

BYLAWS OF THE WASHINGTON
BLUEGRASS ASSOCIATION

ARTICLE I

GENERAL

Section 1. Classes and Types of Memberships

There shall be two classes of membership in the Association, to wit:

Regular membership: any dues paying member in good standing

Honorary Membership: any person or persons whom the Board in its collective judgment have made outstanding contributions to bluegrass, old time gospel or traditional music, with such privileges as the Board shall confer.

The Board may designate certain types of memberships, to include couple, family, or such other categories as the Board may establish. Membership shall not be transferable.

Section 2. Eligibility for Membership

To be eligible for membership in the Association, a person must be interested in the purpose(s) for which the Association has been formed, and have paid the regularly established yearly dues.

Section 3. Dues

Membership dues shall be, from time to time, established by the Board of Directors, due and payable on the day and month of first membership, and on the anniversary thereof, in succeeding years. Membership shall entitle the members to receipt of a copy of each newsletter published and such discounts at WBA events as the Board shall from time to time determine. Honorary members shall not be assessed dues.

Section 4. Termination of Membership

A membership shall terminate upon the death or resignation of the member, or upon failure to pay annual dues. A membership may also be terminated by action of the Board of Directors upon a determination by the Board that the member has engaged in conduct contrary to the best interests of the Association. Termination of a membership in any manner shall terminate any rights appurtenant thereto.

Section 5. Annual Meeting

Annual meetings of the Association shall be held at any times and places as shall be determined by resolution of the Board of Directors. Notice of annual meetings shall be given to the members, which notice shall be sufficient if published in the newsletter of the Association and mailed to the membership in sufficient time to be delivered in the normal course of the U.S. Mail at least five (5) days prior to the date of the meeting.

Section 6. Special meeting of Members

A special meeting of the membership of the Association, for any purpose, may be called at anytime by the President of the Association, or by resolution of the Board of Directors. Written notice of any such special meeting may be given to the membership by E-mail, by regular mail, or in the newsletter of the Association in sufficient time to be delivered in the normal course of E-mail or U.S. Mails at least five (5) days prior to the date of the meeting.

Section 7. Voting

All members shall have equal voting rights. Each member shall be entitled to one vote, which may be cast by regular mail on an official WBA ballot, or in person on an official WBA ballot, provided however, that WBA current member bands shall each be entitled to one vote per band.

Section 8. Quorum

Those members present at any annual or special meeting of members, after proper notice has been given, shall constitute a quorum for that meeting.

ARTICLE II

DIRECTORS

Section 1. Management Authority of the Board of Directors

The business of the Association shall be managed by the Board of Directors. The Board of Directors shall elect from among its members, officers of the Association, each of whom shall serve until his or her successor shall have been elected and qualified.

Section 2: Eligibility

All members of the Board of Directors shall be current individual members of the Association, and shall not be a member band.

Section 3. Election / Terms

Directors shall be elected at each annual meeting of the Association membership. Candidates shall be nominated by a nominating committee appointed by the Board of Directors under procedures established by resolution of the Board. The slate of nominees shall be published in the Association newsletter at least 30 days before the annual meeting. The term of office of each Director shall be three (3) years from the annual meeting at which he or she is elected, and each shall hold office until his or her successor has been elected and qualified. No more than three (3) Board positions shall be open for election at each annual meeting, and the three (3) nominees receiving the highest vote count shall be elected for a full term.

Section 4. Number of Directors

The Board of Directors shall consist of not less than four (4) nor more than nine (9) members of the Association.

Section 5. Annual Meeting of the Board

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership of the Association to elect four (4) officers, to wit: President, Vice President, Secretary and Treasurer. No notice to the Directors shall be required for the purpose of holding the annual meeting of the Board of Directors.

Section 6. Special Meetings of the Board

Special meetings of the Board of Directors may be called by the President of the Board or by three (3) or more Board members. Notice shall be given to each Board member by E-mail, regular mail or by telephone at least five (5) days prior to the meeting date, time and place. A Director's attendance at such a meeting shall constitute waiver of any defect in notice.

Section 7. Vacancies

Upon the occurrence of a vacancy on the Board occasioned by resignation, death or non payment of dues, such vacancy shall be filled by majority vote of the remaining Directors appointing a member of the Association in good standing to fill such vacancy for the unexpired portion of the term of the Director position vacated.

Section 8. Quorum

A quorum of the Board of Directors shall be comprised of all members of the Board in attendance at any regular or special Board meeting convened with proper notice, provided however, that such quorum shall consist of at least two (2) of said

Board members. Every act or decision done or made by a majority of the Directors present at such a meeting shall be regarded as the act of the Board of Directors, unless a greater number shall be required by law or the Articles of Incorporation of the Association.

Section 9. Compensation of Officers and Directors

Neither Officers or Directors of the Association shall receive any compensation for their services, but may be reimbursed for their expenditures incurred for the benefit of the Association, in such manner and amount as shall be fixed by resolution of the Board.

ARTICLE III

OFFICERS

Section 1. Officers

The officers of the Association shall be: President, Vice President, Secretary and Treasurer. No person shall hold two Officer positions at the same time. In the event of a vacancy in any Officer position the Board shall select, by majority vote, a current Board member to fill the unexpired term until the next annual meeting of the Association and Board.

Section 2. Election

Election of officers shall be as set forth in ARTICLE II, Section 5 hereinabove.

Section 3. President

The President shall be the executive officer of the Association, and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Association. He or she shall preside at all meetings of the membership and the Board of Directors.

Section 4. Vice President

The Vice President shall, in the absence or disability of the president, perform all of the duties of the President, and when so acting shall have the powers of and be subject to the restrictions upon the President. The Vice President shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. Secretary

The Secretary shall keep at his or her residence a book of minutes of all meetings of the Board of Directors and of the general membership, containing the time and place of such meetings, how the meetings were called, the notice thereof given, the names of those present at Directors meetings, the number present or represented at members meetings and the proceedings had and done at all such meetings, and shall conduct such correspondence on behalf of the Association as the President and Board shall direct.

Section 6. Treasurer

The Treasurer shall have charge of all funds of the Association and shall keep and deposit the same for and on behalf of the Association in a bank to be designated by the Board of Directors. All such funds shall be disbursed in such manner as the Board of Directors may by proper resolution from time to time authorize.

The Treasurer shall prepare and disseminate to the Board of Directors financial reports concerning the income, expenses and financial status of the Association at each regular and special Board meeting and at the Association annual meeting.

ARTICLE IV
MISCELLANEOUS

Section 1. Execution of Documents

All bills payable, notes, checks, drafts, warrants and other negotiable instruments of any kind of the Association shall be made in the name of the Association and shall be signed by such officers as the Board of Directors shall direct. No officer or agent of the Association, singly or jointly with others, shall have the power to make any such instrument or endorse the same in the name of the Association or contract or cause to be contracted, any debt or liability in the name of or on behalf of the Association except as herein set forth, provided, however, the director of the Mount St. Helens Bluegrass Festival may negotiate band contracts within set budget limits adopted annually by resolution of the Board of Directors.

Section 2. Expenses and Fees

Officers, Directors and members of committees of the Association may be reimbursed for expenses incurred in the performance of the business of the Association, in accordance with policies adopted by the Board of Directors.

Section 3. Inspection of Bylaws

The Association shall keep at the residences of the Secretary and President, the

original or a copy of these Bylaws, as amended, which shall be open to inspection by members of the Association at all reasonable hours, and a copy of which shall be provided to any member upon request.

Section 4. Staff

The Board may employ a staff and other help and enter into such contracts and compensation as they deem necessary and advisable. Compensation for such staff and/or contracted services shall be paid from Association funds.

Section 5. Committees

The President, with the advice and consent of the Board of Directors, may appoint standing and temporary committees to carry out such duties in furtherance of the Associations purposes as shall be set out by resolution of the Board of Directors.

Section 6. Fiscal Year

The fiscal year of the Association shall commence on the first day of October of each year, and shall terminate on the last day of September of the following year.

Section 7. Rules of Order

The affairs of the Association shall be governed by the revised Roberts Rules of Order, except as otherwise specifically provided herein.

Section 8. Conflict of Interest

No member of the Board of Directors or any member or committee of the Association shall cast a vote on any matter in which such person, his or her family, business associate or any employer or potential employer of him or her has any pecuniary interest.

Section 9. Petty Cash Fund Established

A petty cash fund in the amount of Fifty dollars (\$50.00) may be created to cover the cost of small office supply items, postage and other nominal and ordinary expenses of the association, and may be administered by the President. Except as provided above all expenditures of Association funds shall be as authorized by the Board of Directors and by check, drawn of the bank account of the Association, and signed by two members of the Board, authorized by board resolution and filed with the Association's depository bank.

Section 10. Waiver of Notice

When any notice is required to be given to any Director of the Association, by the Laws of the State of Washington, the Articles of Incorporation or the Bylaws of the

Association, waiver thereof, in writing, shall be equivalent to the giving of such notice.

Section 11. Seal

The association may adopt a seal of such design as may be approved by the Board of Directors. Such seal and the WBA logo shall be considered to be copyrighted, and for WBA use only.


Section 12. Amendment

These Bylaws may be amended by a two-thirds (2/3) vote of the board or by the same majority of a quorum of the general membership at any regular or special meeting called for such purpose, provided however, that no amendment hereof shall occur without notice of such proposed action being published in the Association newsletter at least thirty (30) days prior to such proposed action, setting forth the purpose, date, time and place of such meeting.

Section 13. Supersession of Prior Bylaws

These Bylaws, immediately upon their adoption on the date hereinbelow written, shall supersede any and all Bylaws and amendments thereof, heretofor adopted by the Association.

Adopted this 6th day of June, 2015, pursuant to the Laws of the State of Washington, the Articles of Incorporation of this Association and the Bylaws in effect prior hereto, Witnesseth:



General Cothren, President



Carol Dills, Secretary