



Bylaws

ARTICLE 1 – Name and Purpose

1. Folk Alliance Region West (here after referred to as FAR-West) is organized under the Not-For-Profit corporation Laws of the State of California and as an educational, charitable, tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.
2. The Corporation is a Regional Chapter of and subscribes to the general purposes of Folk Alliance International

ARTICLE 2 - Compliance with the Internal Revenue Code

1. No part of the Corporations assets or net earnings may inure to benefit any individual. This does not preclude the payment of reasonable amounts for goods and services provided to the Corporation.
- 2 Upon dissolution, the assets of the Corporation shall be distributed to the Folk Alliance International or to another non-profit organization that is tax-exempt under Sections 501(c)(3) of the Internal Revenue Code.
- 3 The Corporation 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 of 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 the Corporation shall be entitled to exemption from the 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

ARTICLE 3 - Principal and Branch Offices

1. The principal place of business of the Corporation in California shall be located at 950 Misty Canyon Ave, Westlake Village CA 91362. In addition, the Corporation may maintain other offices either within or without the State of California, as its business requires.
2. The location of the registered office of this Corporation is stated in the Articles of Incorporation. Such office will be continuously maintained for the duration of the Corporation. The Board of Directors may, from time to time, change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Secretary of State.
3. The FAR-West consists of the States of Alaska, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington and Wyoming, the Canadian Northwest Territory, Yukon Territory, Provinces of Alberta and British Columbia.

ARTICLE 4 - Directors

1. Powers

The Board of Directors shall have control of the management of the association and its properties, and will exercise all or any of its powers.

2. Qualifications

- a.** Directors need not be residents of the state of incorporation (California) but must reside within the FAR-West Region or have affiliated themselves with that region by filing notice with Folk Alliance International main office.
- b.** Directors must be voting members of this Corporation (Folk Alliance International) in good standing. Directors are elected to this position as individuals and are “at large”.
- c.** Directors must have an interest in the promotion of the purposes of the Corporation.

3. Numbers

- a.** The Board of Directors (BOD) shall be comprised of no less than seven (7) and no more than nineteen (19) members.
- b.** Any vacancy occurring in the BOD may be filled by appointment by a majority of the remaining BOD. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in the office.
- c.** The Board of Directors may be enlarged by appointing a new director or directors at any meeting by a simple majority vote.
- d.** A Nomination Committee may be appointed by the President to analyze Board needs. The committee can recommend nominees, determine eligibility and verify their willingness to serve as a member of the Board of Directors. Nominees may also be submitted by members of Folk Alliance Region West. All nominations shall be sent to the Secretary of the BOD.
- e.** Members are defined as Folk Alliance International Members in good standing who live in or have officially affiliated themselves within FAR-West Region. They will have the opportunity to vote in FAR-West Elections as well also nominate candidates to the board.

4. Tenure

Any Director may be re-elected to the Board of Directors for an additional three-year term upon the completion of his/her term. There is no restriction on the number of times a Director may be re-elected.

5. Expiration of terms

- a.** Except as otherwise provided by law, the Articles of Incorporation, or by these Bylaws, Directors shall hold office for three years. Director’s seats shall be designated by number, which is determined from the year the seat is up for election.
- b.** Terms will expire on the last day of April
- c.** The 3 year terms for designated seats began in 2004 and cycles each three years thereafter.
Seats 1-6: first term
Seats 7-12: second term
Seats 13-19: third term

6. Resignation

Any Board member may resign by delivering his/her resignation to the President or Secretary. Such resignation shall be effective immediately upon receipt unless it contains a specific effective date.

7. Removal

A director may be removed from office with or without cause by a vote requiring a 2/3 majority of the Directors. A director may be removed for cause only after being given both a reasonable notice period and the opportunity for a hearing before the Board of Directors.

8. Election Procedures

The following election procedure will be carried out at specified dates before election according to this schedule:

a. January 15th: Secretary of the BOD e-mails candidate solicitation letters to members. Candidate solicitation letters are also posted to the FAR West web site and pertinent mail lists.

b. March 1st: Candidates are contacted for willingness to serve if elected. Candidates submit to the Secretary of the BOD qualifications, skills and a short "platform" statement. A slate of candidates is prepared for the positions available. All Directors are elected "at large"

c. March 20th: Voting begins. The BOD Secretary e-mails literature describing the slate of candidates to all members of FAR West. The literature is also posted on the FAR West web site. The ballot shall provide space for write-in votes and must comprise a means of reasonably verifying a member's true identity and email address.

Ballots may also be sent by US postal mailing.

d. April 20th: Election is closed to additional voting unless this date falls on a non-business day for which the following first business day elections will close. Ballots sent by US postal or other acceptable common carrier in order to be counted for the election shall be signed by the member, be post-marked by the day elections are closed and returned with the completed ballot.

The Secretary of the BOD and Nominating committee will review and certify the results.

The elected Board member should submit his/her final decision regarding the offer of Board service within one week after the action.

In case of a tie the BOD will make the final decision as to which candidate will be seated.

e. May 1st: Official results announced. Newly elected Directors assume their assigned seats on the FAR-West Board of Directors.

ARTICLE 5 – Meetings

1. Regular Meetings

Regular meetings of the Board of Directors may be held at such times as may be fixed by resolution of the Board.

2. Quorum

A Majority of the seated board will constitute a quorum for transaction of business.

3. Telephone Conference Meetings

The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear one another, and participation by such means shall constitute an in-person meeting.

4. Notices

Notice of any special meeting of the Directors shall be given to each Director by the Secretary via one of the following: a) by mail to him/her, postage prepaid, and addressed to him/her at the address registered on the books or organization at least four days before the meeting; b) by hand delivery of such notice to the Director's hand; c) by telephonic fax to him/her at least forty-eight hours prior to the meeting; d) by

personal or telephonic contact with the Director at least forty-eight hours prior to the meeting; or, e) by e-mail contact with the director at least forty-eight hours prior to the meeting.

5. Special Meetings

Special meetings of Directors may be called by either the President, the Secretary, or any two Directors. Special meetings shall be held at the place designated in a notice or a call thereof.

6. Action at Meeting

At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by a vote of the majority of those present, unless a different vote is required by law, The Articles of Incorporation, or these Bylaws.

7. Action by Written Consent

Any action by the Directors may be taken without meeting if a written or email consent thereto is signed by a majority of all the Directors then in office and filed by the Secretary with the records of the Directors meetings. Such consent shall be treated as a vote of the Directors for all purposes. Action by written consent may also be effected via a majority decision made via e-mail and recorded by the Secretary.

ARTICLE 6 – Officers

1. Enumeration

The officers of the organization shall be a President, a Vice President, a Secretary, and a Treasurer. The Board may appoint or elect other officers as may from time-to-time be determined by the Directors. The Board of Directors shall from time-to-time define the powers and duties of the officers. Directors shall not hold two or more officer positions.

2. Election, Tenure, and Vacancies

Officers shall hold office for one year beginning on May 1. At the completion of an officer's term, the Board of Directors may re-elect the officer to an additional term. There is no restriction on the number of times an officer may be re-elected. The Board of Directors may fill an officer vacancy at any regular or special meeting. The Director elected to a vacant officer position shall serve the remainder of the term of the vacant office. The regular election of officers shall be conducted in April of each year.

3. President

The President, when present, shall preside at all meetings of the Directors. He/she shall be the chief executive officer of the corporation except as the Board of Directors may otherwise provide. It shall be his/her duty and he/she shall have the powers to see that all orders and resolutions of the Directors are carried into effect. He/she shall from time-to-time report to the Directors all matters within his/her knowledge which in the interests of the Corporation may require be brought to its notice. The President shall perform such other duties and have such additional powers to the foregoing as the Directors shall designate.

4. Vice President

In the absence or disability of the President, his/her powers and duties shall be performed by the Vice President. The Vice President shall have such other powers and perform such other duties as the Directors shall from time-to-time designate.

5. Secretary

The Secretary shall keep records of all the votes and proceedings of the Board of Directors meetings. He/she shall be responsible for the notification of the Directors of all special meetings and notices. He/she shall prepare, in cooperation with the President, the agenda for all regular and special meetings of the Board. The Secretary shall maintain current records of changes in the Articles of Incorporation and Bylaws. He/she shall be responsible for maintenance of all current addresses and phone numbers of the Directors. The

Secretary shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

6. Treasurer

The Treasurer shall have general charge of the financial affairs of the Corporation and shall cause accurate books to be kept of all accounts. He/she shall have custody of all the funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. He/she shall render to the President and to the Directors such statements of his/hers transactions and accounts as the President and Directors respectively may from time-to-time require. The Treasurer shall perform such duties and have such powers additional as the foregoing as the Directors may designate.

7. Removal of Officers

Any Officer elected or appointed to the office may be removed by the persons authorized under these Bylaws to elect or appoint such officers whenever, in their judgment, the best interests of the Corporation will be so served. Such removal will be by majority vote by the Board of Directors. However, such removal will be without prejudice to any contract rights of the Officer so removed.

8. The Executive Committee

The Executive Committee will act for the Board of Directors in the day-to-day management of this corporation with full Board authority requiring immediate attention in the absence of the Board between Board meetings, where legally permissible. The Executive Committee cannot modify any actions taken by the Board. The full Board should approve Executive Committee actions at the next quarterly Board meeting, or reverse those decisions not validated. The Executive Committee will consist of the four officers of the Board of Directors.

ARTICLE 7 Operations

1. Fiscal Year. The fiscal year of this Corporation shall begin on January 1 and end on December 31 of each calendar year.

2. Execution of Documents. Except as otherwise provided by law, drafts, promissory notes, orders for the payment of money, check drafts against the main FAR-West checking account, and other evidences of indebtedness of this Corporation will be signed by an elected authorized officer of the corporation - President, Vice President, or Treasurer - upon a duly approved motion of the Board.

3. Committees

The Directors may, by vote of a majority of the Directors then in office, elect from their number other committees and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles Of Incorporation, or these Bylaws they are prohibited from delegating.

The Directors shall have the power to fill vacancies and change the membership of, or disband any such committee.

4. Employees

The Board may hire employees of the Corporation at its discretion.

5. Books and Records

This corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its membership meetings, Board of Director's meetings, and Directorial Committee meetings. The Corporation will keep at its registered office Bylaws including amendments certified by the Secretary of the corporation.

6. Inspection of Books and Records

All books and records of this Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time on written demand stating such purpose.

7. Nonprofit Operations

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers or Directors for services rendered.

8. Loans to Management. This Corporation will make no loans to any of its Directors or Officers.

9. Written Reports. Each year the Executive Committee of the Corporation shall present a written report to the Membership. The President shall give a “State of the Corporation” report on major accomplishments for the previous year, and an outlook of issues and programs for the new year. The Treasurers shall report a statement of income and expenditures for the previous fiscal year, and a budget for the new year. The Secretary shall give statistical and demographic information of FAR West’s membership and member services during the past year, and targets for the new year.

ARTICLE 8 Amendments

1. Procedures

These Bylaws may be altered, amended, or repealed by a two-thirds (2/3) majority vote of the ballots cast by members are defined as Folk Alliance International Members in good standing who live in or have officially affiliated themselves within the FAR-West Region. Twenty-five (25) voting members of FAR-West or a majority vote of the Board of Directors may propose alteration, amendment, or repeal of these Bylaws. All changes to these bylaws must be submitted to Folk Alliance International for approval.