership Meeting shall be held in July for the purpose of electing Directors, for receiving reports of Officers, Directors, and committees and for other purposes.
3. Special meetings may be called by the President or by the Board of Directors. The

purpose of the meeting shall be so stated.

4. All meetings of this organization shall be conducted in accordance with Robert's Rules of Order administered by the Secretary.
5. A quorum shall be defined as all members in attendance at an announced meeting and must include a majority of the Board of Directors.

ARTICLE IX-AMENDMENT OF BY-LAWS

1. Adoption of the By-Laws shall be by a two-thirds majority of the Board of Directors.
2. These By-Laws may be amended, altered or repealed at a stated meeting of the Board of Directors by a two-thirds majority of the Board of Directors provided that the proposed amendment, alteration or repeal shall have been presented in writing at the previous stated meeting.

ARTICLE X-ORGANIZATIONAL ASSETS, ACTIVITIES & PURPOSE

1. No part of this organization's assets or net earnings may be used for the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to this organization.
2. Upon dissolution, the assets of this organization shall be distributed to Folk Alliance International or to another non-profit organization that is exempt under Section 501(c)(3) of the Internal Revenue Code.
3. This 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 the 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.
4. It is intended that this organization shall be entitled to exemption from 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.
5. This organization subscribes to the general purposes of The Folk Alliance International.

(Revised: September 12, 2016)