

IBMA BYLAWS AS OF MAY 12, 2015 (AMENDED)

ARTICLE I

Section 1. Location. The principle office and location of the Association shall be in Nashville, Tennessee.

ARTICLE II

Section 1. Membership. The membership shall be composed as follows:

- a) Voting Members. Those persons or organizations presently or formerly active, directly and substantially, in the field of bluegrass music. One person is limited to one voting membership at any time and may hold either one individual membership or may be the designated voting contact for one voting organizational membership, but not both. Organizations, groups and/or companies are limited to one voting organizational membership. Multiple persons from the same organization may hold their own individual voting membership.
- b) Patrons. Those persons who support the goals of the International Bluegrass Music Association. This membership category may be referred to as the "Grass Roots Club."

Section 2. Categories. The voting membership shall be comprised of the following eight (8) categories:

- Agents, Managers & Publicists
- Artists, Composers & Music Publishers
- Bluegrass Music Associations
- Print, Media & Education (includes Journalists, Electronic Media, Educators and Photographers)
- Recording, Distribution & Marketing (includes Record Labels, Recording Services and Record Distributors)
- Event Production (includes Event Producers and Event Tech Services)
- Broadcast Media (includes Radio Broadcasters, Webcasters and Television)
- Merchandisers and Luthiers

Application for membership shall be made in writing to the Board of Directors in such form as may, from time to time, be established. Each member shall designate his/her voting category when completing the membership application. A member may change his/her voting category by notifying the IBMA office in writing (or via email). The Executive Director or a proxy designated by the Board of Directors shall review and process all applications for membership. IBMA shall not discriminate on the basis of race, color, national origin, age, disability, sex, gender identity, religion, reprisal, political beliefs, marital status, familial or parental status or sexual orientation.

Section 3. Meeting of the Members. Meetings of the members shall be held at locations fixed by the Board of Directors, within or without the State of Kentucky. The annual meeting of the members shall be held during the annual business conference.

Section 4. Notice of Annual Meetings of Members. Notice of meetings of members shall be in writing and shall state the day, hour, and place of such meeting; and shall be issued to each member of the Association by mail, delivery service, or electronic medium at the postal, physical or email address of that member not be less than thirty (30) days prior to the date of

such annual meeting.

Section 5. A Special Meeting of the Members. A special meeting of the members may be held at any time and for any purpose at the call of a majority of the Board of Directors.

Section 6. Notice of Special Meeting of Members. Except as hereinafter provided, the notice shall comply fully with each and all requirements as to notice of annual meetings (Article II, Section 4).

Section 7. Vote. Except as provided herein, at all meetings of the members each individual or organizational member shall be entitled to one (1) vote.

Section 8. Dues. Annual membership dues shall be established from time to time by the Board of Directors.

Section 9. Non-profit Status. No part of the Corporation's net earnings will inure to the benefit of any private member, firm, or individual. The corporation is not organized for profit or organized to engage in any activity normally carried on for profit (even if the activity is operated on a cooperative basis or produces only sufficient income to be self-sustaining).

Section 10. Expulsion of Members. Any individual or organizational member whose continued membership is not in the best interests of the Association may be expelled from the association by the following procedure: A written statement of charges allegedly constituting grounds for expulsion and signed by not less than fifty (50) members of the association in good standing or by any two Directors shall be submitted to the Board of Directors for action. The Board of Directors shall submit a copy of these charges to the member not less than two (2) weeks prior to the meeting of the Board of Directors is scheduled to review the charges and render a decision. Any member so charged shall have the right to appear before the Board of Directors at this meeting and present evidence in his or her behalf. Removal from the Association's membership may be effected only by two-thirds (2/3) vote of the Association's entire Board of Directors. Each member of the Association agrees to be bound by the decision of the Board of Directors in such circumstances.

ARTICLE III

Section 1. Board of Directors. The Board of Directors shall each be voting members of the Association or principles in the operation of voting Organizational members. The Board of Directors shall consist of nineteen (19) persons elected and/or appointed as follows:

Member Elected Directors:

- a) One (1) member elected from each of the eight (8) designated categories set forth in Article II, Section 2 of these Bylaws, except there shall be three (3) members from the category of Artists and Composers.
- b) Two (2) members to serve as At-Large directors elected from the full voting membership.

Board Elected Directors:

- c) One (1) Board Chairperson, One (1) Board Vice Chairperson, pursuant to Article IV,

Section 3.

d) Four (4) members to serve as At-Large directors.

e) One (1) international member (not residing in the United States) to serve as an At Large director.

Section 2. General Powers. The general powers of the Board of Directors shall be to establish general policy and procedural guidelines which oversee the management of the Association's functions, its business affairs, and property and to do such lawful acts and things with reference thereto and to exercise all powers of the Association as are not by statute to be exercised or done exclusively by the membership. All members of the Board of Directors shall have equal voting privileges in any act under consideration by the Board of Directors.

No Board member shall commit resources of the Association or contract with any parties on the Association's behalf without the express consent of the Board of Directors. Any incident of doing so shall be cause for immediate removal of said Board member.

Section 3. Term. No Director shall be eligible to serve more than two (2) consecutive elected or appointed full terms of three (3) years each, and, any Director who has served two (2) full consecutive terms of six (6) years shall not thereafter be eligible for Board membership until he or she has remained off the Board for a minimum of one (1) year, except as Chairperson or Vice Chairperson as provided in Article IV, Section 4. If a person is elected/appointed to fill a vacancy of an unexpired term, the time remaining does not count as a "term" for purposes of term limits as stated herein. At the expiration of the period of service, he/she shall be eligible to serve two (2) additional consecutive terms.

Section 4. Meetings. The time and place of regular meetings of the Board of Directors shall be as agreed upon by a majority of the Directors. A majority of the Directors may also agree for the Board of Directors to meet by teleconference or video conference between regular meetings of the Board of Directors provided that each member is sent notice at least twenty-four (24) hours in advance. Meetings of the Board of Directors other than those regularly scheduled may be held at any time and at any location designated by the Chairperson of the Board upon thirty (30) day advance notice to each Board member. The Board shall adopt rules of order as the first order of business each time a new Board is seated.

Section 5. Vacancies. Vacancies occurring from time to time on the Board of Directors shall be filled by a special election to fill an unexpired term on the board.

(a) Member-elected Board Seats:

Vacancies in these board seats, as described in Article III, Section 1 of the bylaws, shall be filled as follows: (1) If the vacated seat has a term remaining of more than one (1) year, a special election shall be conducted as soon as practical. IBMA members eligible to vote for said position shall elect a replacement board member to complete the unexpired term of the seat vacated.

(2) If the vacated seat has a term remaining of one (1) year or less, the board may choose to hold a special election where (an) eligible member may fill the seat. However, if it is not determined to be practical, then the board may fill the seat itself. The board may also determine that the time left in the unexpired term is insufficient to secure and verify a slate of nominees. In this event, the board may choose to hold the seat open (unfilled) until the next general

election.

(b) **Board-appointed Board Seats:** Vacancies in these board seats, as described in Article III, Section 1 of the bylaws, shall be filled as follows: Regardless of the time left in the unexpired term, the board may choose whether to fill the seat by a temporary appointment to serve until the next general election. In either case (a) or (b) herein, the Nominating Committee process specified in Article III, Section 9 shall apply.

Section 6. Removal of Directors and Officers. Any Director or Officer may be removed by a two-third (2/3) vote of the Board members eligible to vote. A board member may be removed for misconduct or failing to attend two (2) consecutive meetings of the Board of Directors without a valid excuse. Upon missing the second consecutive board meeting, the Secretary shall send written notification (by postal mail or email) informing the Board member that they may provide written justification for the absence within five (5) days of receipt of notification. After the five (5) day appeal window, the Board shall vote whether to excuse the absence. The vote to remove a Board member is subject to a two-thirds (2/3) vote of the remaining Directors. If excused, the Board member's absences are forgiven and the slate is cleared. The replacement procedure for filling the vacancy is addressed in the Bylaws.

Section 7. Quorum and Voting. Except where these Bylaws or the law provide otherwise, a quorum of Directors shall consist of more than half of the voting members of the Board of Directors. A majority of those Directors present shall have the authority to take any authorized action except as provided herein. Voting shall take any form such as electronic balloting, voice voting, paper balloting, etc.

Section 8. Committees. The Chairperson and/or the Board of Directors may from time to time appoint committees or designate individuals to investigate particular matters and make recommendations to the Board and carry out the directions of the Board provided, however, the Chairperson and/or the Board of Directors shall not delegate to any person or committee any non-delegable duties or authorities established by statute. The Board of Directors may dissolve any such committee or appointment at any time.

Section 9. Nominating Committee. The Nominating Committee shall be responsible for recommending a slate of eligible nominees for seats to be elected or appointed to the Board of Directors. The Nominating Committee shall be comprised of five (5) members:

- Two (2) members appointed by the Board of Directors who are members of the Board of Directors but are not up for re-election, of which one (1) shall serve as Nominating Committee Chairperson,
- One (1) At-Large Director, senior in terms of cumulative years of service, elected by the full voting membership whose term does not expire in the election year for which nominations are being made, and,
- Two (2) people who shall be appointed by the Nominating Committee Chairperson who are voting members of the Association and are not currently serving as a Director.

No member of the Nominating Committee shall be a candidate for election or reelection as a member of the Board of Directors at the time of their service on the committee.

Section 10. Executive Committee. The Executive Committee shall consist of the Board

Chairperson, Vice Chair, Secretary and Treasurer who are elected annually by the entire Board of Directors and one (1) Board member appointed by the entire Board of Directors. It shall also include the Executive Director as a non-voting *ex officio* member. The Executive Committee shall be able to conduct the affairs of the Board of Directors between Board meetings. Any formal action taken or initiated by the Executive Committee must be ratified by the full board at its next regularly scheduled meeting.

ARTICLE IV

Section 1. Candidates for Nomination. Any voting member in good standing shall be eligible for nomination to any Director position per the Bylaws.

Section 2. Nominees for Directorship and Voting by Members. The Nominating Committee shall review and determine the eligibility of persons recommended from the general membership and recommended by Nominating Committee Members to become candidates for Director. Any voting member who shall receive two (2) or more written recommendations from other voting members of the Association shall be considered by the Nominating Committee to be eligible as a candidate in which such person is qualified. Recommendations from the membership are not required to be considered by the Nominating Committee unless such is received by the Committee at least sixty (60) days prior to the date on which the annual meeting of the Board of Directors is scheduled to occur.

The timetable shall be as follows:

- For Member Elected Board Seats:

On or about June 1 – The Nominating Committee shall issue a call for candidates from the membership for the seats that shall be up for election at the next regular election (September-October of the same year).

On or about July 1 – Deadline for submission to the Nominating Committee of qualifications and 100-word biographical statement from each board candidate.

The Nominating Committee shall acknowledge each submission via email.

First week of July – Nominating Committee reviews candidate qualifications and biographical statements and verifies their membership status and membership category (if applicable).

On or about July 15 – Nominating Committee narrows candidate list to a slate of no less than 2 nor more than 3 candidates for each seat for the election.

On or about August 1 – Ballots are sent to eligible voting members. The candidate receiving the highest number of votes shall win.

August 15 – Deadline for submission of Member votes for Board of Directors.

- For Board Appointed Board Seats:

The Nominating Committee shall recommend a slate of no less than 2 nor more than 3 candidates for each seat for Board consideration. The Board shall vote by ballot on the candidates for each seat. The candidate receiving the highest number of votes shall win.

In the event of a tie for either type of Board seat (Member elected or Board appointed), a runoff ballot shall be administered. If the runoff ballot also results in a tie, then the winner shall be determined by random lot between those candidates.

The persons thus nominated, together with those eligible candidates receiving write in votes in the election process, shall be the only persons eligible to be elected as Director by the membership. The ballot shall provide space for write-in votes. The Board of Directors shall establish a cut-off date by which ballots must be submitted in order to be counted for the election. Each voting member shall have the right to vote for one person on each ballot presented to them within these procedures. As an alternative to mailed ballots and elections, elections may be conducted on-line utilizing a reliable and secure on-line voting process approved by the board of directors.

Section 3. Special Election Provisions Regarding the Chairperson and Vice Chairperson.

The foregoing provisions of this Article shall not apply to Director positions appointed by the full Board of Directors. By majority vote, the Board of Directors shall elect annually to a term of service of one (1) year:

- one (1) Chairperson
- one (1) Vice Chairperson

These directors shall each have the same voting privileges as do other Board members. Any person elected to assume the duties of Chairperson shall immediately relinquish any and all other positions within the organization, including representation of a particular constituency and/or committee assignments, except that they shall be allowed to serve on the Strategic Planning Committee and the Executive Committee. Any person elected to assume the duties of Vice Chair shall immediately relinquish any position on the Board of Directors held prior to his/her appointment, but the Vice Chairperson may accept committee assignments. There shall be a limitation of three (3) consecutive terms of service in either one of these positions. Any person having served as Chairperson shall thereafter be ineligible for Board membership until he or she has remained off the Board for a minimum of one (1) year. To be eligible for the seat of Chairperson and Vice Chairperson, a person must have served as a Board Member and/or Officer for at least the two years immediately prior to assuming the position.

ARTICLE V

Section 1. Officers. The Officers of the Corporation shall be the same as the Officers of the Association, and the Board of Directors of the Association shall be the Directors of the Corporation. The Bylaws of the Association shall be the Bylaws of the Corporation. Officers of the Association shall consist of:

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer

Each of these Officers shall be duly elected Directors of the Association under respective provisions of the Bylaws. Each Officer is additionally responsible for specific duties within the Association pursuant to the directives, policies, and procedures established by the Board of Directors. No officer may hold more than one office at the same time.

Section 2. Chairperson. The duties of the Chairperson shall include establishing the agenda and the conduct of meetings of the full board, presiding over such meetings, the appointment of committees not otherwise stipulated by statute, and other functions designated herein. The Chairperson shall additionally serve as the assigned spokesperson with responsibilities to communicate the Association's mission and objectives to the membership and other entities both within and outside the Association and shall preside at all general membership meetings. The Chairperson shall be responsible to the Board of Directors for the proper performance of his or her duties as Chairperson of the Association.

Section 3. Vice Chairperson. The duties of the Vice Chairperson shall be to advise and assist the Chairperson in establishing the agenda for meetings of the board and in making appointments of committees. In the absence of the Chairperson at any particular meeting of the Board of Directors, the Vice Chairperson shall preside at that particular meeting. In the absence of both the Chairperson and the Vice Chairperson, the Directors shall appoint a temporary Chairperson to preside at that particular meeting.

Section 4. Secretary. Except for excused absences, the Secretary shall attend all meetings of the Board of Directors and other membership meetings and is the custodian of records. The Secretary shall cause the minutes of all official meetings to be recorded and kept and the issuance of all notices of corporate meetings as required by these Bylaws or by statute, and shall perform such other duties as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer, subject to the direction of the Chairperson and the Board of Directors, shall supervise and oversee the custody of all corporate funds. He or she shall cause to be kept full and accurate account of receipts and disbursements in the books of the Association and shall cause all moneys and other valuable effects to be deposited in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. An audit of all funds and accounts of the Association will be made by an accounting firm appointed by the Board of Directors at such time as the Directors may designate.

ARTICLE VI

Section 1. Executive Director. The Board of Directors may employ an Executive Director as the Chief Executive Officer of the Association responsible for seeing that all orders and resolutions of the Board of Directors are carried into effect subject, however, to the right of the Directors to delegate to its Officers, committees, or employees any specific power or authority except those which are exclusively conferred on the Executive Director by statute. The Executive Director shall be responsible to the Board of Directors for the proper performance of his or her duties, including management of the day-to-day operations of the Association, hiring, dismissal and supervision of additional personnel and for maintaining the offices, managing the administrative affairs of the Association including the maintenance of the books of account of the Association and shall make the same available at any reasonable time to the Treasurer, Chairperson, and Board of Directors. The Executive Director shall be governed by the duties

and authority granted by the Board of Directors. The Executive Director shall be bonded at all times.

ARTICLE VII

Section 1. Amendment. These Bylaws may be amended from time to time upon the recommendation and vote of a two-thirds (2/3) majority of the Board of Directors at any meeting of the Board of Directors. All proposed amendments must be presented to the members of the Board in writing no later than at the time of the notice of the meeting at which they will be considered.

ARTICLE VIII

Section 1. Notice. Whenever these Bylaws call for mailed notice to be given, email notice may be given in lieu thereof.

Amended by the IBMA Board of Directors, May 11 and 12, 2015