



Central Missouri Celtic Arts Association



Bylaws of the Central Missouri Celtic Arts Association

Approved by the board of directors on February 20, 2003

Name

The name of the corporation is the “**Central Missouri Celtic Arts Association**” The principal office of the corporation is in Columbia, Boone County, Missouri.

Purpose

The Central Missouri Celtic Arts Association (hereafter “CMCAA,” “the corporation” or “the Association”) is organized to operate exclusively as a not-for-profit corporation for education, cultural, and charitable purposes. The CMCAA’s goals include, but are not limited to the following:

- a. To promote in central Missouri the appreciation, understanding, private playing, public performance, and enjoyment of Celtic music, song, dance, story telling, and other folk arts related to the cultures of the Celtic nations and immigrant-America;
- b. To support local Celtic musicians and other worthy cultural and charitable activities and organizations;
- c. To provide opportunities for public Celtic-genre performances by local, national and international artists;
- d. To promote national and international Celtic arts performance opportunities and the availability of print and non-print folk art media;
- e. To facilitate community outreach and educational opportunities to increase the awareness and enjoyment of the Celtic arts and culture, especially for children and youth.

To these ends, the Central Missouri Celtic Arts Association shall at all times be operated exclusively for charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or

for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate described above.

No substantial part of the activities of the CMCAA shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign on behalf of, or in opposition to, any candidate for public office.

It is intended that the organization shall be entitled to exemption from 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.

CMCAA subscribes to the general purposes of The North American Folk Music and Dance Alliance, Inc. Those purposes are published on the Web at www.folk.org

Membership

Any person interested in the purposes of CMCAA may become a member. CMCAA will not discriminate against any person on any basis who wishes to become a member.

The Board of Directors will set reasonable, nonrefundable, annual dues. Upon payment of dues, members are granted "friend of the association" status, entitling them to certain benefits as determined by the Board. These benefits may include discounted concert tickets and reserved concert seating.

The Board of Directors will keep the membership up to date on all activities of the organization through e-mail, the web site and printed material available at concerts and other events.

Board of Directors

The Board of Directors shall have at least five and no more than 12 members.

Directors will be elected for a term of two years, with no more than one half of the Directors' terms expiring in the same calendar year. Directors may be elected to succeed themselves in the same office.

The duties and powers of the Board shall be:

- a. To manage the affairs of CMCAA.
- b. To meet at least once per year, with the annual business meeting occurring between January 1 and March 1.
- c. To fix time, place, and date of Board meetings. Notice of such meetings shall be given to every Board member in writing, by telephone or by e-mail
- d. To approve a budget.
- e. To transact official business, when deemed appropriate, by mail, phone, or e-mail.

Board Selection

Board elections will occur at the annual meeting of the board of directors. Vacancies on the Board of Directors shall be filled by appointment by the President, with approval of the Board, for any remaining term.

Any member of the organization may nominate oneself or any other member to be a candidate for an open board position. Nominees for the board must be:

- a. willing to serve.
- b. hold to heart the purposes of the organization and its best interests.
- c. have a reasonable history of participation in organizational activities.
- d. bring with them a contribution of tangible or intangible resources or skills that will further the purposes of CMCAA.

Names of nominees will be presented to the board for discussion and the board will approve new members by 2/3 majority vote. The vote may occur at a meeting or by e-mail.

Officers

The Officers of CMCAA shall be a President, a Vice-President, a Treasurer and a Secretary. Officers are elected each year by majority vote of the Directors.

Responsibilities of the Officers are as follows:

The President shall:

- a. Be chief executive officer and the official representative of CMCAA, with the power to carry out the business of CMCAA within the Bylaws of CMCAA between meetings of the Board of Directors.
- b. Preside at the Annual Meeting of CMCAA and all meetings of the Board of Directors.
- c. Call Special Meetings when deemed necessary
- d. Fill vacancies on the board, for any remaining term, with approval of the Board.
- e. Communicate with the board members about regular business throughout the year by e-mail and phone
- f. Document the history of the organization by archiving news clippings, publications, and records of programs and events.

The Vice-President shall:

- a. Preside in the absence or inability of the President; perform other duties necessary in the absence of the President and any other duties assigned by the Board of Directors.
- b. Fill the remaining term of the President in the event of a vacancy in that office.

The Treasurer shall:

- a. Keep an itemized account of all receipts, disbursements, assets and liabilities of SFC.

- b. Account for all bills authorized by the Board of Directors.
- c. Make a financial report for the Annual Meeting
- d. File all necessary reports with the Internal Revenue Service, Folk Alliance and other agencies.
- e. Deliver to his/her successor organizational financial records and files when leaving office.
- f. The outgoing Treasurer shall continue in an advisory capacity while training the incoming Treasurer.

The Secretary shall:

- a. Take all minutes at regular and special meetings of the Board of Directors and make the minutes available to all directors.
- b. Keep copies of e-mails regarding official business discussed among all Board members
- c. Assist the president with documenting the history of the organization through records of events and programs, media clippings and archived publications.
- d. All Officers shall keep accurate files of the business pertaining to their office and deliver such files to their successors at the close of the Annual Membership Meeting or within ten (10) days thereafter.

Conflict of Interest

Any member of the Board of Directors having a potential conflict of interest is obligated to divulge such information to the Board. No member should vote on a question in which he/she has a direct personal or pecuniary interest not common to other members of the board.

Personal Liability

The Board of Directors and the Officers within CMCAA will indemnify and hold harmless each Board member, Officer Volunteer, and also relatives and heirs of the named Board members, Officers and Volunteers, from all loss, cost, and reasonable expenses hereafter incurred in the payment, settlement, and defense of any claim, suit, or proceeding brought against an elected official of CMCAA or former elected official because of any action alleged to have been taken or omitted as an elected or former official.

Amendment of Bylaws

These Bylaws may be amended at any meeting of the Board of Directors by a majority vote of the entire Board provided that the amendment has been previously submitted in writing to all members of the Board

Dissolution

In the event of dissolution of CMCAA, the dissolution will be in accordance with all applicable state statutes and IRS Codes. Upon dissolution, the assets of the organization shall be distributed to The North American Folk Music and Dance Alliance, Inc. or to another nonprofit organization that is exempt under section 501(c)(3) of the Internal Revenue Code.