

# **BY-LAWS**

**of**

## **THE RHYTHM BONES SOCIETY**

### **ARTICLE I - NAME**

- 1.10 The name of this non-profit Association shall be **THE RHYTHM BONES SOCIETY** and shall be registered with the Internal Revenue Service under the Chapter 501(c) status as a tax-exempt Association for the express purpose of the continuation, promotion, and improvement of the rhythm bones (an ancient musical instrument) and other related musical instruments.
- 1.20 The principal and registered offices of the Association shall be at such places in Greensboro, North Carolina, as the Board of Directors shall designate by resolutions.

### **ARTICLE II - MEMBERS**

- 2.10 A member shall be a person who supports the goals of the Association, applies for membership, and pays a membership fee in an amount established by the Board of Directors. The Association may establish categories of membership, including but not limited to regular, family, sustaining and life members, with different membership fees. The Board of Directors may establish such categories and the qualifications for each, by resolution.

### **ARTICLE III - MEMBERSHIP MEETINGS**

- 3.10 Meetings of the members will be held at least once a year, at a date, time and place determined by the Board of Directors by notice of such meeting as required in paragraph 3.30.
- 3.20 Special meetings of the members may be called by the Board of Directors, the Executive Director, or any ten members or 10% of the total membership, whichever is less, entitled to vote at such meetings, and shall be for the transaction of such business as may properly come before the meetings. Meetings shall be held at such reasonable places, dates, and times as the Board of Directors shall designate.

3.30 Notification stating the place, day and hour of the membership meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to all members entitled to vote at such meetings. Delivery shall consist of mailing a notice to each member at their address/phone number as shown by the Associations records, as required in 3.30.01, or orally, as required in 3.30.02.

3.30.01 Delivery by Mail. If notice is delivered by mail, the notice shall be deemed effective if deposited in the official government mail at least fourteen (14) days before the meeting properly addressed to a member at his/her address shown on the records of the Association with postage prepaid.

3.30.02 Delivery by Electronic Mail. If notice is delivered by electronic mail (email), the notice shall be deemed effective if it is sent fourteen (14) days before the meeting properly addressed to the member at his/her email address shown on the records of the Association, delivery indicated by the message being accepted by the internet (or its successor) mail system.

3.30.03 Oral Notice. If notice is delivered orally, by telephone or in person, the notice shall be effective if personally given to a member at least one day before the meeting.

3.40 Unless a greater proportion is otherwise required by law, a majority vote of the members present who are entitled to vote shall be necessary to adopt any matter voted upon.

3.50 A member may vote by written proxy. No member may hold more than one (1) proxy.

3.60 Attendance of any member at any membership meeting shall constitute a waiver of notice of such meeting unless the member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice may also be waived by a written waiver of any member and such waiver may be made either prior or subsequent to the membership meeting, and whether or not the member was present at the meeting.

3.70 Any action which could be taken at a meeting of the Board or of any committee appointed by the Board may be taken without meeting if a written consent setting forth the action so taken is signed by each Director or by each committee member. The action shall be effective when the last signature is placed on the consent, unless the consent specifies an earlier or later date. Such written consent, which shall have the same effect as a

unanimous vote of the Directors or such committee, shall be inserted in the minute book as if it were the minutes of a Board or committee meeting.

## **ARTICLE IV - BOARD OF DIRECTORS**

- 4.10 The business and affairs of **THE RHYTHM BONES SOCIETY** shall be managed by its Board of Directors. The Board of Directors shall have the power and authority to make rules and regulations not inconsistent with the laws of the State of North Carolina and the Articles of Association and By-Laws of this Association, for the guidance of the officers and members of this Association and for the transaction of the business of the Association, to prescribe or agree upon the compensation of agents or members of the Association; and generally to exercise all powers necessary for the transaction of the business of this Association including the distribution of monies or properties in carrying out the aims and purposes of the Association.
- 4.20 The Board of Directors shall consist of seven (7) persons. These shall include the Association officers as set forth in paragraph 5.10, and four (4) Board Members At Large who shall be elected annually by a majority vote of the membership. Board Members may be re-elected if they qualify. Board Members shall be members of the Association. There are no geographic requirements for members of the Board of Directors.
- 4.30 The Board of Directors shall meet at least once a year, at a time and place designated at the previous Board Meeting. Additional Board Meetings may be held as necessary, at a time and place designated by any three Board Members as set forth in paragraph 4.40.
- 4.40 The Directors shall be notified of the time and place of the meetings at least fourteen (14) days and not more than forty-five (45) days prior to the Board of Directors meetings.
- 4.40.01 Delivery by Mail. If notice is delivered by mail, the notice shall be deemed effective if deposited in the official government mail at least fourteen (14) days before the meeting properly addressed to the Board Member at his/her address shown on the records of the Association with postage prepaid.
- 4.40.02 Delivery by Electronic Mail. If notice is delivered by electronic mail (email), the notice shall be deemed effective if it is sent fourteen (14) days before the meeting properly addressed to the member at his/her email address shown on the records of the Association, delivery indicated by the message being accepted by the internet (or its successor) mail system.

- 4.40.03 Oral Notice. If notice is delivered orally by telephone or in person, the notice shall be effective if personally given to the Board Member at least one (1) day before the meeting.
- 4.50 Attendance of a Director at any Board of Directors meeting shall constitute a waiver of notice of such meeting unless he or she attends for the express purpose of objecting to the transaction of any business because the meeting is not legally called or convened. Notice may also be waived by a written waiver by any Director and such waiver may be made either prior or subsequent to the Board of Directors' meeting and whether or not the Director was present at the meeting. A quorum of the Board of Directors shall consist of four (4) members of the Board of Directors.
- 4.60 A vacancy may be declared on the Board of Directors when a Director is absent from two consecutive meetings of the Board of Directors or if the Board Member resigns. In the event of a vacancy on the Board of Directors, the Board of Directors may appoint a replacement Director to serve out the term of the person replaced.
- 4.70 The Board of Directors shall serve for a period of one year, and all terms of office shall be for one year. There shall be no limits set on the number of consecutive terms a Board Member may serve.
- 4.80 The Board of Directors shall serve without compensation.

## ARTICLE V - OFFICERS

- 5.10 The Officers of the Association shall be Executive Director, Assistant Director, and Secretary/Treasurer. All Officers shall be members of the Association.
- 5.20 All Officers shall be elected annually by a majority vote of the membership. Officers may be re-elected if they otherwise qualify. The initial Officers of the Association shall be duly elected and shall serve through December 2000.
- 5.30 The Executive Director shall be the principal executive Officer of the Association and shall in general supervise the control all of the business and affairs of the Association. The Executive Director shall preside at all membership meetings and meetings of the Board of Directors. He or she may sign, with the Secretary, any deeds, contract or other instruments which the Board of Directors have authorized to be executed. The Executive Director shall perform all duties incident to the office of Executive Director and those prescribed by<sup>7</sup> the Board of Directors from time to time.

- 5.40 The Assistant Director shall assist the Executive Director.
- 5.50 The Secretary/Treasurer shall keep the minutes of the membership meetings and the meetings of the Board of Directors. The secretary shall sign, with the Executive Director, those documents which must be signed by both officers (including all payment checks written on the Associations checking account), give notices as directed by those persons authorized to direct that notices be given, keep records of the names and addresses of the members of the Association, have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of the By-Laws; be custodian of the Association financial records and reports, issue checks, insure the compliance of the Association with applicable laws, regulations and policies, and perform such other duties incident to the office of Secretary/Treasurer as may be prescribed by the Board of Directors from time to time.
- 5.60 The Secretary/Treasurer shall appoint one of the Board Members to preside during the absence or unavailability of the Executive Director.

#### **ARTICLE VI - FISCAL AND TAX YEARS**

- 6.10 The fiscal and tax years of the Association shall be from January (~~October~~) to December (~~September of the following year.~~) Approved October 2008

#### **ARTICLE VII - INDEMNIFICATION**

- 7.10 The Association shall indemnify its Directors and Officers to the fullest extent not prohibited by law.
- 7.20 The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of polo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonable believed to be in or not opposed to the best interest of this Association, or, with respect to any criminal proceeding, that the person had reasonable cause to believe that the conduct was unlawful.
- 7.30 Any expenses approved by the Board of Directors shall be paid by the Association upon receipt of a written request with proof of costs accrued.

## **ARTICLE VIII - PROPERTY**

- 8.10 Title to and ownership of all property of **THE RHYTHM BONES SOCIETY** shall be vested in the Association and shall be managed herein provided for the purpose thereof. The Board of Directors at any time may receive and accept on behalf of this Association any property, including money, from any individual, firm, corporation, governmental agency, or otherwise by a gift, bequest or devise.
- 8.20 Upon winding up and dissolution of this organization after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IX - RECALL**

- 9.10 Recall of any Board Member or Officer may be initiated by a recall petition signed by no fewer than ten members of **THE RHYTHM BONES SOCIETY**. The recall petition must be adopted by a 2/3 majority vote of the member of the Association at any membership meeting.

## **ARTICLE X - STANDING RULES**

- 10.10 All Standing Rules shall be set forth by resolution of the Board of Directors. No Standing Rule shall defy any pretext of the Articles of Association or By-Laws.

## **ARTICLE XI - RESTRICTIONS**

- 11.10 No substantial part of the activities of the Association shall be devoted to attempting to influence legislation by propaganda or otherwise except as may be permitted to organizations qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Association shall not, directly or indirectly, participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Association shall not have objectives or engage in activities which characterize it as an "action" organization within the meaning of the Code.
- 11.20 Notwithstanding any other provision of these By-Laws, the Association shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt from federal income tax under

Section 501(c)(3) of the Code or corresponding section of any future tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2).

### ARTICLE XII - AMENDMENTS

12.10 The Articles of Association and the By-Laws of the Association may be amended at a membership meeting if written notice setting forth the proposed amendment or summary of the changes to be effected is provided to each member entitled to vote at such meeting at the time the notice of the meeting is provided to the member. The proposed amendment shall be adopted upon receiving at least three-fourths (3/4) of the votes of the member present.

The signatures hereto affixed are of those present at the organizational meeting held in Brightwood, Virginia on September 25, 1999, and do hereby vote in the affirmative to the contents and paragraphs of these By-Laws.

<i>Quint M. Carter</i>	<i>Charles B. Bullock</i>
<i>Ernest B. Rogers</i>	<i>Ken Price</i>
<i>Ann Wilson</i>	<i>Dyke Jones</i>
<i>Mel Merciel</i>	<i>David Taylor</i>
<i>Sally L. Carroll</i>	<i>Debra A. Brown</i>
<i>Lillian Cox</i>	<i>Maun M. Dean</i>
<i>John J. Bial</i>	<i>Perence E. Carroll</i>
<i>Marta</i>	<i>Ma D. Carter</i>
<i>John J.</i>	<i>Al Carter</i>
<i>John J.</i>	<i>John Carter</i>
<i>Bonnie Chase</i>	
<i>Parker White</i>	