

## MISSOULA FOLKLORE SOCIETY

### BY LAWS

Missoula Folklore Society was incorporated in 1980 as a nonprofit organization for the preservation, promotion, and collection of folk culture. It is organized and compliant with Montana Code Annotated 35-2, Nonprofit Corporations. It is registered with the State of Montana and has been recognized by the Internal Revenue Service since 1988 as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code. The Articles of Incorporation were further amended in 1988 to reflect that it is a public benefit corporation with members. Bylaws were last revised in 1999.

**Article 1: Name.** The name of this corporation is Missoula Folklore Society (MFS).

**Article 2: Purpose.** Missoula Folklore Society is dedicated to promoting, preserving, enjoying, and sharing the music, dance, arts, crafts, and skills of contemporary and traditional cultures through social and educational events such as dances, concerts, festivals, workshops, lectures, demonstrations, and newsletters. Missoula Folklore Society endeavors to offer an accessible, affordable, shared cultural experience to the local community.

**Article 3: Membership.** Membership in Missoula Folklore Society shall be open to all persons regardless of age, race, color, religion, national origin, ability, gender expression or sexual orientation upon payment of dues.

Members in good standing are entitled to attend Missoula Folklore Society meetings; to vote on all questions presented at general membership meetings; to hold office and serve on committees.

Members are welcome to attend meetings of the Board of Directors (“Board” shall mean and refer to the Missoula Folklore Society’s Board of Directors) and participate in discussions, but without a vote on matters before the Board.

The amount of membership dues, time of payment and period of membership shall be set by the Board. Membership privileges are also determined by the Board.

The Board reserves the right to exclude or remove members with or without cause.

**Article 4: Board of Directors.** The Board of Directors has responsibility for all business matters and shall oversee the use of funds raised for and by the organization.

The Board shall include no less than five, nor more than nine persons elected by the MFS members.

Positions on the Board shall be open to all MFS members who are committed to furthering the values and interests of MFS.

Members of the Board shall serve without compensation.

Duties of Board members include attending two-thirds of the Board meetings per annum. See Article 6.

Elections to the Board positions will take place each year near the change of the fiscal year (January 1 – December 31) at the annual membership meeting. Board members are elected for terms of two years by majority vote of the membership present at this meeting. No Board member shall be elected for more than three consecutive terms unless serving as a designated officer or with prior Board approval.

If a Board member resigns or can no longer discharge their duties, the remaining Board members may fill the vacancy. A vacancy that puts the Board below the minimum number shall be filled within a two-month period. Appointments shall run until the next election. The appointed Board member may then be elected for a one-year term and re-elected for up to two consecutive two-year terms.

Terms shall be staggered so that approximately one-third of the directors' terms shall expire on any given year. Directors shall serve until the Director's successor is duly elected and qualified.

**Honorary Directors:** The Board may designate an Honorary Director when need arises, by majority vote of the Directors then serving in office. Honorary Directors serve to advise the Board but shall have no voting privileges. Honorary Directors shall not be counted in determining whether a quorum is present at a meeting.

**Resignation or Leave-of-Absence:** A Director may resign or take leave-of-absence by giving written<sup>1</sup> notice to the Board of Directors. Such resignation or leave-of-absence shall take effect at the time specified in such notice and acceptance of such resignation or leave-of-absence shall not be necessary to make it effective.

**Removal of Directors:** Any Director may be removed from office, with or without cause, by a majority vote of all Directors.

**Conflict of Interest:** Any conflict of interest on the part of any Director shall be disclosed to the Board and made a matter of record when the interest becomes a matter of action for the Board. Such Director having a conflict of interest shall not vote, personally influence the matter, and not be counted in determining the quorum for the applicable vote. The minutes of the meeting shall reflect the disclosure, the abstention from voting, and the quorum situation.

---

<sup>1</sup> Acceptable means of written communication include email.

**Article 5: Officers.** The offices of President, Vice-President, Secretary, and Treasurer, at a minimum, shall be chosen by the Board from current Board members. Once chosen, officers shall serve until their current Board membership term expires.

The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full Board.

Actions taken by the Executive Committee between Board meetings will be reported in the minutes of the next Board meeting.

The duties of the officers shall be as follows:

**President:** The President shall be the principal officer and shall preside at the meetings of the members and the Board. The President shall sign all instruments requiring formal execution and acknowledgement, except that checks drawn on the organization account may be signed only by those officers or other person(s) designated by the Board.

**Vice-President:** In the absence, inability, or refusal of the President to act, the Vice-President shall exercise the powers and perform the duties of the President. The Vice-President shall also generally assist the President and shall have such other powers and perform such other duties as may from time to time be designated by the President or by the Board of Directors.

**Secretary:** The Secretary shall be responsible for the taking and archiving of minutes at all meetings of the Executive Committee, the Board, and general meetings of the membership. The minutes will be communicated to the Board members and available to others upon request.

**Treasurer:** The Treasurer shall be responsible for monitoring the financial transactions of the organization, maintaining fiscal records, and providing a timely financial report to the Board and regulatory entities, as well as providing an annual fiscal year report.

**Article 6: Meetings.** The Board shall meet at least six times per year. A majority of the Board shall constitute a quorum for any meeting of the Board. Board meetings and other business of the organization may be conducted in person or by remote communication<sup>2</sup>. Minutes of the Board meeting shall be publicly available after approval. Upcoming Board meeting dates will be published in advance. MFS members may attend and participate in Board meetings, except that voting shall be by Board members only.

---

<sup>2</sup> Remote communication means any method by which a person that is not physically present at the location at which a meeting occurs may nevertheless hear or otherwise communicate at substantially the same time with other persons at the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the person's authorization to participate or vote.

**Article 7: Additional Responsibilities.** The Board is empowered to create, manage, and disband committees, task groups, and major volunteer positions. The terms of appointment and expectations shall be determined by the appointing body. Committees, task groups, and major volunteers shall develop and recommend policies for action but shall not determine corporate policy.

These entities act with the full consent and authority of the Board for the purpose of carrying out the business of the organization in line with MFS's mission and policies as defined by the Board.

The Board shall have the power to make, amend and repeal bylaws of MFS by a two-thirds recorded vote of all Board members. Any changes require proposal and discussion at a Board meeting, communication of the changes to membership allowing at least 7 days for feedback, and subsequent review by the Board prior to the vote on the proposed changes.

If the proposed amendment changes the number of directors, the composition of the Board, the term of office of directors, or the way in which directors are elected or selected, then the revision must be approved by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

**Article 8: Quorum.** A quorum at a Board meeting shall be three Directors, or one-third of the number of all Directors in office immediately before the meeting begins, whichever is greater. If a quorum is present, action is taken by a majority vote of Directors present.

**Article 9: Indemnification.** The Corporation shall indemnify a Director or former Director made a party to a proceeding because they are or were a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

No Director, Officer or member shall be held personally liable for any debts of the corporation.

**Article 10: Dissolution.** In the event of dissolution, the assets of MFS will be distributed to another nonprofit organization with 501(c)(3) status. The Board of Directors must formally approve any policy for disposition of assets.