

**THE BYLAWS
OF THE
FIDDLERS OF THE GENESEE,
INCORPORATED**

Approved by the Board of Directors
July 10, 2001

THE BY-LAWS
OF THE
FIDDLERS OF THE GENESEE,
INCORPORATED
TABLE OF CONTENTS

| <u>Article and Content</u> | <u>Page</u> |
|---|--------------------|
| Name and Offices (Article I) | 3 |
| Purpose (Article II) | 3 |
| Membership (Article III) | 4 |
| Meetings of the Membership (Article IV) | 5 |
| Directors (Article V) | 6 |
| Meetings of Directors (Article VI) | 7 |
| Officers (Article VII) | 8 |
| Advisory Board (Article VIII) | 10 |
| Elections (Article IX) | 11 |
| Annual Report of Directors (Article X) | 12 |
| Notices (Article XI) | 13 |
| Amendments (Article XII) | 13 |
| Corporate Dissolution (Article XIII) | 13 |
| General Provisions (Article XIV) | 13 |
| Exceptions (Article XV) | 14 |

THE BY-LAWS
OF THE
FIDDLERS OF THE GENESEE,
INCORPORATED

ARTICLE I
Name and Offices

- Section 1. The name of the corporation is Fiddlers of the Genesee (or “FOG”).
- Section 2. The principal office shall be located at such place within the State of New York as shall be designated in the certificate of incorporation, as amended from time to time. As of the date of adoption of these by-laws, the principal office shall be in the County of Monroe and State of New York.
- Section 3. The corporation may also have offices and places of business at such other places, within or without the State of New York, as the board of directors may from time to time determine or the business of the corporation may require.
- Section 4. The official publication of the corporation shall be a newsletter, which shall be published at regular intervals to be determined by the board of directors. Each individual member and each family holding a family membership shall receive a copy of the newsletter by e-mail when that is agreeable, or otherwise by United States mail.

ARTICLE II
Purpose

- Section 1. The corporation is a not-for-profit corporation dedicated to bringing together people for the purpose of stimulating, preserving and promoting the tradition of “Old Time Fiddling” in the Genesee River area of New York State and to play a variety of fiddle music, with emphasis on the following:
- a. musical participation,
 - b. non-competitive fellowship,
 - c. encouragement of musical development,
 - d. acoustic instrumentation,
 - e. education of members and the public about old time fiddling.

ARTICLE III

Membership

Section 1. The corporation shall have three classes of members entitling individuals to exercise voting privileges and to hold corporation offices.

a. Individual

An individual membership may be granted to any individual of at least 18 years of age.

b. Family

A family membership may be granted to one or two adults over the age of 18, together with their legal dependents (under age 18).

c. Honorary

The board of directors shall have power to grant honorary memberships to individuals.

i. Honorary members shall have all the privileges of an individual membership.

ii. Honorary members shall be exempt from corporation dues.

iii. Honorary memberships shall continue for life unless revoked by subsequent action of the board of directors.

Section 2. Dues, as determined by the board of directors, shall be required of all memberships except honorary memberships.

Section 3. A list of current members shall be maintained by the corporation.

Section 4. Revocation of Membership:

a. The board of directors shall have the power to revoke membership in the corporation for cause. Cause for revocation of membership shall include the following:

i. non-payment of dues,

ii. actions or behavior deemed detrimental to the corporation.

b. Revocation of membership for cause other than non-payment of dues shall require a confirming vote of two-thirds (2/3) of the corporation members present at a corporation meeting in which the issue is considered. Memberships so revoked may be reinstated by vote of the

board of directors and a confirming vote of the corporation members present at the meeting in which the issue is considered.

ARTICLE IV

Meetings of the Membership

- Section 1. There shall be an annual meeting of the members of the corporation for purpose of election of officers and directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting. The annual meeting shall be held at such place, date and time as the board of directors shall determine.
- Section 2. Written notice of the place, date and time of the annual meeting shall be given to each member not less than fourteen (14) nor more than fifty (50) days prior to the meeting as specified in Article XI.
- Section 3. The board of directors shall have the power to schedule additional meetings of the membership. Notice of the place, date, time and purpose of such meeting, as specified in Section 2 of this article, shall be provided to the membership.
- Section 4. A special meeting of the membership shall be called by the president at the written request of twenty five (25) percent of the members of the corporation. Such request shall state the purpose of the proposed meeting. The meeting shall be held within forty five (45) days of receipt of the written request, following notice to the membership as specified in Section 2 of this article.
- Section 5. All meetings of the membership shall be presided over by the president or a board member designated by the president. In cases of procedural dispute, business shall be conducted according to Robert's Rules of Order.
- Section 6. A quorum for transaction of business at any meeting of the membership shall be ten (10) percent of the membership of the corporation or ten (10) members, whichever number is greater.
- Section 7. Except as specified otherwise in these by-laws, all votes at meetings of the membership shall be considered carried by simple majority of those members present qualified to vote. Each individual member shall be entitled to one (1) vote. Each adult within a family membership shall be entitled to one (1) vote. No person shall be permitted at any time to cast a vote by proxy or absentee ballot.

ARTICLE V

Directors

- Section 1. The corporation shall be governed by a board of directors which shall manage the business of the corporation as hereinafter provided in Section 6. The directors shall be elected from and by the membership as hereinafter provided in Article IX.
- Section 2. The number of directors which shall constitute the whole board shall not be less than nine (9), nor more than fifteen (15). The initial board shall consist of the three (3) directors named in the certificate of incorporation. Within the limits above specified, the number of directors shall be determined by resolution of the board of directors, adopted by vote of a majority of the entire board.
- Section 3. The initial board shall have the power to appoint individuals to serve as interim directors until the first annual meeting. Thereafter directors shall be elected at the annual meeting of the membership. Each director shall be elected and shall serve until the qualification of successor directors elected at the next annual meeting of the membership, unless earlier removed as provided in Section 7 hereof.
- Section 4. Each director shall be at least nineteen (19) years of age upon election and be a member of good standing of the corporation.
- Section 5 Four of the directors shall be the corporation's elected officers, the president, vice-president, secretary and treasurer, and shall serve for a one (1) year term. The remainder of the directors shall be elected from the active membership of the corporation. At the first meeting of the initial board, directors appointed who are not officers shall be divided as equally as may be into two (2) classes. The terms of the first class shall expire as a consequence of the election of board members at the first annual meeting following incorporation. The terms of the second class shall expire as a consequence of election of board members at the second annual meeting following incorporation. Each director other than an officer who is elected at an annual meeting shall be elected for a two (2) year term.
- Section 6 The business of the corporation shall be managed by its board of directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by statute or by the certificate of incorporation or by these by-laws, including all those powers and acts which applicable statutes or the certificate of incorporation or these by-laws might otherwise require to be exercised or done by members of a not-for-profit corporation.

Section 7. Any director, including an officer of the corporation may be removed from office with or without cause at any time, by the vote of two-thirds of the members present at a meeting of the membership. Notification of this proposed action shall be provided to the membership as specified in Article IV, Section 2.

Section 8. Any vacancy or vacancies among the board for any reason may be filled by a vote of two-thirds of the membership present at a business meeting of the membership or by appointment of any qualified person by a majority vote of the remaining directors in office. A director elected or appointed to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business and until his successor is elected or appointed and qualified.

ARTICLE VI

Meetings of Directors

Section 1. The board of directors shall meet regularly, as determined by the board, in order to transact the business of the corporation.

Section 2. The president shall serve as chairman of the board.

Section 3. Special meetings of the board for any purpose may be called by the president on two (2) days written notice as specified in Article XI. Such notice shall specify the place, date and time of the meeting and the purpose for which it is called.

Section 4. Upon the written request of any three (3) directors, the president shall call a special meeting as specified in Section 3. Such a meeting shall be called within ten (10) days of the receipt of the request. Written notice of the place, date and time of the meeting and the purpose or purposes for which it is called shall be given to each director.

Section 5. At all meetings of the board, except as otherwise provided by law as to certain transactions, a majority of the total number of the board shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at the time of the vote, if a quorum is present at the time, shall be the act of the board of directors. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place provided that notice as specified in Section 3 is made to all directors not present at the time of adjournment.

Section 6. Each director present at a meeting of the board shall be entitled to one (1) vote on each matter submitted to a vote of directors. Votes by directors may not be cast by proxy.

- Section 7. Minutes of transactions at all meetings of the board shall be maintained by the secretary.
- Section 8. Notwithstanding any requirement in these by-laws, notice of a meeting of directors need not be given to any director who submits a signed waiver of notice. Neither shall any director who attends a meeting without protesting, prior thereto or at its commencement, lack of adequate notice to him or her have any basis for subsequent protest in this regard.
- Section 9. Meetings of the board shall not be open automatically to the general membership. However, the board shall be responsible for providing to the membership a general accounting of the nature and purport of any business conducted at a meeting of the board via the newsletter or other means.
- Section 10 Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee.

ARTICLE VII

Officers

- Section 1. The officers of the corporation shall be elected by the corporate membership at its annual meeting and shall be a president, a vice-president, a secretary and a treasurer. The board of directors may also appoint one or more assistant secretaries and assistant treasurers. An assistant secretary or assistant treasurer shall not, by virtue of such appointment, become a director of the corporation.
- Section 2. The board may appoint other agents as it shall deem necessary, who shall hold their positions for such terms, and shall exercise such powers and perform such duties, as shall be determined from time to time by the board.
- Section 3. Officers' Terms.
- i. The officers of the corporation shall hold office until the qualification of successor officers elected at the next annual meeting of the membership, unless earlier removed as provided in Article V, Section 7.
 - ii. When circumstances delay the corporation's annual election of officers, the officers currently serving shall, if so willing, remain in office until the elections are held.

- iii. When circumstances delay any newly-elected officer from assuming office for up to one (1) month following the first meeting of the new board, the corresponding officer shall continue to serve until the newly-elected officer takes office.

Section 4. Titles and Duties of officers

a. President:

- i. The president shall preside at meetings of the membership.
- ii. The president shall be the chairman of the board of directors and as such shall preside at meetings of the board, and shall perform such other duties as the board shall from time to time determine.
- iii. The president shall have general and active management of the corporation, and shall see that orders and resolutions of the board are carried into effect.
- iii. The president shall execute contracts requiring affixing of the seal of the corporation, except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

b. Vice-president:

- i. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors shall prescribe.

c. Secretary:

- i. The secretary shall attend all meetings of the corporation and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required.
- ii. The secretary shall give, or cause to be given, notice of all meetings of the corporation, and shall perform such other duties as may be prescribed by the board of

directors or president.

- iii. The secretary shall keep in safe custody the seal of the corporation and, when authorized by the board, affix the same to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer.
- iv. The secretary shall read the minutes of previous meetings at all formal corporation meetings, process all corporation membership registrations, maintain the list of corporate members, and maintain the list of agents appointed by the board.

d. Treasurer:

- i. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.
- ii. The treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the corporation.
- iii. The treasurer shall be responsible for the prompt preparation and submission of all financial forms required by governmental agencies.

ARTICLE VIII
Advisory Board

Section 1. The board of directors may establish an advisory board, to consist of not more than five (5) persons at any one time. The advisory board may be abolished and re-established by the board of directors from time to time.

Section 2. Members of the advisory board shall be designated by the president with the approval of the board of directors and shall be subject to removal at any time, with or without cause, by the board of directors. They shall serve as

members of the advisory board from the time of their designation until resignation submitted to the board of directors, removal, disqualification or death.

Section 3. Members of the advisory board shall serve in the sole capacity of consultants to the board of directors and shall not be in the employ of the corporation in any other capacity. They shall be qualified to attend meetings of the board of directors, but shall have no voting or other power in the management of the corporation. They may be given the same notice of any meeting of directors as that given to directors, but the failure to give such notice of a meeting to a member of the advisory board shall not be deemed a defect invalidating the particular meeting of directors.

Section 4. An individual need not be a member of the corporation in order to serve on the advisory board.

Section 5. Members of the advisory board may be compensated for service to the corporation as provided in Article XIV, Section 2(c) of these by-laws.

ARTICLE IX

Elections

Section 1. Election to open positions on the board of directors (officers and other directors) shall be held at the annual meeting of the membership designated in Article IV, Section 1.

Section 2. Procedures for the election shall be as follows:

- a. There shall be a nominating committee consisting of three (3) to five (5) members. Not more than fifty (50) percent of the committee shall be members of the current board of directors. This committee shall be appointed by majority vote of the board of directors. The nominating committee shall compose a slate of prospective board members consisting of at least one individual qualified and willing to run for each open position. Membership on the nominating committee shall not preclude appearance on the slate constructed by the committee.
- b. The slate of nominees composed by the nominating committee shall be published to the membership at least fifteen (15) days prior to the date of the annual meeting.
- c. Nominations from the floor shall be accepted at the annual meeting after presentation of the formal slate of nominees as prepared by the nominating committee.

- d. Elections shall be conducted by secret written ballot at the annual meeting.
- e. A simple majority of the votes cast for an office shall be required for election to that position.
- f. Open positions on the board other than officers' positions shall be filled by those individuals receiving the largest number of votes for such position.

Section 3. The new board shall assume duties at an organizational board meeting to be held within sixty (60) days of the election.

ARTICLE X

Annual Report of Directors

Section 1. At the annual meeting of the membership, the president and the treasurer shall present a report, verified by the president and treasurer, or certified by an independent public or certified public accountant or a firm of such accountants selected by the board, showing in appropriate detail the following:

- a. The assets and liabilities of the corporation.
- b. The principal changes in assets and liabilities during the year immediately preceding the date of the report.
- c. The revenue or receipts of the corporation during said fiscal period.
- d. The expenses or disbursements of the corporation during said fiscal period.
- e. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement as to where the names and places of residence of the current members may be found.

Section 2. The annual report of directors shall be filed with the records of the corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

ARTICLE XI

Notice

- Section 1. Whenever written notice is required to be given in these by-laws, such notice shall be deemed sufficient if delivered within the stipulated time by any of the following methods:
- a) personal delivery;
 - b) United States mail addressed to the individual at his or her address as it appears in the records of the corporation;
 - c) electronic mail sent to the individual's e-mail address as it appears in the records of the corporation;
 - d) inclusion in the newsletter distributed as stipulated in Article I, Section 4.

ARTICLE XII

Amendments

- Section 1. Any of these by-laws may be repealed or amended and further by-laws may be adopted only by the vote of two-thirds of the members present and eligible to vote at an official meeting of the membership. Notice of the meeting and text of the proposed change in by-laws shall be published to the membership at least fifteen (15) days but not more than sixty (60) days prior to the meeting.

ARTICLE XIII

Corporate Dissolution

- Section 1. The corporation may dissolve and disperse after a confirming vote of at least two-thirds of the eligible voting members of the corporation.
- Section 2. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue code Section 501 (c) 3 or corresponding provisions of any subsequent Federal tax laws, or as otherwise provided in the certificate of incorporation. Specific distribution of the assets and property shall be decided by the board of directors.

ARTICLE XIV

General Provisions

- Section 1. The corporation name "Fiddlers of the Genesee" or its initials, "FOG" shall not be used for any purpose without prior approval of the membership or the board of directors.

Section 2. Compensation

- a. Except as hereinafter provided, officers or other directors, as such, shall not receive any stated salary for their services.
- b. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.
- c. Members of special or standing committees of the corporation or members of the advisory board may be compensated for their services on such basis (annual or otherwise) and in such amounts as may be determined by the board of directors.
- d. No loans shall be made by the corporation to any individual.
- e. All donations made to the corporation must be used for the benefit of the corporation, not for the benefit of individual members.

Section 3. The fiscal year of the corporation shall be determined by resolution of the board of directors.

Section 4. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words, "New York". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 5. Policies and standard practices governing day to day operation of the corporation shall be established by the board of directors. Formal record shall be kept of all such established policies and practices and shall be made available to members upon request. Such policies may be amended from time to time by the board of directors. Members shall be notified of any modification of existing policy decided upon by the board.

Section 6. Expenditure by the corporation for any single purpose in excess of \$2000.00 in valuation shall receive prior approval of the membership.

ARTICLE XV
Exceptions

Section 1. If any provision of these by-laws is deemed invalid due to conflict with the laws of the State of New York or other applicable statutes, the remaining by-laws shall not be invalidated thereby.