

**NATIONAL FOLK ORGANIZATION
of the United States of America**

BYLAWS
Revised 2023

ARTICLE I

Purpose

Section 1. This Corporation is organized as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Section 2. Mission statement: The purpose of the National Folk Organization of the U.S.A. is to advance and preserve folk arts representing national, local and ethnic customs as they exist throughout the United States of America; to promote and encourage the exchange of folk dance and dance-related folklore in the United States of America and abroad; and to effectively network with those who support these objectives.

ARTICLE II

Membership

Section 1. Membership in the National Folk Organization (NFO) shall be open to all persons and groups, irrespective of their place of residence.

Section 2. There shall be six categories of membership: (a) Individual, (b) Household, (c) Student, (d) Group, Life, and (f) Honorary. All categories shall be voting members Of the Organization (see Section 3).

Section 3. Each voting member shall be entitled to one vote, with the exception of Household memberships, in which case each designated member of the Household shall have one vote. In the case of Group memberships (Recreation, Performing, Festivals, and Institutions), voting privileges will apply only to the one person designated as the official representative of such groups. No person shall have more than one vote even if they qualify for more than one category of membership. To vote at the Annual Meeting, a member must be in attendance either in person, or virtually.

Section 4. The Board of Trustees (Art. III) shall establish annual dues as may be found necessary for the provision of services and materials within the organization. Dues shall become payable upon the date of membership.

Section 5. A National Members' Conference shall be held annually. Whenever possible, the Annual Meeting will be held both in person and virtually. The Executive Committee (Art. V) shall be responsible for setting the time, date and place of the National Members' Conference and shall notify all members at least ninety (90) days prior to the meeting. An agenda with the proposed slate of Officers and Trustees shall be sent to all members no later than twenty-one (21) days prior to the meeting.

ARTICLE III

Board of Trustees

Section 1. The property, affairs and business of the Corporation shall be under the care and management of a Board of Trustees. Board membership shall automatically include the Founders, the four (4) elected Officers (President, Vice-president, Secretary and Treasurer), and the Immediate Past President. Nine (9) Trustees shall be deemed "At-large Trustees" and shall be elected from the membership at the Annual Members' Conference. If there is a President-elect, that individual will also be a member of the Board of Trustees.

Section 2. At-large Trustees shall be elected to serve for a term of three (3) years and one-third (1/3) of the total number of such Trustees shall be elected each year. No person shall be eligible to serve as a Trustee for more than two (2) full consecutive three (3) year terms, but any such person may again be eligible for election as an At-large Trustee after at least one year absence from this office.

Section 3. Vacancies in the trusteeship caused by death, resignation, removal, or any other cause, may be filled until the next succeeding annual election by the affirmative vote of a majority of the Trustees then in office, though Trustees shall not be required to fill such vacancies so long as the membership of the Board does not fall below the stated minimum of ten (10) members. Vacancies in Board positions of Immediate Past President and President-elect shall not be filled. Any Trustee may be removed from office by an affirmative vote of the majority of Trustees, if, in the opinion of such majority, there is not adequate participation in the affairs of the Corporation by the Trustee in question, or for non-payment of membership dues. Trustees shall be required to hold Individual or Household membership in NFO, regardless of whether they may also represent a Group member.

Section 4. Regular meetings of the Board of Trustees shall be held at least once each year. Regular and special meetings shall be held at such times and in such place as the Board of Trustees may designate, and if the Board shall fail to make such designation, the President shall designate the time and place of the meeting. Meetings held virtually, by telephone and/or voting by regular postal mail, electronic mail, or facsimile shall be allowed, provided notice is given a minimum of seven (7) working days in advance and method of response is specified in such notice.

Section 5. A simple majority of the number of Trustees shall constitute a quorum for the transaction of any business that may come before any Trustees' meeting, and the vote of the majority of the Trustees present at a Trustees' meeting at which a quorum is present shall be decisive of any action taken at such meeting.

ARTICLE IV

Duties of Officers

Section 1. The Officers of the Corporation shall be a President, Vice-president, Secretary, Treasurer, and President Elect, who shall be elected from the membership by the members at an annual National Members' Conference. The Officers shall hold office for a three-year term and/or until their respective successors are elected, except for the President Elect (see Section 2). The President shall be eligible to serve for only one three-year term in that office. The Vice-president and Secretary may serve for two consecutive three-year terms, and the Treasurer can serve for any number of terms. Where term limits apply, eligibility is restored after one full year's absence from any particular office. If an officer's term includes a partial term of service, this term will only count as a full term for purposes of succession if it exceeds two years in length. Officers shall take office at the close of the annual National Members' Conference at which they were elected. The Immediate Past-president shall take office upon the completion of his/her last term as President and shall serve as a Trustee as long as this office is held.

Section 2. A President-elect shall also be elected at the end of a President's second year in office. This person will serve as an apprentice to the President for one year before automatically succeeding to the office of President. The President-elect will also serve as a member of the Board of Trustees and the Executive Committee during this one-year term.

Section 3. The President shall perform all such duties as usually are the responsibilities of such office and shall preside at all meetings of the Corporation, the Board of Trustees, and the Executive Committee. In the third year of office, the President will also be a mentor to the President-elect. He/she shall be an ex-officio member of all committees except the Nominating Committee (Art. VI). The President, with the approval of the Board of Trustees, shall appoint the chairperson for all committees (except the Nominating and National Members' Conference committees). Upon completion of the term of office, all files and records related to the office or organization shall be transferred to the new President.

Section 4. The Vice-president, in the absence or inability of the President to discharge the duties of the office, shall perform such duties. As Chair of the annual National Members' Conference Committee, the Vice-president shall be responsible for the program and logistics of the annual National Members' Conference. Upon completion of the term of office, all files and records related to the annual National Members' Conference shall be transferred to the new Vice-president.

Section 5. The Secretary shall keep a record of the meetings of the Corporation; be the custodian of the Corporate Articles, Seal and documents, archival material, and keep a record of the meetings of the Board of Trustees. Such records shall be transmitted to the successor to the position of Secretary. A copy of all records shall be kept for the NFO Archives.

Section 6. The Treasurer shall be responsible for the administration of the annual budget, for overseeing the receipt and expenditure of funds, for the maintenance of proper financial records, for financial statements, for maintaining the membership records, and for the annual audit. The

Treasurer shall provide a copy of financial statements upon request to any member of NFO. The Treasurer shall serve ex officio as a member of the Finance and Membership committees.

Section 7. All officers, except for the President and Immediate Past-president, shall be elected and begin their three-year terms in the same year as the election of the President-elect. This will ordinarily coincide with the beginning of the President's third year in office.

Section 8. A vacancy in the office of President shall be filled by the Vice-president for the remainder of the unexpired term, or by the President-elect if the vacancy occurs in the President's third year of office. A vacancy in any other office (but see Art. III, Sect. 3) shall be filled for the unexpired term by the affirmative vote of a majority of the Trustees present at any meeting of the Board of Trustees called for such purpose, even if less than a quorum is present, subject to confirmation (or replacement) by the membership at the next annual National Members' Conference. Such meetings of the Trustees may be held in person, by phone or by electronic communication devices.

ARTICLE V

Executive Committee

The Corporation shall have an Executive Committee composed of the Officers, the Immediate Past President and the Chairpersons of the Nominating, Finance, and Rules and Regulation Committees. The term of office for members of the Executive Committee shall be concurrent with the designated terms of their office. The President will serve as chair of this committee. The Executive Committee shall have and may exercise all the powers of the Board of Trustees in the management of the affairs of the Corporation between meetings of the Board of Trustees. It shall review and have presented the annual budget to the Board of Trustees for approval and shall have submitted the approved budget to the general membership at the annual National Members' Conference. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of all business. Meetings may be held in person, by phone, or by electronic communication devices.

ARTICLE VI

Nominating, Finance, and Rules and Regulations Committees

Nominating Committee

Section 1. The Nominating Committee shall consist of three (3) members who shall serve a term of three (3) years each. Each year, a new member of the Nominating Committee shall be chosen by the President from the newly elected At-large members. In the event of a vacancy on the Nominating Committee, a replacement shall be selected for the unexpired term from the At-large Trustees by affirmative vote of a majority of Trustees, subject to confirmation or replacement by the membership at the next Annual Members' Conference. The member with one (1) year remaining in his/her term shall serve automatically as chairperson of the Nominating Committee.

Section 2. At least twenty-one (21) days prior to the annual National Members' Conference of the National Folk Organization, the Nominating Committee shall notify all voting members of its list of nominees for officers and At-large members of the Board of Trustees. Such notification can be by regular mail, e-mail, publication in the NFO News, or some combination of these media.

Section 3. The Nominating Committee shall present its nominations at the annual National Members' Conference. Additional nominations may be made from the membership at that time. Election shall be by majority vote of the members present, either in person or virtually.

Section 4. Members of the Nominating Committee shall take office at the close of the annual National Members' Conference at which they were elected.

Section 5. The Chairperson of the Nominating Committee shall serve on the Executive Committee.

Finance Committee

Section 1. The Finance Committee shall consist of two (2) members who shall serve for a one-year term. In addition, the Treasurer shall also serve on the Finance Committee.

Section 2. The Finance committee shall be responsible for the financial resources available to the National Folk Organization to carry out its mission. Activities shall include financial development, fiscal accountability, and development of the annual budget for presentation and review by the Executive Committee.

Section 3. The Chairperson of the Finance Committee shall serve on the Executive Committee.

Rules and Regulations Committee

Section 1. Membership of the Rules and Regulations Committee shall be comprised of three (3) members who shall serve for terms of three (3) years each. The President shall appoint a Chairperson from within the membership of the committee. The Chairperson of the Rules and Regulations Committee shall serve on the Executive Committee.

Section 2. The Rules and Regulations Committee shall be responsible for reviewing proposed changes to Bylaws and Articles of Incorporation and for making recommendations to the Executive Committee and Board of Trustees regarding acceptance of said changes.

Section 3. The Committee shall be responsible for enforcing the provisions of the Bylaws and Articles of Incorporation by calling to the attention of the President and/or Executive Committee any irregularities occurring within the Organization.

ARTICLE VII

Committees

Section 1: Standing Committees

The Corporation shall have Standing Committees whose chairpersons must be selected by the President. These appointments must be approved by the Executive Committee and are for one-year terms.

Section 2: Ad Hoc Committees

The Corporation may have Ad Hoc Committees. These committees shall be appointed by the President with Board approval as needed to meet specific needs.

ARTICLE VIII

Advisory Committee

Members of the Advisory Committee shall be appointed from among the Founders, Past Presidents, and other individuals whose expertise is deemed helpful to the National Folk Organization.

ARTICLE IX

Area/State Delegates

A network of Area/State representatives may be developed.

ARTICLE X

The Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31 of each year.

ARTICLE XI

Authority

Robert's Rules of Order Revised shall govern procedure in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or rules of law.

ARTICLE XII

Execution of Instruments

Section 1. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation by the Treasurer, or in his/her absence or inability to serve, by the President. Checks exceeding \$1,000 each must be countersigned by such officer(s) as the Board of Trustees shall from time to time designate for that purpose. Either the President or Treasurer may sign checks in the amounts not to exceed \$1,000 each without requiring counter signatures. The President and Treasurer and any other officer empowered to sign or countersign checks and other instruments shall be bonded to the extent required by the laws of the states in which they reside, or as required by the Board of Trustees.

Section 2. When the execution of any contract or other instrument has been authorized without specification of the executing Officers, the President may execute the same, together with such signature or signatures of such Officer(s) as the Board of Trustees may designate on behalf of the Corporation.

ARTICLE XIII

Indemnification

Section 1. Indemnification of Directors, Officers, etc. To the full extent permitted by law, the Corporation shall indemnify any Director or officer, or former Director or officer of the Corporation, or any person who may have served at its request as a Director or officer of another corporation against expenses actually and reasonably incurred by them, in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been such Director or officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence in the performance of duty, and to make such other indemnification (including advanced payment of indemnification) as shall be authorized by the Board.

Section 2. Insurance. By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in the capacity or arising out of his/her status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify him/her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 3. Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an

organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE XIV

Headquarters

The headquarters of the National Folk Organization shall be located in the State of Utah, the State of incorporation.

ARTICLE XV

Compensation

Trustees shall not receive compensation for their services as such, although the reasonable expenses of attendance at Board meetings may be paid or reimbursed by the Corporation. Trustees shall not be disqualified to receive reasonable compensation rendered to or for the benefit of the Corporation in any other capacity, providing that other members of the Board are aware of the agreement between the Board members and the Corporation.

ARTICLE XVI

Amendments to the Bylaws

The Bylaws may be amended by the majority vote of the voting members present in person or virtually at the annual National Members' Conference. The Executive Committee shall cause to be mailed or e-mailed proposed amendments to the membership at least twenty-one (21) days prior to the annual National Members' Conference. Additionally, members may propose amendments in writing to the President and these must be reviewed by the Executive Committee at least sixty (60) days before the annual National Members' Conference.

ARTICLE XVII

Dissolution

The National Folk Organization may only be dissolved by a two-thirds (2/3) majority vote of the Board of Trustees in a meeting called into session for this specific purpose. All assets, such as they may be, shall be distributed to one or more non-profit organizations, as defined by I.R.C. 501(c)(3), whose mission and goals are consistent with those of the National Folk Organization, or to some federal, state, or local government for a public purpose. No assets shall inure to the benefit of any Member, Trustee, or Officer of the Corporation. A special administrator may be assigned by the

Board to satisfy all outstanding debts and obligations and to disburse assets as provided in this Article.

These Bylaws have been adopted by the Board of Trustees and the membership of this Corporation on March 30, 2023.

By: _____, Secretary