

**BYLAWS
OF
The Old Farmer's Ball**

Incorporated under the laws of the State of North Carolina

Amended January 30, 2011

**ARTICLE ONE
Name, Location, and Offices**

- 1.1 Name.** The name of this corporation (sometimes herein called “the OFB”) is “The Old Farmer's Ball”
- 1.2 Seal.** The corporate seal of the OFB shall be in such form as the Board of Directors may from time to time determine.
- 1.3 Registered and Principal Office and Registered Agent.** The OFB shall maintain a registered office in the State of North Carolina and shall have a registered agent whose office address is identical with the address of such registered office, in accordance with the requirements of the North Carolina Nonprofit Corporation Act.

**ARTICLE II
Mission, Purpose & Governing Instruments**

- 2.1 Nonprofit Corporation.** The OFB shall be organized and operated as a nonprofit corporation under the provisions of the North Carolina Nonprofit Corporation Act.
- 2.2 Mission.** The Old Farmers Ball cultivates traditional folk and social dance in our community.
- 2.3 Charitable Purpose.** The objects and purposes for which the OFB is organized are as stated in its Articles of Incorporation, as amended, as follows:
- (a) The Old Farmer's Ball is a nonprofit educational organization which is dedicated to the preservation, study, teaching, enjoyment and continuing evolution of traditional and historical dance and music, primarily contradance and square dance. The dances are intended to provide recreation and to foster a sense of community for the participants.
 - (b) The organization will do such things as may be conducive or incidental to the promotion of the above purpose and consistent with the Articles of Incorporation.
 - (c) Notwithstanding any other provision of the Articles, this corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.
 - (d) In the event of dissolution, the residual assets of the organization will be turned over

to one or more organizations which themselves are exempt as contra and square dance organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

- 2.4 Governing Instruments.** The OFB shall be governed by its articles of incorporation and these bylaws.

ARTICLE III Membership

- 3.1 Membership.** Any individual subscribing to the purposes and principles of the OFB may become a member thereof by making application on the prescribed form and paying the required dues. Classes of membership, and the age limits and rates pertaining to each class, shall be as from time to time established by the Board of Directors. Membership in the OFB shall be on an annual basis and shall extend from September 1st through August 31st. The Board of Directors is authorized to fix the membership year and to change the same from time to time as it deems appropriate.
- 3.2 Honorary Membership.** Honorary memberships may be granted without the payment of dues to persons designated by the Board of Directors. Honorary members will not be afforded the privileges of voting or holding office unless otherwise eligible.
- 3.3 Voting.** A member in good standing is one whose membership dues are paid fully for the current year. At all meetings of the members of the OFB, each adult member in good standing, 18 years or older, shall be entitled to one vote and shall be eligible to hold office. In the event that the Board of Directors shall establish group or family memberships, the Board of Directors shall then establish the number of votes awarded to such memberships.
- 3.4 Annual Meeting.** The annual meeting of the members of the OFB shall be held at the beginning of each fiscal year in January or at such time as the Board of Directors will approve. Notice of the annual meeting, together with the agenda and text of any by-law changes, nominations to the Board of Directors, or other significant business to come before the OFB membership, shall be given to the members in writing no less than ten (10) days prior to the date of the annual meeting.
- 3.5 Special Meetings.** Special meetings of the members of the OFB may be called by (1) order of the Majority of the Executive Committee; (2) order of the Board of Directors; or (3) upon written request of not less than twenty percent (20%) of the adult members then in good standing.
- 3.6 Quorum.** At all meetings of the members of the OFB, ten percent (10%) of the adult members in good standing and entitled to vote in accordance with these bylaws, present in person or by written proxy, shall constitute a quorum.
- 3.7 Termination of Membership.** Membership may be canceled or suspended in cases of conduct which is determined by the Majority of the Executive Committee to be contrary to the interests, purposes, good and welfare of the OFB or is in violation of the articles of incorporation, by-laws, or other rules and regulations of the organization. The decision of the Majority of the Executive Committee to cancel or suspend a member may be appealed via a

written request to the Board of Directors or designated committee for a hearing wherein the member is given an opportunity to present his/her case. The decision shall then be reached by a majority vote of the Board of Directors. In the case of cancellation, if the member has not requested a hearing within thirty (30) days of notice of membership cancellation, then the member shall have waived rights to such an appeal and the membership cancellation shall be deemed final.

ARTICLE IV Board of Directors

4.1 General Powers. The governance and control of the activities and properties of the organization shall be vested solely in the Board of Directors, provided that the following actions are subject to ratification by the members of the OFB:

- (a) Dissolution of the OFB;
- (b) Changing the name of the OFB;
- (c) Amending the articles of incorporation or bylaws of the OFB;
- (d) The sale, lease, exchange, pledge, or mortgage of any part of the assets of the OFB, or any contract, option or agreement with respect thereto, if the amount involved exceeds (i) 10% of the gross revenues anticipated in the budget for the applicable fiscal year, and (ii) involves non-budgeted funds; and
- (e) Mortgaging or in any other way encumbering the real estate owned by the OFB.

The Board of Directors shall determine the policies of the OFB and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. Under no circumstances shall any action be taken by the Board of Directors which is inconsistent with the articles of incorporation, these bylaws, or the North Carolina Nonprofit Corporation Act.

The Board of Directors may, from time to time, appoint as advisors persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the OFB.

The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the OFB, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Qualification & Composition. The Board of Directors shall be composed of members in good standing of the OFB who are interested in and committed to the furtherance of the purposes of the OFB. The Board of Directors shall consist of at least twelve (12) but no more than twenty-one (21) members; provided, however, that a change in the current number of Board positions (15) shall only occur upon approval of two-thirds of the Board members.

4.3 Manner of Appointment. Nominations for the Board shall be made by a Nominating Committee appointed by the President and not to include the President. The Nominating Committee will present its nominees to the Board of Directors at a meeting preceding the Annual Membership Meeting. Whereupon, further nominations will be allowed from the floor and a slate of replacement directors approved by the Board of Directors. This slate will be

presented to the OFB membership at the annual meeting, whereupon further nominations will be allowed from the floor. The new directors will then be elected by majority vote of the OFB membership present to fill the vacated terms.

- 4.4 Tenure.** The term for elected Board members begins at the Annual Meeting at which they are elected. Each Board member shall take office as of the close of the annual meeting and shall continue in office for a three (3) year term, and until their successor shall have been elected and qualified. A Board member elected to an initial three-year term may serve no more than two (2) additional consecutive three-year terms, for a maximum of nine (9) consecutive years of Board service. After a Board member has served nine (9) consecutive years, one (1) year must elapse before he may become eligible for re-election to the Board.
- 4.5 Staggered Terms.** At all times the Board of Directors shall be divided into three groups substantially equal in number of terms expiring at intervals of one year.
- 4.6 Resignations and Removal.** Any director may resign from the Board at any time by giving written notice to the President. A director may be removed from office by majority vote of the members at any time, with or without cause. The Board of Directors may remove any director with or without cause at any meeting by a vote of 2/3rds of those present and voting, provided that such removed director may be reinstated by the members at a special meeting called for that purpose within thirty (30) days of such removal.
- 4.7 Vacancies.** Any vacancy occurring in the Board for any reason shall be filled for the applicable unexpired term by the vote of a majority of the Board present at any regular or special meeting; provided, however, that the members may fill such vacancy with another individual at a special meeting called for this purpose within thirty (30) days of the filling of such vacancy by the Board.
- 4.8 Compensation.** The Board of Directors shall not permit any part of the net earnings or capital of the OFB to be paid out to any director, officer, or other private person or individual other than in payment of the fair value of goods or services provided by such person.
- 4.9 Employees.** The Board of Directors is empowered to employ an Executive Director, at compensation established by the Board of Directors. The Executive Director's duties shall be those that usually pertain to this responsibility including the hiring and firing of personnel and shall be defined in a job description to be developed at the time of employment and modified from time to time by the Board of Directors in consultation with the Executive Director.
- 4.10 Honorary Governors.** All past Presidents of the OFB, and such other individuals as the Board of Governors may include by unanimous vote shall be Honorary Governors. Honorary Governors shall have the same privileges as members of the Board of Directors, but shall not have the right to vote as directors or be counted to determine the existence of a quorum.

ARTICLE V

Meetings of the Board of Directors

- 5.1 Regular Meetings.** A regular meeting of the Board of Directors shall be held immediately following the regular annual meeting of the OFB members. In addition, the Board of Directors shall meet regularly at a time and place to be selected by the Board of Directors for properly transacting the business of the OFB.

- 5.2 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President, or at the request of five (5) members of the Board. Notice of the date, time, place, and purpose of any special meeting of the Board of Directors shall be given by the Secretary to the directors at least three (3) days before such meeting.
- 5.3 Vote.** At all meetings of the Board of Directors, each voting director shall have one vote. Proxies shall not be used.
- 5.4 Quorum.** A majority of the voting members of the Board shall constitute a quorum at all meetings; provided that any number less than a quorum has the power to adjourn the meeting to a later time and place.
- 5.5 Manner of Action.** The act of a majority of directors present in person at any meeting of the Board of Directors at which a quorum is present shall be and constitute the act of the Board.
- 5.6 Telephone and Similar Meetings.** Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting by this means shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 5.7 Formal Action without a Meeting.** Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing shall be signed by each director entitled to vote. The signed consent shall be included in the minutes or filed with the corporate records reflecting the action taken.
- 5.8 Rules of Order.** At all meetings of the Board of Directors, Robert's Rules of Order shall govern as far as applicable. Any request by a member in good standing for a closed ballot vote shall make such a vote mandatory.

ARTICLE VI

Notice and Waiver

- 6.1 Procedure.** Whenever these bylaws require notice to be given, the notice shall be given in accordance with this Section. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype, or other form of electronic, wire or wireless communication, or by facsimile transmission, mail, or private carrier. If notice is given by mail, the notice shall be deemed given at the time it is deposited in a post office or official depository of the United States Postal Services. If notice is given by electronic transmission, it is deemed given at the time it is transmitted.
- 6.2 Waiver.** Whenever OFB members or directors are entitled to receive any notice, pursuant to these bylaws, the articles of incorporation, or the laws of the State of North Carolina, the persons entitled to receive such notice may execute a written waiver of such notice, which shall be filed with the Secretary and included with the minutes. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or her arrival) objects to

holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE VII Officers

- 7.1 Number and Qualifications.** The executive officers of the OFB shall be a President, a Vice-President, a Treasurer, the Past President, and a Secretary. In addition, the Board of Directors may from time to time establish the duties of such other officers as it deems necessary for the efficient management of the OFB, but the OFB shall not be required to have at any time any officers other than those stated in this section. Any two or more positions may be held by the same person, except the positions of President and Secretary.
- 7.2 Election and Tenure.** A slate of executive officers shall be elected annually by the Board of Directors of the OFB as soon as possible after the annual meeting of the OFB members. Nominations for the executive officers shall be made by a Nominating Committee appointed by the President and not to include the President. The Nominating Committee will present its nominees to the Board of Directors at a meeting following the Annual Membership Meeting. Whereupon, further nominations will be allowed from the floor and such executive officers shall hold their positions until the next annual meeting, or until their successors are duly elected and qualified.
- 7.3 Vacancies.** If an officer's position shall become vacant, a successor shall be designated by the President with the approval of a majority of the Board of Directors then present at a general or special meeting of the Board.
- 7.4 Removal.** Each executive officer shall, to the extent permitted by law, be subject to removal by the Board of Directors without cause. Any officer elected or appointed by the Board of Directors may also be removed by the OFB members in the same manner as is provided above for the removal of a director.
- 7.5 Compensation.** Officers shall not receive any compensation for their services as officers of the OFB. This should not be construed to prohibit payment for the fair value of goods or services provided by such officer. Officers shall not be full-time employees of the OFB.
- 7.6 President.** The President shall have general supervision over the business of the OFB and shall see that all orders and resolutions of the Board of Directors are carried into effect. When present, the President shall preside at all meetings of the OFB membership, the Board of Directors, and the Executive Committee. The President may cause to be called special meetings of the Board of Directors in accordance with these bylaws. The President will appoint the members and chairs of any standing committees or task forces, subject to the approval and ratification of the Board, shall be an ex-officio member of all committees, and shall perform any other functions as ordinarily pertain to the position of President or as may be prescribed by these bylaws or the Board of Directors.
- 7.7 Vice-President.** The Vice-President shall work closely with the President to oversee the business of the OFB, and shall perform the duties and powers of the President during his or her absence or incapacity.
- 7.8 Treasurer.** The Treasurer of the OFB has responsibility for all financial records of the OFB. The Treasurer shall oversee the finances of the OFB, provide for annual audits as instructed

by the Board of Directors, and shall assure that all disbursements are made within the limits of the OFB's budget, special allocations, or grants. The Treasurer shall submit to the Board of Directors the OFB's annual budget; and shall present reviews of expenditures and income. The Treasurer shall also perform such other functions as ordinarily pertain to the position of Treasurer, shall oversee all the financial affairs of the OFB, and shall be responsible for forecasting the future needs of the OFB and for preparing the budget for the following fiscal year.

- 7.9 Past President.** The Past President shall assume responsibility for such matters as the Board of Directors shall from time to time determine.
- 7.10 Secretary.** The Secretary shall be responsible for the minute book and records of the OFB and shall perform such other functions as ordinarily pertain to the position of Secretary, including but not necessarily limited to the attesting of deeds and conveyances and the affixing of the seal of the OFB thereto. The Secretary or his delegate shall be responsible for the minutes of the meetings of the members, the Board of Directors, and the various committees. In addition, he shall be responsible for the conduct of all closed ballot voting at any meeting of the members of the Board of Directors. The Secretary shall be responsible for keeping a register of the members of the Board of Directors and of the various committees, and shall also be responsible for providing notice to members and the Board of Directors of meetings in the manner provided for herein.

ARTICLE VIII Committees

- 8.1 Executive Committee.** The Executive Committee shall be composed of the President, Vice-President, Treasurer, Past President, and Secretary. The Executive Committee shall meet at the call of the President upon at least three hours notice. The Executive Committee is responsible for overseeing all activities of the OFB, including all matters not specifically considered by other committees. The Executive Committee may cause to be called special meetings of the OFB members. The committee shall have the authority to act on behalf of the Board subject to the subsequent ratification of such act by the Board. Any member of the Executive Committee may be removed at any time by a majority vote of the Board of Directors. The Past President serves only as an ex-officio member of the executive committee.
- 8.2 Other Committees of Directors.** Other committees, each consisting of one (1) or more directors and not having and exercising the authority of the Board of Directors in the management of the OFB, may be designated by the Board of Directors. Except as otherwise provided in these bylaws, members of each such committee shall be appointed by the OFB President and shall be members in good standing of the OFB.
- 8.3 Advisory Committees and Task Forces.** The President may from time to time appoint committees or task forces as he shall deem appropriate or necessary to accomplish the work of the organization. These committees and task forces may consist in whole, or in part, of persons who are not directors of the OFB. It shall be the function and purpose of each such committee and task force to advise the Board of Directors on matters relating to the business and affairs of the OFB, and the authority of these groups shall be limited to that expressly authorized by the President, not inconsistent with the articles of incorporation or these

bylaws. Advisory committees and task forces shall limit activities to the accomplishment of tasks for which they have been established, and such committees will automatically dissolve upon completion of the task. Any action by any advisory committee or task force shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors. Members of advisory committees or task forces are chosen primarily from the active membership of the OFB. Nonmembers who bring special expertise may, at the invitation of the President, participate as full members.

- 8.4 Term of Appointment.** Each member of any committee shall continue as such until the next annual meeting of the OFB membership or until his or her successor is appointed, unless the committee shall be sooner terminated, or such member shall be removed from the committee or cease to qualify as a member.
- 8.5 Minutes and Reports.** Committees shall keep minutes of their meetings and shall furnish reports of their activities to the Board of Directors as requested or directed by the Board.
- 8.6 Chair.** One member of each committee and task force shall be designated as its chair by the OFB President.
- 8.7 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 8.8 Quorum and Vote.** A majority of the members of a committee shall constitute a quorum for each committee unless otherwise stated by the Board. The act of a majority of a committee present at any meeting at which a quorum is present shall be the act of a committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing shall be signed by each member of the committee.
- 8.9 Resignation and Removal.** Any committee member may resign at any time by giving written notice to the President. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the OFB shall be served by such removal.
- 8.10 Rules.** Each committee shall adopt its own rules of procedure which shall not be inconsistent with the terms of its creation or these bylaws.

ARTICLE IX General Provisions

- 9.1 Conflict of Interest.** Each director, officer and such other key employees as the Board may designate shall make a written disclosure within one month of his election or appointment to such post of any and all business transactions which such director, officer, or such other key employee (including members of his/her immediate family and business organizations in which he is or has been affiliated as a partner, officer, director, employee, or substantial stockholder) has had in the past fiscal year or contemplates having in the forthcoming fiscal year with the OFB.
- 9.2 Minutes and Records.** The OFB shall keep a correct and complete minute book and records of accounts and shall also keep minutes of the proceedings of the members of the OFB and the Board of Directors. Copies of the minutes shall be made available to each

member of the Board of Directors. The OFB shall keep at its principal office a record giving the names and addresses of the directors and officers, articles of incorporation, bylaws, Board resolutions, minutes of meetings, records of actions, financial statements, annual reports and any other information required under North Carolina law.

- 9.3 Fiscal Year.** The corporate books shall be kept on a fiscal year basis, to run from the first day of January to the last day of December. The Board of Directors is authorized to fix the fiscal year of the OFB and to change the same from time to time as it deems appropriate.
- 9.4 Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:
- (a) The remainder of these bylaws shall be considered valid and operative; and
 - (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 9.5 Table of Contents and Headings.** The table of contents and headings used herein are for organization and convenience and shall not affect the substance or interpretation of these bylaws.
- 9.6 Relation to Articles of Incorporation.** These bylaws are subject to, and governed by, the articles of incorporation.
- 9.7 Affiliation.** The OFB is affiliated with the Country Dance and Song Society (CDSS) and subscribes to the general purposes of the CDSS.

ARTICLE X Amendments

- 10.1 Power to Amend.** The articles of incorporation or bylaws of the OFB shall be amended under either of the following methods:
- (a) The Board of Directors may adopt a resolution setting forth the proposed amendment, which shall be approved in whole or in part by a 2/3 majority of OFB members in good standing present or represented by proxy at any regularly called special or annual meeting at which a quorum is present, as herein provided, and provided that notice of such proposed amendments or alterations shall have been published and distributed to all OFB members along with the required notice of meeting.
 - (b) Twenty percent (20%) of OFB members in good standing may approve a written resolution setting forth the proposed amendment and requesting its submission to a meeting of the OFB members. The amendment shall be approved in whole or in part by a 2/3 majority of OFB members in good standing present or represented by proxy at any regularly called special or annual meeting at which a quorum is present, as herein provided, and provided that notice of such proposed amendments or alterations shall have been published and distributed to all OFB members along with the required notice of meeting.