

BYLAWS OF THE TAMBURITZA ASSOCIATION OF AMERICA

a not-for-profit Missouri corporation

ARTICLE I – NAME

The name of this association shall be the **TAMBURITZA ASSOCIATION OF AMERICA.**

ARTICLE II – OBJECT

The object of this association is to promote the growth of said association through the preservation and promotion of our tamburitza music, our slavic culture, past, present, and future, or any other lawful pursuit not inconsistent with our status as a not-for-profit Missouri corporation.

ARTICLE III – MEMBERSHIP

Membership of the T.A.A. shall be composed of all tamburitza music lovers and Tamburasi, male or female, who are interested or active in tamburitza music and the general objects of the association who have paid the applicable annual membership dues.

ARTICLE IV – DUES

Annual dues for members of the association shall not be less than five (5) nor more than fifty (50) American dollars per year. Dues shall be payable upon application for membership. Membership shall last for the remainder of the calendar year in which the dues are received by the membership chairperson and thereafter on an annual calendar year basis providing the subsequent annual dues are tendered on a timely basis. Membership which has lapsed for non-payment of dues may be renewed upon receipt by the membership chairperson of payment of the then applicable dues. The Association may from time to time offer a multiple year or lifetime membership at a discount dues rate relative to the single year annual dues rate then established.

ARTICLE V – RIGHTS, PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP

Only those persons in compliance with Articles III and IV of these bylaws shall be entitled to the rights, privileges, and responsibilities of membership.

Each individual dues paying member shall have the following rights, privileges, and responsibilities:

- A. The right to cast one (1) vote on each matter submitted to the general membership. Such vote must be cast via a method previously approved by the Board of Directors.
- B. The privilege of holding office (subject to criteria contained elsewhere in these bylaws), making motions, and participating in discussions of various matters properly on the floor at a membership meeting when called upon to do so by the chairperson of such meeting.
- C. The right to attend the annual or any duly called special meeting of the T.A.A. at the time and place designated by the officers and directors of the association.
- D. The privilege of performing at a Tamburitza Extravaganza upon the invitation of the inviting authority.

ARTICLE VI – BOARD OF DIRECTORS

Section 1

- A. The Board of Directors shall consist of eleven (11) persons. No person shall be permitted to stand for election to the Board of Directors unless said person shall first have attained the age of 21 years and who shall have been a member in good standing of the T.A.A. for at least four (4) consecutive years immediately preceding the candidate's nomination. Those candidates receiving the highest number of popular votes shall be deemed to have been elected to fill the seats in such number equal to the announced vacancies.
- B. All directors so elected shall hold their offices for three (3) years except when elected or appointed to fill mid-term vacancies, in which case the director so elected or appointed shall only serve for such period of time as is specified by any applicable provision set forth below, unless thereafter reelected.
- C. If a board member dies or resigns before the expiration of his/her term, and such death or resignation occurs after the general membership meeting (typically held at the annual Tamburitza Extravaganza event) but before the annual Mid-Year Board of Directors meeting, then such vacancy on the Board of Directors may be filled in accord with the following procedure: The President of the Association may recommend in writing to the Executive Board a member that meets the criteria specified above in Section 1-A to be appointed to fill the vacant Director position. The Executive Board must, within 14 days of the date of the President's written recommendation, review and respond in writing to said recommendation by the President. If the Executive Board approves the President's recommendation by simple majority of the Executive Board, then said recommendation shall be forwarded in writing to the entire Board of Directors within 14 days of the Executive Board's approval. The entire Board of Directors shall then vote upon said recommendation. If a simple majority of the Board of Directors approves the recommendation, then the person so recommended shall be deemed appointed to the Board of Directors and shall serve in such capacity until the next general election when such person shall have the option of standing for election to continue the unexpired term of his/her predecessor or standing for election to fill any other vacancy on the Board of Directors. If the Executive Board, or the entire Board of Directors fails or refuses to approve the President's recommendation in accord with the procedure set forth above, then the President may re-initiate the process set forth in this paragraph by recommending another member that meets the criteria specified above in Section 1-A.
- D. If a board member dies or resigns before the expiration of his/her term, and such death or resignation occurs after the annual Mid-Year Board of Directors meeting, then such position on the Board of Directors shall remain vacant until the next general election at which time the vacancy shall be filled in accord with the other provisions of this Section1.

Section 2 – Duties of the Board of Directors

The Board of Directors shall transact the business of the T.A.A., may fill all vacancies arising between elections in the list of officers, shall pass upon all expenditures and upon all recommendations for membership presented by the membership committee. The Board shall pass upon all T.A.A. undertakings in advance; and the budget, when prepared by the finance committee, must be approved by the Board of Directors before it is presented to the members of the T.A.A.

Section 3 – Duties of the Executive Board

The Executive Board shall consist of four (4) members elected by the entire Board of Directors from among the members of such Board. The duties of the Executive Board shall be to act in an advisory capacity to the President, and to decide matters of immediate importance between meetings of the entire Board of Directors which do not involve the expenditure of Association moneys in excess of five hundred

(500) American dollars. The Executive Board shall review and approve or disapprove of the President's appointments of chairpersons of standing or ad hoc committees, shall perform all other duties delegated by the entire Board of Directors acting as a body, and shall render a full report of its acts at the next meeting of the entire Board.

- A. The Executive Board is solely responsible for the selection of the host chairperson for each Tamburitza Extravaganza, subject only to the approval of the entire Board of Directors.
- B. The Executive Board shall have primary responsibility for selection of the city in which each Tamburitza Extravaganza will be held, with final approval needed by the entire Board of Directors of the T.A.A. They shall have the authority to accept bids from cities, facilities, and/or committees interested in hosting future Tamburitza Extravaganzas. After their review, they shall submit their recommendations to the general membership for information purposes only. Cities, facilities, and/or committees interested in hosting future Tamburitza Extravaganzas shall submit bids to the Executive Board two (2) years in advance of their target date (i.e., cities, facilities, and/or committees wishing to host in 2010 shall submit their bids no later than the spring of 2008).

ARTICLE VII - OFFICERS

Section 1

The officers of the T.A.A. shall be the President, Vice-President, Secretary, and Treasurer.

Section 2

The officers of the T.A.A. shall be elected by the Board of Directors on an annual basis. The nominee receiving the highest number of votes for a position to which he/she has been nominated shall be deemed to have been elected to that position.

Section 3 – Duties of Officers

- A. **President.** The President shall preside at all business meetings of the T.A.A., of the Board of Directors, and of the Executive Board, or the President shall delegate such other Director as he/she deems appropriate to preside at such meetings. He/she shall appoint the chairperson of the standing and ad hoc committees. The President shall be, ex-officio, an additional member of each of such committees and must be notified of their scheduled meetings. When necessary, the President shall call special meetings of the T.A.A., the Board of Directors, and the Executive Board. The President shall present a report of the year's work, including that of the Board of Directors, at the annual general membership meeting, and perform all other duties commonly associated with the office of President of a not-for-profit corporation.
 - 1. The President of the T.A.A. shall appoint three (3) tellers to assist in conducting the annual election of Directors in a fair and impartial manner.
 - 2. The President shall be an alternate or co-signatory on each of the Association's financial accounts with the treasurer and shall oversee the withdrawal and disbursement of T.A.A. funds.
- B. **Vice President.** The Vice President shall, in the absence of the President or in case of the President's inability to act, perform the duties of President.
- C. **Secretary.** The secretary shall keep the minutes of the meetings of the T.A.A., of the Board of Directors, and of the Executive Board. He/she shall prepare for the use of the President at each

business meeting a memorandum of business to be transacted. He/she shall also keep for ready reference, lists of all chairpersons and members of all standing and ad hoc committees; and shall see that submitted reports passed are properly dated, and signed before being filed. He/she shall also present a brief report of his/her year's work at the annual Board of Directors meeting.

He/she shall also record and make available, upon reasonable request, orally or in writing, the results of all elections and votes of the general membership, the Board of Directors, and the Executive Board indicating the respective position of each officer and/or director when such person casts a vote other than in a vote of the general membership, in a fashion reasonably calculated to inform the general membership of the decisions made and actions taken.

D. **Treasurer.** The Treasurer shall promptly collect all dues, and promptly receive and deposit all moneys due or belonging to the T.A.A. in a federally insured financial institution (if possible and prudent). He/she shall disburse the corporation funds by bank check only, upon order of the Board of Directors or the Executive Board when permitted by these bylaws.

The Treasurer shall assist the membership chairperson in confirming the status of those persons applying to attend an association meeting, vote, or those intending to perform at any Tamburitza Extravaganza.

The Treasurer shall assist the membership chairperson in notifying the Board of Directors of any members who have resigned or forfeited membership and shall also assist in regularly informing the Board of Director of all additions and changes in the list of members' names and addresses.

The Treasurer shall prepare an accurate annual financial report, keep the books, make all authorized payments on behalf of the association, and provide the audit committee with the records they request in a timely manner. The Treasurer shall present for approval the annual, audited report at the last Board of Directors meeting immediately preceding the general membership meeting and also shall present such report for approval to the general membership at their annual meeting.

The Treasurer shall be bonded annually at the expense of the association and the amount of the surety bond shall be designated by the Board of Directors at each annual meeting of the T.A.A.

The Board of Directors may, from time to time, direct the Treasurer to, on terms dictated by the Board of Directors, engage the services of a certified public accountant outside the membership ranks of the T.A.A. for the purpose of 1) conducting an independent audit of the Association's financial records, 2) reviewing the various fiscal practices of the T.A.A., and 3) presenting to the Board of Directors a written evaluation or management letter enumerating suggested revisions or improvements to be considered by the Board for implementation by the Association. A copy of this report shall be made available upon reasonable written request for the review of any verified member of the T.A.A.

ARTICLE VIII – ELIMINATION AND ASSUMPTION OF CERTAIN LIABILITY OF VOLUNTEER DIRECTORS

A volunteer director of the T.A.A., a not-for-profit Missouri corporation, shall not be personally liable to the corporation or its members or its creditors for monetary damages for the volunteer director's fiduciary duty, except for liability:

- (1) for any breach of the volunteer director's duty of loyalty to the corporation or its shareholders or members;

- (2) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (3) for any transaction from which the volunteer director derived an improper personal benefit;
- (4) for any acts or omissions occurring before the date this article is filed with the State of Missouri, and
- (5) for any acts or omissions that are grossly negligent.

The corporation hereby assumes all liability to any person other than the corporation or its shareholders or members, if any, for all acts or omissions of a volunteer director occurring on or after the date this Article is filed with the State of Missouri, incurred in the good faith performance of the director's duties as a volunteer director; provided, however, that the corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(C)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the Code). If Missouri law is hereafter amended to authorize the further elimination or limitation of the liability of directors of non-profit corporations, then the liability of a director of the corporation (in addition to the limitation, elimination and assumption of personal liability contained in this Article) shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by Missouri law as so amended, except to the extent such limitation, elimination, or assumption of liability is inconsistent with the status of corporation as an organization described in Section 501(C)(3) of the Code. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

ARTICLE IX – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Provided such indemnification does not violate the status of the corporation as an organization described in Section 501(C)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, each person who is or was an officer of the corporation, or a member of the Board of Directors, and each person who serves or has served at the request of the corporation as a director, officer, employee, or agent shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Missouri as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person in any such capacity or arising out of his/her status as such, whether or not the corporation would have such power to indemnify him/her against such liability under the laws of the State of Missouri. This right of indemnification shall continue as to a person who ceases to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of that person.

ARTICLE X – DISBURSEMENT

Disbursement of association funds shall only be made in accord with the authority expressly provided in these bylaws; and the officers, directors, and performers shall provide their services without salary or other compensation except that they may be reimbursed for authorized expenses incurred on behalf of the association and in furtherance of its lawful objectives.

ARTICLE XI – STANDING COMMITTEES

Section 1

There shall be the following standing committees –

Finance
 Hall of Fame
 Membership
 Parliamentary Law and Bylaws
 Audit
 T.A.A. History

and such other committees as the Board of Directors may from time to time find necessary. The President shall appoint a chairperson for each of these committees. Each chairperson shall render a written report enumerating his/her committee's work of the preceding year to the President eight (8) weeks before the annual meeting for possible incorporation into the President's report, and shall present a brief oral report of same to the membership at the annual meeting and to the Board of Directors at its meetings if called upon to do so.

Section 2 – Duties of the Standing Committee

A. **The Finance Committee** shall consist of three members with the Vice President as chairperson, and including the Treasurer and one other Board member. This Committee shall prepare a budget for the ensuing year, subject to the approval of the Board of Directors.

This committee shall also notify the Board of Directors from time to time of expenditures made and shall verify all requests for reimbursement or expenditures by requiring that all submissions be dated, itemized, and signed and that all such submissions include the purpose for such expenditures.

B. **The Parliamentary Law and Bylaws Committee** shall be appointed by the President and shall consist of a parliamentarian who shall inform him/herself concerning the Articles of Incorporation and Bylaws of the T.A.A. and shall be prepared, when called upon by the President, to give opinions concerning parliamentary procedure according to the authority adopted by the T.A.A. There shall be an annual review of the existing bylaws by this committee to update, make suggested amendments to, or propose bylaws as needed. These proposed amendments shall be presented to the general membership for their acceptance or rejection at their annual meeting.

C. **The T.A.A. History Committee** shall consist of one or more members, as may be designated by the Board of Directors, with a chairperson known as "historian", who shall familiarize him/herself with and be responsible for the care of all archival records, memorabilia, books, audio and visual tapes, photographs, and papers belonging to the T.A.A. He/she shall arrange to have such items properly and safely stored, catalogued, and maintained and, if borrowed, that records will be maintained to ensure return or retrieval of association property. This committee shall also be responsible for the gathering and maintenance of copies of notices, programs, and the Tamburitza Times as well as any newspaper articles, correspondence, or other items making historically significant reference to the association and its activities. He/she shall also file for archival purposes, several copies of each program or yearbook as soon as such may be issued. Any and all recordings of any T.A.A. sponsored Tamburitza Extravaganza, visual or audio, are the sole property of the T.A.A., and distribution of such recordings is the exclusive right of the association unless otherwise provided for and authorized by the association.

D. **The Auditing Committee** shall be appointed by the President and shall consist of three (3) members of the association. Records of the Association as well as records of the local Tamburitza Extravaganza host committee for the previous year are to be presented to the auditing committee for their audit which is to be conducted prior to the first Board of Directors meeting at the annual Tamburitza Extravaganza. Upon completion of such audit, a report shall be made and presented to

the Board of Directors for their approval and then made available to the general membership for their information and approval.

- E. **The Hall of Fame Committee** shall be appointed by the President and shall consist of five (5) or more members as approved by the Board of Directors, who will be responsible for receiving all candidates' names and resumes from the general membership. The names and addresses of Hall of Fame nominees in any given year shall be submitted to the Board of Directors for their consideration prior to the spring Board of Directors meeting.

The purpose of the Tamburitza Association of America's Hall of Fame is to commemorate those persons who have distinguished themselves as being extraordinary musicians and/or ambassadors of the Tamburitza.

- F. **The Membership Committee** shall be appointed by the President and shall consist of one (1) chairperson from the Board of Directors and two (2) general members. The committee shall review all applications for membership along with payment of the applicable membership dues and process them in accord with these bylaws. This committee shall also record and maintain current lists of association members for such purposes as are provided for in these bylaws, and shall hold these lists open to the general membership for their information and review upon reasonable written request.

ARTICLE XII – POSTHUMOUS SCROLL OF RECOGNITION

The association shall maintain a Posthumous Scroll of Recognition to commemorate the efforts of our deceased tamburasi. Members interested in submitting the name of a deceased tamburas(a) for placement on the T.A.A. Posthumous Scroll of Recognition shall submit the following information to the Secretary:

- the name of the deceased tamburas(a)
- the name of the orchestra(s) with whom that tamburas(a) played and their location
- his/her last known address

The Posthumous Scroll of Recognition shall be first awarded to the surviving spouse; if none, then to surviving children, if none, then to a sibling; if none, then to a relative. If there are none of the above, the award will be made to a close personal friend of the deceased tamburas(a) who would cherish the possession of the award.

ARTICLE XIII – MEETINGS

Section 1

- A. T.A.A. meetings shall be conducted annually for the general membership for the purpose of transacting the business of the T.A.A. including the election of Directors. The meeting shall be scheduled on Saturday morning of the annual Tamburitza Extravaganza unless circumstances dictate otherwise.
- B. Special meetings and regular meetings of the T.A.A. shall be called by order of the President or of a majority of the Board of Directors on giving of not less than ten (10) days written notice, except in an emergency.
- C. Meetings of the T.A.A. and of the Board of Directors shall be conducted by rules of parliamentary procedure. Roberts Rules of Order shall be the controlling authority for the T.A.A. in all questions of parliamentary law not covered by the Articles of Incorporation or by these bylaws of the association

Section 2

- A. Regular meetings of the “old” Board of Directors shall be held prior to the annual general membership meeting. The “new” Board of Directors shall meet subsequent to the annual general membership meeting and again in the spring of each year to conduct the business T.A.A. Time, place and date, shall be communicated in writing to all members of the Board of Directors by the Secretary or the President.
- B. Special meetings of the Board of Directors may be called by the President or by a majority of the Board when it is considered necessary. Notice thereof shall be given to all Board members at least three (3) days in advance of such meeting and notice may be given by mail, email, messenger, or telephone.

Section 3

- A. The Executive Board shall not hold regular meetings unless it is so provided by the Board of Directors.
- B. Special meetings of the Executive Board may be called by the President or by a majority of the Executive Board. Notice may be given orally, or by mail, email, telephone or messenger.

ARTICLE XIV – QUORUM AND NECESSARY MARGIN OF VOTE

Section 1

The quorum for a T.A.A. general membership annual meeting shall be not less than twenty-five (25) members not including Officers and Directors. For a meeting of the Board of Directors, quorum shall be seven (7) of the eleven (11) Directors; and for the Executive Board, it shall be three (3) of the four (4) Officers of the Executive Board. Committees must have physically present a majority of the committee’s total members to constitute quorum.

Section 2

The necessary margin of votes to carry a motion, approve minutes, accept reports, or adopt resolutions shall be a simple majority of ayes when a sufficient number of voters of the appropriate category are present in quorum, **except** as expressly authorized otherwise by **Article XV**.

ARTICLE XV – AMENDMENTS

Section 1

The Articles of Incorporation of the T.A.A. may be amended at any regular or duly called special meeting of the association membership by a two-thirds (2/3) vote of the members present and voting, provided quorum is present and notice of the proposed amendments has been given in writing at least thirty (30) days prior to the meeting.

Section 2

The Bylaws of the T.A.A. may be amended at any regular or duly called special meeting of the association membership by a two-thirds (2/3) aye vote of the members present and voting, provided a quorum is present and notice of the proposed amendments has been published in the Tamburitza Times at least thirty (30) days prior to the meeting when such proposed amendment(s) are to be voted upon.

ARTICLE XVI – TAMBURITZA EXTRAVAGANZA

Section 1

The association shall, unless deemed impossible, impractical or otherwise ill-advised by eight (8) of the eleven (11) board members in a recorded vote, annually sponsor a Tamburitza Extravaganza to promote the lawful objectives of this association. A person to chair such event shall be appointed as provided in these Bylaws. Such chairperson shall select a local committee to assist in the planning and operation of the event on the local level. The chairperson, together with such local committee, shall enter into a written Operations Agreement with the T.A.A. and shall be bound by the terms of such agreement, by the terms and specifications recited in the Operations Manual and such amendments to it as are provided by the association, as well as by the Articles of Incorporation and Bylaws of this association and any applicable local, state and/or federal law in conducting themselves and their business on behalf of the association.

ARTICLE XVII – WRITING REQUIREMENT

Section 1

A “writing” as required by these Bylaws shall be written in the conventional sense or may be accomplished electronically (i.e., via email) provided that a “hard copy” printed document is generated for retention in the records of the Association for future reference.

THESE SEVENTEEN (17) BYLAWS AS ENUMERATED ABOVE SHALL CONSTITUTE THE BYLAWS OF
THE **TAMBURITZA ASSOCIATION OF AMERICA.**