

DELAWARE FRIENDS OF FOLK
BY LAWS
(revised February 2003)

- 1. Name and Office:** The name of this organization is Delaware Friends of Folk (DFF). DFF is a non-profit organization operating under guidelines established in this document. The principal office of this organization shall be in Kent County of the State of Delaware at the mailing address of the Secretary:

Delaware Friend of Folk
P. O. Box 1006
Dover, DE 19903-1006

- 2. Mission / Objectives:** The primary purpose of DFF is the support of folk music and folk musicians on the Delmarva peninsula and the Mid-Atlantic area of the United States. The second purpose of DFF is the support of folk music, arts, crafts, traditions, and skills to further self-reliant life styles and folk ways.
- 3. Membership:** Membership is open to all, regardless of age, race, gender, national origin, ethnicity, or religious beliefs, who agree with the objectives of DFF and pay the required fees and dues. The Board of Directors (Board) may set different levels of membership, membership initiation fees and annual dues. Membership could include a group called "lifetime members" or "charter members", each with it's own unique initiation fees and annual dues. All members, regardless of level, except corporate or business members, are entitled to attend meetings of the general membership, and to one vote on all questions coming before the general membership.
- 4. Meetings of the General Membership:** An annual meeting of the general membership will be held each calendar year before December 31 and no more than 90 days after the 'Delmarva Folk Festival'. The purpose of this meeting is to transact any necessary business, including the election of officers and Board of Directors members. Notice of annual meeting date, time, location, and agenda shall be listed in the newsletter in addition to being announced and posted at the 'Delmarva Folk Festival'. Other meetings may be called and noticed by mail to all members by the Board as needed. The Chairman shall preside at all meetings of the general membership and the Board shall set the agenda for the meetings. Written requests signed by any ten members in good standing shall be included in the agenda.
- 5. Dues and charges:** The initiation fees, annual dues, and fees for single sessions, special events, workshops, and enrollment for a series are to be set by the Board. Annual dues are payable on a calendar year basis. A member in good standing is a member who has affirmed his/her agreement with objectives of DFF and paid their dues no later than August 31 of the calendar year. Dues

paid after September 1 may be applied to the next calendar year at the member's option.

- 6. Management of Delaware Friends of Folk:** The DFF shall be managed by a Board of Directors consisting of nine (9) at-large voting members. Each director and officer of the board shall be a member in good standing.
- a. Election and terms: Board members will stand for election every two years to serve a two-year consecutive term. Even-numbered board members will stand for election in even-numbered years and odd-numbered board members will stand for election in odd-numbered years.
 - b. Duties: In general, all Board members have a fiduciary duty to conduct business of DFF in a self-sufficient manner consistent with the objectives of DFF. Members should lend their expertise, vision, and foresight to the organization through regular attendance and participation at Board meetings. Duties also include establishment of an annual budget for the monthly Coffeehouse performances and related expenses.
 - c. Meeting attendance: Board members are expected to attend 50% of all meetings. If attendance is less than 50%, the member will not be eligible for re-election except by act of the majority of the Board.
 - d. Chairman duties: The Chairman is the official spokesperson for DFF. It is the Chairman's specific duty to communicate with members and the public about the objectives of DFF and events planned to achieve those objectives. Another member of the Board should be designated to act as DFF spokesperson when the Chairman is not available.
 - e. Vacancies: Vacancies occurring in the Board for any reason, including resignation, death, or removal, may be filled by vote of the Board for the remainder of the calendar year, or left vacant until the next general election. The vacancy will be filled by vote of the membership at the next annual meeting for the remainder of term specified for that position.
 - f. Removal: Board members may be suspended from DFF duties by a majority vote of the Board. A suspended member of the Board shall be placed before a special meeting of the membership for a removal vote within 60 days. The Board will publish the causes(s) for suspension to the membership prior to the special meeting. A simple majority of all members in good standing at the special meeting is required to remove a Board member. Failing a removal vote, the board member will be reinstated to full duty. No Board member will be subject to suspension more than once in any calendar year.
 - g. Quorum of Directors and Actions of the Board: Five members of the Board constitutes a quorum. Each Director present shall have one (1) vote; no

proxy or absentee voting is permitted. Board action by polling requires the Secretary to contact all Board members in person, by phone, or by e-mail with a written record of the poll being presented at the following Board meeting.

7. **Standing Committees:** The DFF Board has the authority to establish permanent or temporary committees. Committees that could be established are, but are not limited to, Budget committee, Facilities committee, Program committee, Delmarva Folk Festival Oversight committee, and Publicity committee. Each committee will have a manager who presides over meetings. The manager will communicate and coordinate the activities of the committee with the Board and with the approval of the Chairman. These committees are working committees charged with carrying out the objectives of DFF as instructed by the Board.
8. **Other officers:** DFF has need for qualified individuals to help accomplish the stated objectives. The following officers are required.
 - a. Chairman of the Board:

Duties: Chief executive officer, presides over all board meetings, exercised day to day authority for decisions within the policies formulated by the board and is responsible for supervision of officers and managers.

Qualifications: Must be a member of the Board.

Term of office: Serves at the will of the Board. The Board will keep this office filled at all times with the incumbent serving until a new chairman is selected and takes office.

Election: Any Board member may call for the election of a new chairman by nominating a new candidate at any properly called Board meeting.
 - b. Secretary

Duties: The Secretary is the recording officer, attends and records all board meetings, Board polls, and meetings of the general membership. The Secretary conducts the tally of all votes for elections and keeps a record of the results. The Secretary publishes notices and agendas for meetings of the Board and membership. The secretary shall obtain all necessary permits and licenses, file any required reports to government agencies including taxing authorities. The secretary is the custodian of all DFF records and documents. The secretary is responsible for final review of all public statements and notices for consistency with official Board actions and policies and general correspondence.

Qualifications: Will be appointed by the Board.

Term of Office: Serves at the will of the Board. The Board will keep this office filled at all times with the incumbent serving until the new secretary is elected and takes office.

Election: Any Board member may call for the election of a new secretary by nominating a new candidate at any properly called Board meeting.
 - c. Treasurer

Duties: The treasurer is the custodian of all DFF assets and is responsible for their safekeeping. The treasurer shall tender a report on the condition of DFF assets to the Board at each Board meeting and attends meetings whenever possible. The treasurer is responsible for collection of dues and charges, disbursement of fees to musicians, and for payment of authorized expenses. The treasurer files financial statements of operation and individual events with the secretary as required by the Board.

Qualifications: Will be appointed by the Board.

Term of Office: Serves at the will of the Board. The Board will keep this office filled at all times with the incumbent serving until the new treasurer is elected and takes office.

Election: Any Board member may call for the election of a new treasurer by nominating a new candidate at any properly called Board meeting.

9. **Compensation:** Board members, with exception of the Chairman and committee managers, shall receive no compensation beyond out-of-pocket expenses. The Chairman and committee managers shall not be compensated for their participation on the Board, but will be eligible for compensation as committee managers and the chief executive. Officers and managers are eligible for compensation if the Board approves a budget that includes such expenditures and the funds are available. All other obligations of DFF must be paid before any funds are distributed as compensation to officers elected by the Board.
10. **Amendments:** These by-laws may be amended by a majority vote of the Board. Amendments may be proposed, in writing, by any member of the organization to any member of the Board. Proposed amendments to the by-laws will be publicized to the general membership and all will be allowed until the following meeting to comment.
11. **Rules of Order:** Insofar as is possible, meetings shall be conducted according to Robert's Rules of Order.
12. **Dissolution of the Organization:** The organization shall not dissolve except by Board action. All obligations of DFF shall be paid first and any remaining assets will be distributed. The remaining assets will not be distributed to or for the benefit of any member. Recipients must be non-profit, tax-exempt organizations, recommended by the Board and approved by the membership.
13. **Compliance with Internal Revenue Code:**
 - a. No part of the organization's assets or net earnings may inure to the benefit of any individual. This provision does not preclude the payment of reasonable amounts for good and services provided to the organization.
 - b. Upon dissolution, the assets of the organization shall be distributed to The North American Folk Music and Dance Alliance, Inc., as recommended by the

Board and approved by the membership, or to another nonprofit organization that is exempt under section 501(c)3 of the Internal Revenue Code.

- c.** 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.
- d.** It is intended that the organization shall be entitled to exemption from federal income tax under 501(c)(3) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.
- e.** The organization subscribes to the general purposes of The North American Folk Music and Dance Alliance, Inc.