

# NEFFA Bylaws

I	General
II	Objectives
III	Members
IV	Officers and Directors
V	Elected Board
VI	Executive Board
VII	Chairmen and Committees

VIII	Elections
IX	Meetings of the Membership
X	Procedures
XI	Finances
XII	Amendments
XIII	Effective Date

## ARTICLE I GENERAL

The New England Folk Festival Association, Inc. is a non-profit, educational and cultural organization incorporated under Massachusetts General Laws, Chapter 180. It is commonly called NEFFA, and that name is used in the Bylaws.

## ARTICLE II OBJECTIVES

The objectives of NEFFA are:

- A. To preserve folk traditions in New England and elsewhere;
- B. To encourage the development of a living folk culture;
- C. To encourage high standards of quality and performance in the folk arts.

Some ways of carrying out the objectives are:

- Sponsoring an annual participatory Folk Festival which also includes exhibits and demonstrations of various folk activities. The Folk Festival is the principal NEFFA event.
- Sponsoring educational programs and conferences in folk arts for leaders and participants.
- Collecting, preserving and disseminating folk material.

## ARTICLE III MEMBERS

- (1) Any interested person who supports the objectives of NEFFA is eligible for membership.
- (2) Classes of membership, dues, and rights of members delinquent in dues shall be set by the Executive Board. It may provide for non-voting members.
- (3) All voting members of NEFFA are entitled to receive notice of, attend and vote at the Annual Meeting, to attend Executive Board meetings and to vote in elections and on Bylaw amendments. Only voting members may hold elective office.
- (4) The membership year ends on a date between the Annual Meeting and July 31 as set by the Executive Board. The Executive Board may make special provision for first time members joining within the membership year.

## ARTICLE IV OFFICERS & DIRECTORS

- (1) The Officers are the President, the Vice-President, the Secretary and the Treasurer. Each is responsible for the duties listed, but may delegate the actual performance.
- (2) The Officers and eight Directors are elected to two year terms by the membership. The terms of the President, Secretary and four Directors expire in odd numbered years; those of the Vice-President, Treasurer and the other four Directors expire in even numbered years. The newly elected representatives take office at the close of the Annual Meeting. The President, Vice-President and Directors may not serve more than two consecutive full terms.
- (3) The President presides at meetings of NEFFA and of its Executive Board. The President is the official representative of NEFFA in conducting its general affairs and promoting its objectives, calls regular and special meetings of the Executive Board, serves ex officio on all committees except the Nominating Committee, reports annually on the

state of NEFFA, and insures that an auditor is appointed and required state and federal reports are filed.

- (4) The Vice-President performs the duties of President in the absence of, or at the request of, the President.
- (5) The Secretary keeps the minutes of all meetings of NEFFA and of its Executive Board, circulates notice of these meetings, and maintains the list of the members of the Executive Board and of all committees.
- (6) The Treasurer is the custodian of the funds received by NEFFA, acts as its disbursing officer and keeps a record of all receipts and expenditures. The Treasurer prepares and submits periodic financial statements to the Executive Board and a complete annual financial report to the Annual Meeting.
- (7) The Directors represent, as far as practical, the six New England states and the various folk activities in the area. Directors take an active role in the work of NEFFA. Each Director is expected to chair or be a member of a committee or to take on other responsibility at the direction of the Executive Board.

## ARTICLE V ELECTED BOARD

- (1) The Elected Board is composed of the Officers, the Directors, the members of the Nominating Committee, and the past President in the year following expiration of the presidential term.
- (2) The Elected Board establishes the Executive Board by authorizing committees and confirming chairmen. It may fill Executive Board vacancies.

## ARTICLE VI EXECUTIVE BOARD

- (1) The Executive Board sets policy and directs the activities of NEFFA.
- (2) The Executive Board is composed of voting and non-voting members. The voting members include the Elected Board plus those appointed chairmen who have voting status. The non-voting members are all other chairmen.
- (3) Decisions are usually made by consensus, but the President may, and on request must, ask for voice vote or show of hands. If two or more voting members request it, a secret ballot is used. Each voting member has one vote.
- (4) All Executive Board members receive notices and agenda of, and have the right to speak at, Executive Board meetings.
- (5) The Executive Board holds a regular meeting at least every four months. The President may call additional meetings and shall call a special meeting within one month on written request of three Executive Board members.
- (6) The quorum for the transaction of business is one-third of the voting members.
- (7) Meetings of the Executive Board are open to any member of NEFFA.
- (8) Vacancies in any office may be filled by the Elected Board; people selected in this way hold office until the next Annual Meeting. A vacancy in any Executive Board position may be declared, for cause, by ten members of the Elected Board; the person involved must be given two weeks notice before the vote is taken.

## **ARTICLE VII APPOINTED CHAIRMEN AND COMMITTEES**

- (1) Most of the work of NEFFA is done by chairmen and committees under the direction of the Executive Board.
- (2) The President, in consultation with the Elected Board, annually reviews all existing committees and chairmanships and then proposes committees and nominates their chairmen for confirmation by the Elected Board.
- (3) Chairmen and committees have a maximum term of 16 months unless they are reappointed.
- (4) Chairmen are voting members of the Executive Board if they choose to accept that responsibility before confirmation. Confirmed chairmen retain tenure until the next Annual Meeting unless their position is declared vacant.
- (5) The term "chairman", as used in the Bylaws, may refer also to other positions or titles such as chairperson, co-chairman, coordinator, advisor, or editor, so long as the incumbent has been nominated by the President and confirmed by the Elected Board.
- (6) Either the President or the Executive Board may make other appointments. These appointments do not confer membership on the Executive Board.
- (7) Chairmen select the other members of their committees, subject to any restrictions stated by the Executive Board.
- (8) The Executive Board may establish a Policy or Steering Committee and entrust to it specific powers and duties for the operation of NEFFA. Any action taken by such a Committee must be reported to the Executive Board.

## **ARTICLE VIII 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 himself. The senior member of the Nominating Committee serves as its Chairman.
- (2) The Nominating Committee has the principal responsibility for finding suitable candidates for each seat on the Elected Board which is, or will become, vacant. They conduct a search for candidates and receive suggestions from the Executive Board and the membership.
- (3) In the fall, the Chairman 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 are the incumbents in these positions and whether or not the incumbents are eligible to succeed themselves. The call quotes section six below and states a closing date for receipt by the Chairman of the members' suggestions.
- (4) After the closing date, the Nominating Committee tabulates the suggestions from members. The results are reported to the Executive Board 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 twenty-five or more members is included on the ballot, if he or 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 election results.
- (9) At least three weeks before a major NEFFA event held in the spring, the Nominating Committee mails a copy of the ballot to each voting member of NEFFA. The ballot states a deadline for return which is at least two weeks after the mailing but before the major spring event.
- (10) After the return deadline, the votes are counted by a board of two or more tellers appointed by the President. The presidential 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 who received the most votes. All other positions are filled by the 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 of the results and enters the tally into the official record. Any challenge to the results shall be decided by the Executive Board within three weeks of the return date.

## **ARTICLE IX MEETINGS OF THE MEMBERSHIP**

- (1) The Annual Meeting is held in the spring at a time and place set by the Executive Board. The date is not more than six weeks after the start of the major spring event. Notice of the meeting is mailed to all voting members with their ballots.
- (2) Special Meetings may be called by the President or by the Executive Board. Members shall receive at least four weeks notice of the meeting and its agenda.
- (3) The quorum is twenty-five voting members.
- (4) Membership meetings may consider any appropriate topic and adopt advisory motions; action on behalf of NEFFA is limited to items on an agenda distributed at least two weeks before the meeting.

## **ARTICLE X PROCEDURES**

- (1) Most NEFFA decisions are made by consensus. If more formal procedures are necessary, these Bylaws are to be used. In matters not covered by these Bylaws, the most recent available edition of Robert's Rules of Order shall govern.
- (2) The Executive Board has final responsibility for insuring that NEFFA operates according to the Bylaws. The Board shall interpret the Bylaws and provide for contingencies not covered in them as the need arises.

## **ARTICLE XI FINANCES**

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

## **ARTICLE XII AMENDMENTS**

- (1) Amendments to the Bylaws may be proposed by the Executive Board or by petition of twenty-five or more members.
- (2) Amendments may be adopted by mail ballot 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.
- (3) The mailing to members includes any explanation submitted by the sponsors of the amendment, the recommendation of the Executive Board and the opinions of any Board member.
- (4) The amendment is adopted if approved by at least two-thirds of the members voting.

## **ARTICLE XIII EFFECTIVE DATE**

The effective date of these Bylaws is January 1, 1980.