

**BYLAWS of the**  
**ORIGINAL DULCIMER PLAYERS CLUB, INC.**  
**A Nonprofit Corporation**



**ARTICLE I – Offices**

Section 1. Registered Office.

- A. The corporation shall have and continuously maintain in the State of Michigan a registered office located at an address which shall be filed with the State of Michigan and displayed in all publications, paper and electronic, of the Original Dulcimer Players Club.
- B. The corporation may, from time to time and by resolution of the Board of Directors, change the location to any other place in Michigan.

Section 2. Other Offices.

- A. The corporation may also maintain offices at such other places, within or without the State of Michigan, as the Board of Directors may, from time to time, establish.

**ARTICLE II – Membership**

Section 1. Qualifications for Membership

- A. Any person who wishes to further the objectives for which this corporation is formed, who shall pay an annual membership fee, and whose membership has been approved by the Board of Directors, shall be eligible for membership in this corporation.

Section 2. Membership Fees

- A. As a condition for acquiring and holding membership in the corporation, applicants for membership shall pay an annual membership fee in an amount determined by the Board of Directors and approved by the membership. This amount shall be set per individual or family during the current membership year, which shall run from August 1 to July 31. All memberships may include a maximum of two voting members whose names must be recorded on the membership roster.

**Article III – Meetings of Membership**

Section 1. The Fiscal Year

- A. The fiscal year of this corporation shall begin on the first day of October and end on the last day of September in each calendar year.

## Section 2. The Meetings

### A. The Annual Meeting

An annual meeting of the members shall take place each year in the fall. The specific date, time and location will be designated by the Board of Directors. At the annual meeting the members shall elect officers and trustees as necessary, receive reports on the activities of the corporation, and determine the direction of the corporation for the coming year.

### B. Regular Meetings

Regular meetings of the members shall take place in the winter and in the spring. The specific date, time, and location will be designated by the Board of Directors.

### C. Special Meetings

Special meetings may be called by the president or a majority of the Board of Directors. A petition signed by 10 percent of voting members shall also require the calling of a special meeting.

### D. Music Festival

The ODPC shall hold a music festival each year known as the ODPC Funfest. It shall be held the weekend in July that contains the third Saturday. Funfest shall begin on Thursday at 8:00 a.m. and shall continue until Sunday at noon. The location shall be maintained as possible at the Osceola County 4-H FFA Fairgrounds in Ewart, MI, to honor Elgia Hickok, the founder of ODPC.

### E. Informal Meeting

There shall be one informal meeting held each year at Ewart on the Sunday of Funfest, with the time to be determined by the Board of Directors.

## Section 3. Notice of Meetings

- A. Notice of the annual meeting, special meetings, and other meetings, shall be prepared by the secretary and sent electronically or by US mail to each member not less than seven days prior to the date of such meetings. Such notice shall state the date, place, time and purpose of the meeting.

## Section 4. Voting Rights

- A. Voting rights at any members' meeting shall be confined exclusively to the members who have been accepted by the Board of Directors and have paid their dues at least two weeks prior to the meeting. Each qualified member shall be limited to one vote on each ballot cast. All issues to be voted on shall be decided by a simple majority of those voting on the issue.

## Section 5. Quorum

- A. A quorum at any meeting of the members of the corporation shall be a majority of those present where a vote takes place.

## Section 6. List of Membership

- A. At least ten (10) days before every membership meeting, a complete alphabetical list of the members entitled to vote at such meeting shall be prepared by the secretary of the corporation. The list shall be available at the office of the corporation during those 10 days for the purpose of examination by any member entitled to vote at the meeting. This list shall also be available at the meeting for viewing by any member who is entitled to vote.

## **Article IV – Board of Directors**

### Section 1. Members of the Board of Directors

- A. The business of the corporation shall be managed by a Board of Directors which shall include:
1. The president
  2. The vice president
  3. The secretary
  4. The treasurer
  5. Three (3) trustees

### Section 2. Compensation

- A. Members of the Board of Directors shall not receive any compensation for services rendered other than for reasonable expenses.

#### Section 3. Term of Office

- A. All board members shall serve for two-year terms. The officers will be elected on even-numbered years. The trustees will be elected on odd-numbered years.

#### Section 4. Election Procedures

- A. The board-appointed nominations committee shall be responsible for presenting a slate of prospective candidates for officers and trustees two months prior to the fall meeting. In addition, any member may add a nomination to the slate of candidates by contacting the nominations chairperson prior to the two-month deadline.

#### Section 5. Election of the Board of Directors

- A. Members of the Board of Directors shall be elected by the members present at the annual meeting. Members may also vote electronically or by written absentee ballot. Candidates for office will be elected by a simple majority of the members who have submitted ballots.

#### Section 6. Meetings and Notice

- A. The Board of Directors shall meet at least quarterly at an agreed upon time and place, physically or by electronic means or both. Any electronic means used shall ensure that all board members can hear and be heard. Each board member shall be sent written or electronic notice of quarterly meetings at least two weeks in advance of the meeting.
- B. When two or more board members direct a request to the president for a special board meeting, such meeting shall be held upon reasonable verbal, written or electronic notice at a reasonable time and place, allowing for physical participation, electronic participation, or a combination of the two.

#### Section 7. Quorum

- A. A quorum at any meeting of the Board of Directors shall be considered four (4) members for the legal transaction of club business. Electronic presence at a meeting held by teleconference or other electronic means shall meet this attendance requirement.

#### Section 8. Termination of Membership on the Board of Directors

- A. Any member of the Board of Directors who shall cease to be duly qualified as a member of this corporation shall cease to be eligible to hold office. Her/his office shall thereby be automatically vacated.
- B. Any member of the Board of Directors who shall fail to attend three consecutive meetings of the board without just cause may be replaced by a candidate supported by a majority vote of the board after her/his office is determined to be vacated.
- C. Any member of the Board of Directors may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the members present at any regular or special meeting of the board. Notice of the proposed action shall have been mailed to all board members, and to the affected board member, twenty (20) days prior to the meeting. This notice to the affected member of the board shall contain a statement of the cause for removal to be determined at said meeting. Voting on the question of removal shall be by secret ballot. Should such office then be declared vacant, it shall be filled by the board at its first regular meeting or special meeting thereafter. Employees hired by the board shall not be within the scope of this section.

#### Section 9. Appointments to Fill Vacancies

- A. Vacancies occurring on the Board of Directors between annual meetings of the corporation may be filled by presidential appointment when approved by a majority of the board members. The person so appointed shall hold office until the next annual meeting of the corporation or until his/her successor is duly elected/appointed to complete the term of the vacated office.

### **Article V – Duties of the Board of Directors**

Section 1. Management of the Business.

- A. The Board of Directors shall have general supervision and control of the business and affairs of the corporation and shall make all necessary rules and regulations not inconsistent with the laws of the county, state, these by-laws, and the Articles of Incorporation, for the management and guidance of the officers, employees and agents of the corporation. The Board of Directors shall have full and complete discretion to interpret and apply the Articles of Incorporation and these by-laws.

Section 2. Employment of a Manager.

- A. The Board of Directors shall have the power to employ and dismiss a manager and such other employees as may be necessary or desirable and to set their compensation.

Section 3. Depositories.

- A. The Board of Directors shall have the power to select one or more banks to act as depository for the funds of the corporation and to determine the manner of receiving, depositing and disbursing the funds of the corporation, and the form of checks, and the person or persons to whom shall be delegated the authority for signing checks.

Section 4. Surety Bonds and Insurance.

- A. The Board of Directors shall require of the manager and all other officers, agents and employees charged by the corporation with the responsibility, of the custody of any of its funds or property to give adequate bonds in such amounts and with securities as the approval of the board, the costs thereof and premiums to be paid by the corporation.
- B. The Board of Directors shall provide for adequate insurance of all property, regardless of ownership, which may be in the possession of the corporation, or owned or stored by it, and shall provide adequate employee's liability insurance for all employees and shall provide adequate public liability insurance for its contact with the general public.

Section 5. Accounting Records.

- A. The Board of Directors shall require the keeping of accounting records, which shall be adequate to meet the requirements of the business and of the State of Michigan, and shall maintain records of all business transactions.

Section 6. Annual Reports.

- A. Immediately after the close of each fiscal year, the Board of Directors shall cause to be prepared an annual statement which shall be submitted to the members at the annual meeting. The report shall include at least:
  - 1. Written statement of financial conditions showing the assets and liabilities as of the close of the fiscal year.
  - 2. An operating statement for the fiscal period under review showing a classified statement of gross income and expenses Incurred during said period.

Section 7. Books Open to Members

- A. The Board of Directors shall keep the books of account open to the inspection by any member who shall have been a member of record for at least three months prior thereto and at all reasonable times for proper purposes.

**Article VI – Duties of Officers**

Section 1. Duties of the President.

- A. The president shall be the chief executive of the corporation and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business, affairs and property of the corporation, and control over its officers, agents and employees.
- B. The President shall:
  - 1. Preside over all meetings of the members and the Board of Directors.
  - 2. Call special meetings of the members and of the Board of Directors.
  - 3. Sign all papers and instruments of the corporation as she/he may be authorized or directed to sign by the Board of Directors.
  - 4. Perform all acts and duties usually performed by an executive and presiding officer and as instructed by the Board of Directors.
  - 5. Act as the Funfest Manager if so designated by the Board of Directors.
  - 6. Appoint such committees as required by the club.
  - 7. Be present and act as welcoming host for Funfest from Thursday at 8 a.m. through Sunday at noon.

#### Section 2. Duties of the Vice President.

- A. The vice-president shall:
  - 1. Aid and assist the president in her/his duties.
  - 2. In the absence of or disability of the president, she/he shall perform the duties of the president. If the vacancy or disability of the president shall be permanent, the vice president shall assume the office of president.
  - 3. Share responsibility for the activity of all committees of the corporation, and chair all committees for which specific other persons have not been named.

#### Section 3. Duties of the Secretary

- A. The secretary shall be the recording officer of the corporation.
- B. The secretary shall:
  - 1. Keep a complete record of all meetings of the members and of the Board of Directors and of any special committees as received.
  - 2. Have general charge and supervision of, and safety in keeping the records and documents of the corporation and ensure that these documents and records are available to members and/or officers as needed.
  - 3. Keep the logo of the corporation and affix it to all instruments which require such logo and wherein instructed to do so by the board.
  - 4. Sign all papers and instruments of the corporation as she/he may be authorized or directed to do so by the board.
  - 5. Serve all notices required by law, these bylaws, or as directed by the president or the board.
  - 6. Make a full report of all matters pertaining to her/his office to the members at their annual meeting and shall make special reports as may be from time to time requested by the president or the board.
  - 7. Make all reports required by law and shall perform such other duties as may be required of her/him by the corporation or the board.
  - 8. Be responsible for dues records, member's list, and mailings of meeting notices.

#### Section 4. Duties of the Treasurer.

- A. The treasurer shall be the financial officer of the corporation.
- B. The treasurer shall:
  - 1. Have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation.
  - 2. Cause all moneys and other valuable effects to be deposited in the name and to the credit of the corporation in such depositories as may be designated by the board.
  - 3. Cause the funds of the corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements and shall render to the president or to the board, whenever requested, an account of all transactions as treasurer of the financial condition of the corporation.

4. In general perform all duties and have all powers incident to the office of treasurer and shall perform such other duties and have such other powers as may, from time to time, be assigned by these bylaws, the board, or the president.
5. Sign all papers and instruments of the corporation as she/he may be authorized or directed to do so by the board.
6. Make a full report of all matters pertaining to her/his office to the members at their meetings and shall make special reports as may be from time to time be requested by the president or the board.
7. Make all reports required by law and perform such other duties as may be required of her/him by the corporation or the board, including compliance with IRS requirements and filings.
8. Shall act as the resident agent.
  - A. Be registered with the State of Michigan as ODPC resident agent per Michigan state law.
  - B. File non-profit corporation annual reports with the State of Michigan.

#### Section 5. Duties of the Trustees

- A. The trustees shall represent the membership on the Board of Directors and fulfill any duties as may be assigned by the president and/or Board of Directors.

### **Article VII - Committees**

#### Section 1. Committee Formation.

- A. The Board of Directors may create committees as needed.
- B. The president shall appoint all committee chairs.

#### Section 2. Funfest Committee.

- A. The Funfest Committee shall be chaired by the Funfest Manager and shall be responsible for producing Funfest each July. The Funfest Manual, as approved by the Board of Directors, shall serve as the policy manual for the Funfest Committee.
- B. The Board of Directors shall be members of the Funfest Committee.
- C. All Funfest committee chairpersons shall be members of the Funfest Committee.
- D. A representative of the Osceola 4-H FFA Fair Board shall be a member of the Funfest Committee.

#### Section 3. Nominating Committee.

- A. The purpose of the nominating committee shall be to create a slate of candidates for the election of officers and trustees.
- B. The vice president shall chair the committee.

### **Article VIII – Basis of Operation**

The Original Dulcimer Players Club is a non-profit corporation which will remain non-profit throughout its existence. The following basis of operation is adopted by the members for the conduct of business of the corporation:

#### Section 1. Purpose.

- A. The purpose of the Original Dulcimer Players Club is to promote and preserve the art of playing the hammered dulcimer, to provide an organization where dulcimer players can exchange with each other information and knowledge regarding the instrument. It shall provide for workshops, seminars and concerts. It shall make this instrument better known to the public. It shall perpetuate the art of construction and of playing this instrument, so that this knowledge can benefit future generations.

#### Section 2. Dissolution.

- A. In the event of dissolution of the corporation, after the payment of all debts and liquidation of all liabilities of the corporation, all assets, real and personal, shall be transferred according to the

Articles of Incorporation. In no event shall any of the assets of the corporation be distributed to any member or officer of the corporation.

## **Article IX – Parliamentary Rules**

### Section 1. Parliamentary Procedure.

- A. Robert's Parliamentary Rules of Order shall be followed in all business meetings of the members and Board of Directors, unless otherwise specified in these bylaws.

## **Article X – Amendments**

### Section 1. Bylaws.

- A. These by-laws may be amended or repealed in whole or in part at the annual (fall) meeting of the members. Proposed amendments shall be printed in the fall newsletter and mailed to the members thirty (30) days prior to the fall meeting at which such proposed amendments are to be voted upon. Amendments shall be voted upon by all current members by a secured ballot to be included in the newsletter and returned to the secretary, either in person or by mail, for tabulation at the fall meeting. The bylaws may be amended or repealed by a simple majority of those voting.
- B. A copy of the accepted bylaws shall be kept with the incorporation papers. A copy shall also be given to each officer, and copies shall be made available to any member.

### Section 2. Articles of Incorporation.

The Articles of Incorporation of the corporation may be amended or repealed in whole or in part at the annual (fall) meeting of the members by a majority vote of the members entitled to vote, provided a statement of the proposed changes shall be given to the members thirty (30) days prior to the annual meeting at which such proposed changes are to be voted upon.

*These By-Laws are duly adopted on the 25nd day of September, 2010, and amended on October 3, 2015, by resolution of the Incorporation members.*

*Susan K Crandall*

Secretary, ODPC