

## DEFFA By Laws 27 March 2009

**Article 1. Name:** The name of this organization is DownEast Friends of the Folk Arts (DEFFA). DEFFA is a not-for-profit organization operating as a Center of the Country Dance and Song Society of America under guidelines established by the Society.

**Article 2. Purpose:** The DownEast Friends of the Folk Arts supports the objectives set forth in the Constitution and By Laws of the Country Dance and Song Society, (CDSS), and will endeavor to further these objectives through activities and programs open to the general public. The goals of the DEFFA are to promote traditional dance, music, song, and other folk arts in Maine.

**Article 3. Members:**

1) Any person who supports the objectives of CDSS and the goals of DEFFA is eligible to join.

2) Classes of membership, dues and rights of members delinquent in dues shall be set by the Board of Directors (BoD). It may provide for non-voting members.

3) All voting members of DEFFA are entitled to receive notice of, attend and vote at the Annual Meeting, to attend Board meetings, and to vote in elections and on by-law amendments. Only voting members may hold elective office.

4) The membership year will consist of twelve (12) months beginning with the month in which the dues are paid.

**Article 4. Officers and Directors:**

1) The officers are the President, Vice-President, Secretary, and Treasurer. Each is responsible for the duties listed but may delegate the actual performance of those duties. These four officers and the immediate past president comprise the Executive Committee.

2) The Officers and Four At-Large Directors are elected to two year terms by the membership. The terms of the President, Secretary and two Directors will expire in odd numbered years. Those of the Vice-President, Treasurer, and other two Directors will expire in the even numbered years. The newly elected officers will take office at the close of the annual meeting. The President, Vice-President may not serve more than two consecutive full terms in those positions.

3) The President presides at meetings of DEFFA and its Board of Directors. The President is the official representative of DEFFA in conducting its general affairs and promoting its objectives. The President calls regular and special meetings of the BoD, serves ex officio on all committees, except the Nominating Committee, reports annually on the state of DEFFA, and insures that required reports are filed with CDSS.

4) The Vice-President performs the duties of the President in the absence or at the request of the President.

5) The Secretary keeps the minutes of all meetings of DEFFA and the Board, circulates notice of these meetings, and maintains the list of the members of the BoD and all committees.

6) The Treasurer is the custodian of the funds received by DEFFA, acts as its disbursing officer and keeps a record of all receipts and expenditures. The Treasurer prepares and submits periodic financial statements to the Board and a complete annual financial report to the Annual Meeting.

7) The Directors represent, as far as practical, the various regions of Maine and the various folk activities in the State. The Directors take an active role in the work of DEFFA. Each Director is expected to chair or be a member of a committee or take on other responsibility at the direction of the BoD. All Directors will be members in good standing at time of election.

#### **Article 5. Appointed Chairpersons and Committees:**

1) Most of the work of DEFFA is done by Chairpersons and committees under the direction of the Board of Directors.

2) The President, in consultation with the elected Board, annually reviews all existing committees and chairpersonships and then proposes committees and nominates their chairpersons for confirmation by the elected Board.

3) Chairpersons and committees have a maximum term of 16 months unless they are reconfirmed.

4) Chairpersons are voting members of the BoD. A Chairperson who also holds another position on the BoD has only one vote on the BoD. Confirmed chairpersons retain their tenure until the next Annual Meeting unless their position is declared vacant.

5) Chairpersons select the members of their committees subject to restrictions of the BoD.

#### **Article 6. Elections**

1) The Nominating Committee consists of three members elected by the membership. Their terms are three years with one expiring each year; no member is eligible to succeed him/herself. The senior member of the Nominating Committee serves as the Chair.

2) The Nominating Committee has the principal responsibility for finding suitable candidates for each seat on the Elected Board. They conduct a search for candidates and receive suggestions from the BoD and the membership.

3) In the fall of the year, the Chair of the Nominating Committee prepares and distributes a call to the membership, requesting suggestions for nominees. The call states what positions are to be filled in the next election, who the incumbents are in the positions and whether or not the incumbents are eligible to succeed themselves. The call quotes Section 6 (below) and states a closing date for receipt by the Chair of the members' suggestions.

4) After the closing date, the Nominating Committee tabulates the suggestions from members. The results are reported to the BoD which may make further suggestions.

- 5) The Nominating Committee prepares the ballot with one or more candidates for each office, except that the candidates for Director may be listed as a group, rather than for individual positions.
- 6) The name of any eligible person suggested by 20 or more members is included on the ballot if he/she consents.
- 7) The consent of each candidate must be obtained before the name is placed on the ballot. The ballot does not indicate the source of any nomination.
- 8) The Nominating Committee uses voting procedures which protect the integrity of the elections results.
- 9) At least three weeks before a major DEFFA event held in the late winter or spring, the Nominating Committee mails a copy of the ballot to each voting member of DEFFA. The ballot states a deadline for return which is at least two weeks after the mailing but before the major late winter/spring event.
- 10) After the return deadline the votes are counted by a board of two or more tellers appointed by the President. In the race for any specific position, the candidate receiving a majority of the votes is declared elected. If there is no majority, the Nominating Committee conducts a run-off election, by mail, between the two candidates receiving the most votes. If there is a tie vote for any position, the question is decided by secret ballot at the Annual Meeting.
- 11) The tellers report the tally to the President and the Secretary. The Secretary takes custody of the ballots, promptly informs the membership and enters the tally into the official record. Any challenge to the results shall be decided by the current BoD within three weeks of the membership having been notified of the results.

## **Article 7 MEETINGS OF THE MEMBERSHIP**

- 1) The Annual Meeting is held in the calendar spring at a time and place set by the BoD. The date and place needs to be set before the end of the current fiscal year. Notice of the meeting is mailed to all voting members with their ballots.
- 2) Special Meetings may be called by the President or the BoD. Members shall receive at least four weeks notice of the meeting and it's agenda.
- 3) The quorum for any membership meeting is twenty voting members.
- 4) Membership meetings may consider any appropriate topic and adopt advisory motions; action on behalf of DEFFA is limited to items on an agenda distributed at least two weeks before the meetings.

## **Article 8. Procedures**

- 1) Most DEFFA decisions are made by consensus. If more formal procedures are necessary, these Bylaws are to be used. In matters not covered by these Bylaws, and consensus cannot be reached, a two-thirds majority of those in attendance will prevail.
- 2) The BoD has final responsibility for insuring that DEFFA operates according to the Bylaws. The BoD shall interpret the Bylaws and provide for contingencies not covered in them as the need arises.

### **Article 9. Finances**

- 1) The income and property of DEFFA shall be used solely to promote the objectives set forth in Article 2, and not for the profit of any individual.
- 2) In the event of the complete liquidation of DEFFA, all funds and other property shall be used in a manner consistent with the objectives stated in Article 2 or transferred to a non-profit organization with similar or compatible goals.
- 3) The fiscal year ends on May 31.
- 4) The BoD provides for annual review of DEFFA's financial records.

### **Article 10. Amendments**

- 1) Amendments to the Bylaws may be proposed by the BoD or by petition of twenty or more members.
- 2) Amendments may be adopted by mail or by secret ballot at the Annual Meeting. Copies of the proposed amendment must be mailed to all voting members at least three weeks before the closing date for the ballots or the date of the Annual Meeting, depending on which method is used for voting.
- 3) The mailing to members includes any explanation submitted by the sponsors of the amendment, the recommendation of the BoD and the opinions of any Board member.
- 4) The amendment is adopted if approved by at least two-thirds of the voting members.

### **Article 11. Dissolution**

- 1) In the event of dissolution of this organization, such assets as may remain, after payment of all outstanding debts, are to be transferred to a Maine based organization with objectives similar to those stated in Article 2 of these By-Laws. Should no Maine based organization be available, assets may be transferred to another similar organization such as CDSS or NEFFA.
- 2) It is the intent of this article that no present or past Director or member of this organization benefit directly by dissolution.

### **Article 12. Effective Date**

- 1) The effective date of these bylaws is 27 March, 2009.