



**BYLAWS  
OF  
FOLK ALLIANCE REGION WEST (FAR-West)**

**ARTICLE 1  
NAME AND PURPOSE**

1.1 Folk Alliance Region West (commonly known as FAR-West) (hereinafter “the Corporation”) 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.

1.2 The Corporation is a Regional affiliate of and subscribes to the general purposes of Folk Alliance International (hereinafter “FAI”).

**ARTICLE 2  
COMPLIANCE WITH THE INTERNAL REVENUE CODE**

2.1 No part of the Corporation’s 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.

2.2 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 Section 501(h) of the Internal Revenue Code (hereinafter “the Code”), nor shall it participate to any extent in any political campaign for or against any candidate for public office.

2.3 It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code and shall not be a private Foundation as described in Section 501(a) of the Code.

**ARTICLE 3  
PRINCIPAL AND BRANCH OFFICES**

3.1 The principal place of business of the Corporation shall be in California. In addition, the Corporation may maintain other offices either within or without the State of California, as its business requires.

3.2 The location of the registered office of this Corporation is stated in the Articles of Incorporation (hereinafter “the Articles”). Such office shall 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 the Articles or file the appropriate statement with the Secretary of State.

3.3 The FAR-West Region (hereinafter “the Region”) consists of the States of Alaska, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington and Wyoming, the Northwest and Yukon Territories of Canada, and the Canadian Provinces of Alberta and British Columbia.

#### **ARTICLE 4 MEMBERS**

4.1 Members of FAR-West (hereinafter “members”) are defined as members in good standing of FAI who live in or have officially affiliated themselves within the Region.

4.2 Members shall have the opportunity to nominate candidates to the Board of Directors as well as vote in Board of Directors elections.

#### **ARTICLE 5 BOARD OF DIRECTORS**

5.1 **Powers.** The Board of Directors (hereinafter “Board”) shall have control of the management of the Corporation and its properties, and shall exercise all or any of its powers.

##### **5.2 Qualifications.**

(1) Directors need not be residents of the state of incorporation (California) but must reside within the Region or have affiliated themselves with the Region by filing notice with FAI’s main office.

(2) Directors must be voting members in good standing of FAI. Directors are elected to this position as individuals and are “at large”.

(3) Directors must have an interest in the promotion of the purposes of the Corporation.

##### **5.3 Numbers.**

(1) The Board shall be comprised of no less than seven (7) and no more than nineteen (19) Directors.

(2) Any vacancy occurring in the Board may be filled by appointment by a majority of the remaining Board. The new Director appointed to fill the vacancy shall serve for the unexpired term of that Director’s predecessor on the Board.

(3) The Board may be enlarged by appointing a new Director or new Directors at any Board meeting by a simple majority vote of the existing Board.

(4) A Nomination Committee may be appointed by the President of the Board (hereinafter “the President”) to analyze Board needs. The Committee may recommend nominees, determine eligibility, and verify the nominees’ willingness to serve as a Director. Nominees may

also be submitted by members. All nominations shall be sent to the Secretary of the Board (hereinafter “the Secretary”).

**5.4 Tenure.** Any Director may be re-elected to the Board for an additional three-year term upon the completion of that Director’s term. There is no restriction on the number of times a Director may be re-elected.

**5.5 Expiration of terms.**

(1) Except as otherwise provided by law, the Articles, or by these Bylaws, Directors shall hold office for three (3) years. Directors’ seats shall be designated by number, which is determined from the year the seat is up for election.

(2) The three-year terms for designated seats began in 2004 and shall cycle each three years thereafter, as follows:

- a. Seats 1-6: first term;
- b. Seats 7-12: second term;
- c. Seats 13-19: third term.

(3) Terms shall expire before the new Board members are officially seated.

**5.6 Resignation.** Any Director may resign by delivering a letter of resignation to the President or Secretary. Such resignation shall be effective immediately upon receipt, unless the letter contains a specific effective date.

**5.7 Removal.** A Director may be removed from office with cause by a vote requiring a two-thirds (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.

**5.8 Election Procedures.** The following procedures for regular Board elections shall be carried out by the following specified dates:

(1) 95 days prior to seating the Board: The Secretary shall e-mail candidate solicitation letters to all members. Candidate solicitation letters also shall be posted to the FAR-West website (hereinafter “the website”) and pertinent mail lists.

(2) 50 days prior to seating the Board: Candidates shall be contacted by the Secretary in order to ascertain their willingness to serve if elected.

(3) 36 days prior to seating the Board: If candidates are willing to serve, they shall submit to the Secretary their qualifications, skills, and a short "platform" statement. The Secretary shall prepare a slate of candidates for the available positions.

(4) 31 days prior to seating the Board: Voting shall commence. The Secretary shall e-mail literature describing the slate of candidates to all member. The literature also shall be posted on the website. The ballot shall provide space for write-in votes and must contain a means of

reasonably verifying a member's true identity and email address. Ballots may also be sent to members by U.S. mail.

(5) 11 days prior to seating the Board: The election shall be closed to additional voting unless this date falls on a non-business day, in which case the election shall be closed the first business day thereafter. In order to be counted for the election, ballots submitted by members via U.S. mail or other acceptable common carrier shall be completed and signed by the member, and shall be post-marked on or before the day elections are closed, with delivery made to the Secretary. The Secretary and any sitting Nomination Committee shall review and certify the results of the election, and the Secretary shall notify the elected candidates. The elected candidates shall submit to the Secretary an acceptance or rejection of Board service within one (1) week after the election. In case of a tie, the Board shall make the final decision as to which candidate will be seated.

(6) The results shall be announced no later than 11 days after the completion of the election process, and newly-elected Directors shall assume their assigned seats on the Board.

## **ARTICLE 6 BOARD MEETINGS**

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

**6.2 Quorum.** A simple majority of the Board shall constitute a quorum for transaction of business.

**6.3 Telephone Conference Meetings.** The Directors or the committee members of any Board-sanctioned 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. Participation by such means shall constitute an in-person meeting.

**6.4 Notices.** Notice of any special meeting of the Directors shall be given to each Director by the Secretary via one of the following:

(1) by U.S. mail to the Director at least four days before the meeting, postage prepaid, and addressed to the Director at the address registered on the books or organization;

(2) by hand delivery of such notice to the Director's hand;

(3) by telephonic fax to the Director at least forty-eight (48) hours prior to the meeting;

(4) by personal or telephonic contact with the Director at least forty-eight (48) hours prior to the meeting; or

(5) by e-mail contact with the Director at least forty-eight (48) hours prior to the meeting.

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

**6.6 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, or these Bylaws.

**6.7 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 by a majority decision made via e-mail and recorded by the Secretary.

## **ARTICLE 7 OFFICERS**

**7.1 Enumeration.** The officers of the Corporation (hereinafter "officers") shall be a President, a Vice President, a Secretary, and a Treasurer, as follows:

(1) **President.** In addition to any duties set forth in other sections of the Bylaws, the President, when present, shall preside at all meetings of the Directors. The President shall be the chief executive officer of the Corporation except as the Board may otherwise provide. It shall be the President's duty, and it shall be within the powers of the President, to see that all orders and resolutions of the Directors are carried into effect. The President shall, from time to time, report to the Directors all matters within the President's knowledge which in the interests of the Corporation may be required to be brought to the Board's notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

(2) **Vice President.** In addition to any duties set forth in other sections of the Bylaws, the Vice President shall have the powers and perform the duties of the President in the absence of the President. The Vice President shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

(3) **Secretary.** In addition to any duties set forth in other sections of the Bylaws, the Secretary shall keep records of all the votes and proceedings of the meetings of the Board. The Secretary shall be responsible for the notification of the Directors of all special meetings and notices. The Secretary shall prepare, in conjunction 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 and Bylaws. The Secretary 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.

(4) **Treasurer.** In addition to any duties set forth in other sections of the Bylaws, the Treasurer shall have general charge of the financial affairs of the Corporation and shall cause accurate books to be kept of all accounts. The Treasurer shall have custody of all the funds,

securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall render to the President and to the Directors such statements of the Treasurer's 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.

## **7.2 Election, Tenure, and Vacancies.**

(1) The regular election of officers shall be conducted after the new Board is seated. Each officer shall be nominated by the Directors from the pool of Directors currently serving on the Board, and shall be elected by a majority of the Board.

(2) The Board may appoint or elect other officers as may from time to time be determined by the Directors.

(3) The Board shall from time to time define the powers and duties of the officers.

(4) Directors shall not hold more than one officer position at a time.

(5) Officers shall hold office for one (1) year. At the completion of an officer's term, the Board may re-elect the officer to an additional term. There is no restriction on the number of times an officer may be re-elected.

(6) The Board 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.

## **7.3 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 8 OPERATIONS**

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

**8.2 Execution of Documents.** Drafts, promissory notes, orders for the payment of money, check drafts against the main Corporation checking account, and other evidences of indebtedness of the Corporation shall be signed by an elected and authorized officer of the Corporation (namely the President, the Vice President, or the Treasurer) upon a duly approved motion of the Board, except as is otherwise provided by law.

**8.3 Committees.** The Directors, by vote of a majority of the Directors then in office, may 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, or these Bylaws they are prohibited from delegating. The Directors shall have the power to fill vacancies or change the membership of, or disband, any such committee.

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

**8.5 Books and Records.** The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its membership meetings, Board meetings, and Directorial committee meetings. The Corporation shall keep at its registered office the Bylaws, including amendments, certified by the Secretary.

**8.6 Inspection of Books and Records.** All books and records of the Corporation may be inspected by any member, or by any member's agent or attorney, for any proper purpose at any reasonable time upon written demand to the Corporation stating such purpose.

**8.7 Nonprofit Operations.** The Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Corporation shall be distributed to its members, Directors, or officers. However, the Corporation may pay compensation in a reasonable amount to members, Directors, or officers for services rendered, at the discretion of the Board.

**8.8 Loans to Management.** The Corporation shall make no loans to any of its Directors or officers.

**8.9 Written Reports.** Each year the Executive Committee shall present a written report to the members. 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 Treasurer 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 regarding membership and member services during the past year, along with targets for the new year.

## **ARTICLE 9 AMENDMENTS**

**9.1 Procedures.** These Bylaws may be altered, amended, or repealed by a two-thirds (2/3) majority vote of the ballots cast by members. Twenty-five (25) voting members or a majority vote of the Board may propose alteration, amendment, or repeal of these Bylaws. All proposed changes to these Bylaws must be submitted to FAI for approval.

## **ARTICLE 10 DIRECTOR AND OFFICER LIABILITY**

**10.1 Indemnification of Directors.**

(1) In accordance with and to the fullest extent permitted by law, all Directors shall be immune from suit relating to their actions while serving the Corporation in any of those capacities.

(2) Directors shall discharge their duties in compliance with standards of the law.

(3) A Director shall discharge all duties as a Director, including duties as a member of a Directorial committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Corporation.

(4) Directors shall be indemnified to the fullest extent permitted under the law, and the Corporation agrees that when a determination must be made by any of its governing bodies in order to permit indemnification, such a determination will be undertaken promptly so as to permit the fullest and most timely advance of expenses and indemnification where either is available.

**10.2 Indemnification of Officers.** All officers of the Corporation shall be indemnified to the fullest extent permitted under the law, and the Corporation agrees that when a determination must be made by any of its governing bodies in order to permit indemnification, such a determination will be undertaken promptly so as to permit the fullest and most timely advance of expenses and indemnification where either is available.

**10.3 Insurance.** The Corporation shall, at its own cost, obtain what is generally referred to as Directors and officers insurance to cover all Directors, officers, and employees of the Corporation, the premium for which shall not exceed an amount set annually by the Board in its approved budget for the coming year, and the coverage and deductible for which shall be the best available at that price from a reputable insurance company.

**10.4 Effect of Amendment.** Any change in the scope of permissible standards of care, indemnification, advancement for indemnification or insurance shall work a change in these Bylaws, but only prospectively. Likewise, any change in these Bylaws shall be effective no sooner than the date the change is voted upon and passed in conformity with these Bylaws, and shall not affect the Corporation's responsibility for indemnifying or advancing funds for actions taken before that date.

## **ARTICLE 11 DISSOLUTION**

11.1 Upon dissolution, the assets of the Corporation shall be distributed to FAI or, in the event that FAI is no longer operational at the time of the dissolution of the Corporation, to another non-profit organization that is tax-exempt under Sections 501(c)(3) of the Code, the selection of which shall be determined at the discretion of the Board of the Corporation prior to dissolution.