

**BYLAWS OF THE WINLOCK ACOUSTIC MUSIC ASSOCIATION (WAMA)
A WASHINGTON NON-PROFIT CORPORATION
Adopted January, 2010; As Amended November, 2010**

INTRODUCTION

This document describes the structure and overall operation of the Winlock Acoustic Music Association/WAMA (also referred to herein as the Corporation). It is primarily intended to provide a framework for business operations and to satisfy legal requirements. Other documents adopted by the WAMA Board of Directors (Charter, Mission Statement, etc.) further describe WAMA's goals, specific objectives, and operating procedures.

ARTICLE 1 - Business Office

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| Section 1 | PRINCIPAL OFFICE: The principle office of the Corporation shall be located in the state of Washington, at the place of residence of the President, or if there be none, the place of residence of the Secretary. |
| Section 2 | CHANGE OF ADDRESS: The Board of Directors may change the designated location of the principal office. |
| Section 3 | OTHER OFFICES: The Corporation may also have offices at such other places where it is qualified to do business, as its business and activities may require, as designated by the Board of Directors. |
| Section 4 | CORPORATE AGENT: The Board of Directors designates the Secretary as the Registered Agent of the Corporation. |

ARTICLE 2 - Nonprofit Purpose

Section 1

IRC SECTION 501(c)(3) PURPOSE: The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations in Section 501(c)(3) of the Internal Revenue Code.

Section 2

SPECIFIC OBJECTIVES AND PURPOSES: The primary objective of the Corporation shall be to promote and encourage the development, performance and preservation of acoustic music.

ARTICLE 3 - Non-Discrimination Policy

Section 1

The Corporation shall not discriminate in any programs or activities on the basis of race, national origin, color, creed, religion, sex, martial status, age, veteran status, sexual orientation, or disability.

ARTICLE 4 - Membership and Fees

Section 1

CLASSES OF MEMBERSHIP: The Board of Directors shall have the authority to establish classes of membership and set subscription fees.

Section 2

MEMBERSHIP VOTES: Each membership is entitled to one vote at general meetings of the Corporation, regardless of the number of individuals included in such membership.

Section 3

REVOCATION: The Board of Directors shall have the power to revoke the membership of any individual or organization whose participation in the Corporation is determined by the board to be detrimental to the purposes set forth in Article 2 of these Bylaws.

ARTICLE 5 - General Meetings

- Section 1 ANNUAL MEETING: An annual meeting of the Corporation shall be held each year concurrent with the December Holiday Potluck or at another time and place selected by the Board of Directors.
- Section 2 OTHER GENERAL MEETINGS: A general meeting of the membership of the Corporation may be called by the Board of Directors at any time. A general meeting shall also be called by the Board upon written petition of TEN PERCENT (10%) of the members of the Corporation.
- Section 3 QUORUM: TEN PERCENT (10%) of members shall constitute a quorum at any general meeting of the Corporation for the purpose of conducting business.
- Section 4 NOTICE: Notice of the date, time, and place of all general meetings shall be mailed or Emailed to all members at least FIFTEEN (15) days in advance of such meetings.

ARTICLE 6 – Officers and Board of Directors

Section 1

NUMBER AND TERM OF ELECTED DIRECTORS: The Board of Directors will consist of four officers (President, Vice President, Secretary and Treasurer) and three (3) Directors and all shall be elected by the membership of the Corporation. Officers and Directors elected by the membership shall hold office for a term of TWO (2) consecutive years. The term of the President, Secretary and two (2) Directors (Directors #1 and #3) shall expire in even numbered years. The term of the Vice President, Treasurer and one (1) Director (Director #2) shall expire in odd numbered years. No Officer or Director shall be personally liable to the Corporation or to its members for any debts or damages incurred by the Corporation.

Section 2

NOMINATION AND ELECTION OF DIRECTORS: Elections to fill vacancies on the Board of Directors shall be held in the month of December. The Board shall solicit nominations prior to the election. Any individual member may become a candidate by submitting a written request to the Board of Directors at least THIRTY (30) days prior to the election. Ballots for such election will be distributed to the membership by mail or Email a minimum of FIFTEEN (15) days before the election date. All candidates shall be listed on one ballot, and the candidates receiving the greatest number of votes shall be elected. To be considered for election, individuals must be members of WAMA. If a candidate has no opposition, that candidate is automatically appointed. If all candidates are unopposed in any year, all will be appointed and no balloting is necessary.

Section 3

MEETINGS: The Board of Directors shall meet at times and places set at the discretion of the Board. Special meetings of the Board may be called at any reasonable time by the

President or any three Directors.

Section 4

MEETING NOTICE: The Secretary shall give notice by mail, Email, telephone, or in person of all meetings of the Board to each Director at least SEVEN (7) days before each meeting. The time and place of regular meetings of the Board shall also be made available to the general membership.

Section 5

QUORUM AND PROXIES: Unless otherwise designated in these bylaws, a simple majority of the Board of Directors shall constitute a quorum to conduct the business of the Corporation. A Board member who is unable to be present at a meeting may substitute a proxy vote on a specific issue. Such proxies shall be submitted to the President or Secretary in writing, by facsimile transmission, or by Email, and will count toward a quorum on the particular issue covered by the proxy.

Section 6

ATTENDANCE: Three consecutive absences by a Director from Board meetings without an excuse deemed valid by the Board shall be construed as a resignation.

Section 7

REMOVAL FROM OFFICE: A Director may be removed from office by a unanimous vote of a quorum of the Directors.

Section 8

VACANCIES: Vacancies on the Board of Directors resulting from the death, resignation, or removal of a Director shall be filled at the next meeting of the Board of Directors following such vacancy. Such appointments shall be by majority of vote of the Board, and will be effective until expiration of the term of office of the replaced Director.

Section 9

PAST PRESIDENT: The immediate past President of the Corporation, if not otherwise a member of the Board, shall serve as a Director for one year following the expiration of his or her term of office as President.

Section 10

DUTIES OF PRESIDENT: The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the affairs of the Corporation and the activities of the Officers. The President shall chair all meetings of the Board of Directors and general meetings, and perform other duties as required by the Board of Directors.

Section 11

DUTIES OF THE VICE PRESIDENT: In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform all duties of the President.

Section 12

DUTIES OF THE SECRETARY: The Secretary shall:

- (a) Record and keep minutes of all general meetings, meetings of the Board of Directors and if requested, minutes of committee meetings. Meeting minutes shall include the time and place of holding, attendees, and proceeding.
- (b) Be custodian of the records and seal of the Corporation, including the Articles of Incorporation and Bylaws.
- (c) Maintain archives of correspondence and legal documents resulting from the business of the Corporation as required by law and as directed by the Board of Directors.

DUTIES OF THE TREASURER: The Treasurer shall:

- (a) Have charge and custody of all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors.
- (b) Receive and give receipt for any funds paid to the Corporation.
- (c) Disburse the funds of the Corporation as directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep adequate and correct accounts of the Corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Exhibit at any reasonable time the financial records of the Corporation to any Director upon request.
- (f) Report to the Board of Directors as requested on the financial transactions and condition of the Corporation.
- (g) Prepare financial statements for any required reports and, if necessary, arrange for certification of the financial reports of the Corporation.
- (h) Prepare an annual report summarizing the financial condition of the Corporation, including sources of income and categories of expenses, and make such summary available to the general membership.
- (i) Maintain archives of the financial records of the Corporation as required by law and as directed by the Board of Directors.

Section 13

DUTIES OF OTHER OFFICERS: The Board of Directors shall specify the duties of any officers elected in addition to those described

Section 14

above. Any Officer whose duties include the receipt and disbursement of funds shall be subject to the same requirements as the Treasurer in the handling of such funds.

ARTICLE 7 – Committees

- Section 1 APPOINTMENT: The President, with the approval of the Board of Directors, may authorize the appointment and define duties of such committees as necessary to carry out the business of the Corporation. The President shall appoint the Chair of each committee.
- Section 2 DUTY OF COMMITTEE CHAIR: The Chair of each committee shall report to the Board of Directors as requested on committee proceedings. A committee Chair may designate a member of the committee to represent the committee at Board meetings.
- Section 3 DURATION: The duration of committee appointments shall be at the will of the President and Board of Directors.
- Section 4 POWERS: No committee or and member thereof shall take or make public any action or resolution, or in any way commit the Corporation on any matter of policy or matters of general public interest without having first received specific approval or instructions from the Board of Directors. No committee or member thereof shall commit the Corporation to any legal or financial obligation without prior approval of the Board of Directors.

ARTICLE 8 – Finances

Section 1

SOURCES: Sources of the funds for the operation of the Corporation shall include, not be limited to, subscription fees, proceeds of events sponsored by the Corporation, voluntary contributions, and grants and contributions from organizations or other sources whose purposes and functions are in harmony with the purpose of the Corporation. Voluntary contributions other than subscription fees shall not entitle that contributor to voting rights.

Section 2

DEPOSITS AND WITHDRAWALS: The funds of the Corporation shall be deposited in such banks or trust companies as the Board of Directors shall designate. Withdrawals shall be by check signed by the President, Treasurer, or other officers designated by the Board.

Section 3

FISCAL YEAR: The fiscal year of the Corporation shall run from January 1 through December 31.

ARTICLE 9 - IRC 501(c)(3) Tax Exemption Provisions

Section 1

LIMITATIONS ON ACTIVITIES: No substantial part of the activities of this Corporation shall be the carrying of propaganda or otherwise attempting to influence legislation. This Corporation shall not participate or intervene in (including the publishing of statements) any political campaign on behalf of, or in opposition to, any candidates for public office.

Section 2

Notwithstanding any other provisions of the Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by (i) a Corporation exempt from federal income tax as described in Section(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible as described in Section 170 c)(2) of the Internal Revenue Code.

Section 3

PROHIBITION AGAINST PRIVATE INUREMENT: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 4

DISTRIBUTION OF ASSETS: Upon the dissolution of Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, or distribute such assets to the International Bluegrass Music Museum and/or the International Bluegrass Music Association.

ARTICLE 10 - Amendments

Section 1

The Board of Directors shall have the power to make, alter, or amend these Bylaws by majority vote at any meeting of the Board.

ARTICLE 11 - Rules of Order

Section 1

Except as otherwise provided in these Bylaws and the Articles of Incorporation, Robert's Rules of Order shall control in all questions of parliamentary procedure.

ARTICLE 13 - Availability of Documents

Section 1

Copies of these Bylaws and the Articles of Incorporation shall be kept by the Secretary, and made available to any member on request.

ARTICLE 14 - Construction and Terms

Section 1

If there is a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall prevail.

Section 2

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such holding.

Section 3

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or corresponding provisions of any future United States tax code.

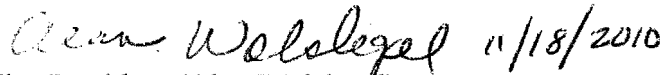
Signatures

Date




11/15/2010

President (Marv Sobolesky)



Vice President (Alan Wolslegel)



Treasurer (Chuck Turley)



Secretary (Elizabeth Bigler)



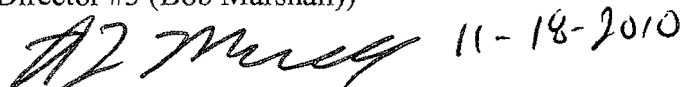
Director #1 (Nancy Sobolesky)

Director #2 (John Buck)



11-16-2010

Director #3 (Bob Marshall)



11-18-2010