

SWDC ASSOCIATION BYLAWS
February 25, 2023

Article I

TITLE

The name of the Association shall be the Southern Wisconsin Dulcimer Club (SWDC).

Article II

STATEMENT OF PURPOSE

The primary objectives of the Association are:

1. To further the playing of dulcimers and other traditional folk instruments.
2. To heighten general public appreciation of folk music at various venues, such as libraries, historical societies, senior groups, health care facilities, schools and festivals.

Article III

MEMBERSHIP

Section 1. Any person who pays the annual membership fee in an amount determined by the Board each January, shall be a member in good standing for the remaining portion of that calendar year.

Any person of outstanding merit may become an honorary member upon the unanimous approval of the Board of Directors.

Section 2. All members shall be entitled to:

- a. Attend all regular meetings of the Association.

- b. Receive an Association newsletter, should one be published.
- c. Benefit from all discount prices offered for activities and events held by the Association.
- d. Benefit from all bulk purchases and other discounts that may be obtained by the Association.
- e. Vote at the annual meeting.

Article IV

VOTING RIGHTS AND MEETINGS

Section 1. Each member in good standing of the Association shall be entitled to one (1) vote at the annual meeting, which shall be held on a date designated by the Board of Directors. Members present at the annual meeting shall elect, by a majority vote, four (4) officers and between one (1) and three (3) Board Members at Large to serve for a period of one (1) year.

Section 2. Special meetings of the members may be called by majority vote of the Board of Directors or by the request of the President of the Association.

Section 3. Any modification of these bylaws may be made by a two-thirds (2/3) vote via personal e-mail of current members of the Association who respond in such manner.

Section 4. The President may vote on all matters at any Board meeting.

Article V

BOARD OF DIRECTORS

Section 1. The Board of Directors of the Association shall be composed of a minimum of five (5) and a maximum of seven (7) members of the Association, who shall serve for a period of one (1) year and be eligible for re-election. The Board of Directors shall consist of the President, Vice

President, Secretary, Treasurer, and Member(s)-at-Large, all of whom are elected by current members in good standing each year.

Section 2. The Board of Directors shall meet no fewer than three (3) times per year and shall have the power to conduct, manage and control the affairs of the Association. The Board of Directors shall have the power to make further rules and regulations for the advancement of this Association in keeping with the Bylaws.

Section 3. The Board of Directors shall nominate officers and members at large in accordance with the following guidelines:

a. The Board of Directors shall nominate one (1) or two (2) member(s) for the succeeding year, who may be re-elected in year(s) following:

- * President
- * Vice President
- * Secretary
- * Treasurer

b. The Board of Directors shall nominate one (1) to three (3) member(s) to be Member(s)-at-Large for the succeeding year, who may be re-elected in year(s) following.

c. In the event that an officer or Member-at-Large is unable or unwilling to fulfill his or her duties, the Board of Directors shall appoint a successor.

Article VI

DUTIES OF OFFICERS

Section 1. The President shall:

a. Preside at all meetings of the members of the Association and over all meetings of the Board of Directors.

b. Generally supervise the affairs of the Association, subject to the approval of a majority of the Board of Directors.

c. Appoint special committees to promote and advance the purposes of the Association.

Section 2. The Vice President shall preside in the absence of the President.

Section 3. The Treasurer shall:

a. Receive all monies belonging to the Association and deposit the same in the Association's bank account.

b. Direct, with the approval of the Board of Directors, the use of these funds to further the purposes of the Association.

c. Prepare an annual report for the last regular meeting of the Association in each calendar year.

d. Keep the Association's membership list current. With the agreement of the Board of Directors, another officer may fulfill this duty, from time to time.

Section 4. The Secretary shall:

a. Answer Association correspondence.

b. Keep minutes of monthly Board meetings, including such meetings when convened on Zoom or other such platform.

c. With the agreement of the Board of Directors, another officer may fulfill this duty, from time to time.

Article VII

QUORUM

A quorum for a meeting of the entire Association shall consist of seven (7) or more members in good standing. A quorum for a meeting of the Board of Directors shall consist of three (3) or more members of the Board.

Article VIII

DISCLAIMER OF LIABILITIES

Members of the Association shall not be liable for the debts of the Association, except to the extent of any unpaid portion of their membership fees.

Article IX

DISSOLUTION

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, officers or private persons, except that the Association shall be authorized and empowered to pay reasonable compensation of services rendered and to make payment and upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Association, dispose of all assets of the Association, exclusively to an organization or organizations organized and operated with similar purpose to the Association as stated in Article II. Such organization shall be determined by the Board of Directors.