

anchorage
folk
festival



BY-LAWS

as amended on December 7, 2016

Originally adopted in March of 1992.

Amendments are tabulated at the end of this document.

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BY-LAWS OF ANCHORAGE FOLK FESTIVAL, INC.

SECTION 1. NAME

The name of the corporation shall be Anchorage Folk Festival, Inc. For convenience, Anchorage Folk Festival, Inc. may be referred to herein as "Corporation".

SECTION 2. PURPOSE

The primary purpose of the Corporation is to operate and perpetuate an annual folk arts festival in Anchorage (hereinafter "Festival") featuring live performance by the broadest possible representation of community performers. The purpose of the Festival is to acquaint and educate the general public about the folk arts, and to provide a symposium for the interchange of cultural and performance ideas regarding folk art in the community. The Corporation will maintain a tradition of free public admission and encourage live performance by non-professional artists; and shall be defined as educational and charitable in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 [sic] or to the corresponding provisions of any future Internal Revenue Law; and to do and engage in any and all lawful activities that may be incidental or reasonably necessary to the foregoing purpose; and to have and exercise all other powers and authority now or hereafter conferred upon non-profit corporations under the laws of the State of Alaska.

SECTION 3. OFFICES

The principal office of the Corporation shall be located at Anchorage, Alaska.

The registered office of the Corporation required by the Alaska Nonprofit Corporation Act to be maintained in the State of Alaska shall be at Anchorage, Alaska, and the address of the registered office in Anchorage, Alaska may be changed from time to time with the approval of the Board of Directors.

SECTION 4. MEMBERS

4.1 Membership is open to all persons who demonstrate their support for the Festival through a financial donation to the Corporation at or above the minimum membership donation level as further described in Section 5 and provide contact information for Corporation use.

4.2 Membership Term. A person is a current member when the membership donation has been received from January 1 in the Donating Year through January 31 of the year following the Donating Year ("Membership Term"), a 13 month Membership Term. For the purposes of the annual meeting (See Section 7), a member is current if a membership donation has been received during the above-defined Membership Term.

4.3 Each current member shall be entitled to one vote on each matter submitted to a vote of the members, and no votes by proxy shall be permitted at membership meetings. One membership fee shall equal one vote. If two people pay one membership fee, only one vote is allowed. If a financial donation is made on behalf of more than one person or on behalf of a commercial enterprise, only one vote shall be permitted on behalf of all such persons or such business organization represented by such financial donation.

4.4 Any member of the Corporation will cease to be a current member if such member 1) fails to meet the membership requirements of this section; or 2) resigns by filing a written notice of resignation with any member of the Board of Directors.

4.5 Membership is not assignable or transferable.

SECTION 5. DONATIONS

5.1 Donations may be received from individual members and/or commercial enterprises. Donations of \$150.00 or more will be acknowledged with a prompt written response from the Festival. The Corporation reserves the right to publish the names of all individual donors and commercial contributors unless anonymity is specifically requested by the donor. Donors of \$50.00 or more may be acknowledged in the Festival program.

5.2 Commercial contributions will be recognized in various ways according to the magnitude of the annual contribution as follows:

- Basic \$100.00 to \$249.00.
- Partner \$250.00 to \$499.00
- Patron \$500.00 to \$999.00
- Sponsor \$1000.00 to \$3999.00
- Major Sponsor \$4000.00 and above

5.2.1 Commercial contributions all levels entitles the donor to receive direct mail and e-mail news of Festival activities and any such additional benefit as may be determined by the Corporation from time to time to be available.

5.2.2 Contributions at the Basic level may entitle the donor to be recognized during the Festival, including a business card-size advertisement in the printed Festival program.

5.2.3 Contributions at the Partner level entitles the donor to be recognized at the Festival including a 1/2-page advertisement in the printed Festival program. Additionally Partners will be named on the Festival website with a link as appropriate to the Partner's commercial website.

5.2.4 Contributions at the Patron level entitle the donor to be recognized at the Festival including a full-page advertisement in the printed Festival program, and a listing of names posted in the Wendy Williamson Auditorium Foyer. Additionally Partners will be named on the Festival website with a link as appropriate to the Partner's commercial website.

5.2.5 Contributions at the Sponsor level entitle the donor to be recognized at the Festival including a full-page advertisement in the printed Festival program, and a poster featuring the donor's logo in the Wendy Williamson Auditorium Foyer. Such posting may be provided by the sponsor and shall note the sponsor's support to the Anchorage Folk Festival. Posters will not exceed 12 square feet. Additionally Sponsors will be named on the Festival website with an annotated link as appropriate to the Sponsor's commercial website

5.2.6 Major Sponsors will be recognized from the stage during each Festival event. Major Sponsors are entitled to a full-page color advertisement in the printed Festival program, and a poster featuring the donor's logo at the site. Such posting may be provided by the sponsor and shall note the sponsor's support to the Anchorage Folk Festival. Posters will not exceed 12 square feet. Additionally Partners will be named on the Festival website with an annotated link as appropriate to the Partner's commercial website A Major Sponsor may choose to be associated with Folk Week performances away from the main stage, dances, workshops, lectures, or other Festival events, in addition to the main stage.

5.2.7 Additionally, Sponsors and Major Sponsors may request one 6 (six) -foot table within the Wendy Williamson Auditorium lobby during regular Festival sessions from which they may exhibit and/or sell merchandise related to music or to activities taking place at the Anchorage Folk Festival. Staffing and all liability for any tables, merchandise and activity are the sole responsibility of the exhibitor, and will be acknowledged via a signed and documented release. Availability of any table(s) is extremely limited, and may be denied due to lack of space. Requests are considered on a first-come first-served basis.

SECTION 6. FISCAL YEAR

6.1 The fiscal year of the Corporation shall begin on the first day of April and end on the 31st day of March in the following year.

SECTION 7. MEETINGS OF THE MEMBERSHIP

7.1 Annual Meeting. Unless notice of a meeting for a different date is provided pursuant to Section 7.3 below, an Annual Meeting of the members shall be held on the last Saturday of the Festival. This annual meeting shall be held for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

7.2 Special Meetings. Special meetings of the members may be called by the Board of Directors or at the written request of not less than one-tenth of the current membership.

7.3 Notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, e-mail, facsimile or telephone to each member entitled to vote at such meeting, not less than ten nor more than ninety days prior to the date of such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation with postage prepaid. If a financial donation is made on behalf of more than one person, notice provided to the payor of the financial donation shall be considered valid for purposes of this provision.

7.4 Except as provided in Section 8.5, the current members present at any meeting shall constitute a quorum for such meeting.

7.5 Matters to be considered at any meeting must be included within a written agenda. Any current member may request a matter be considered at a meeting by making a written request (including email) to the Board of Directors for inclusion on an agenda. Such requests must be received by the Board of Directors at least five days prior to such meeting in order to be placed on the agenda.

SECTION 8. BOARD OF DIRECTORS

8.1 The affairs of the Corporation shall be managed by its Board of Directors (Hereinafter "Board") who shall be members of the Corporation.

8.2 The Board shall consist of 9 individuals (hereinafter “Director” or “Directors”, as appropriate). The term of office of each Director shall be three (3) years, corresponding to the Festival fiscal year. Director terms of office will be staggered according to the seat filled, as described in the following example table:

| <u>Seat Number</u> | <u>Festival fiscal year requiring election</u> | | | |
|--------------------|--|------|------|------|
| A-2 | 2009 | 2012 | 2015 | 2018 |
| A-3 | 2009 | 2012 | 2015 | 2018 |
| A-4 | 2009 | 2012 | 2015 | 2018 |
| B-1 | 2010 | 2013 | 2016 | 2019 |
| B-2 | 2010 | 2013 | 2016 | 2019 |
| B-3 | 2010 | 2013 | 2016 | 2019 |
| C-1 | 2011 | 2014 | 2017 | 2020 |
| C-2 | 2011 | 2014 | 2017 | 2020 |
| C-3 | 2011 | 2014 | 2017 | 2020 |

8.3 At the discretion of the Board, a regular annual meeting of the Board may be held without notice other than this Bylaw, immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution. If possible, the Board will endeavor to provide notice of Board meeting dates by posting on the Corporation website.

8.4 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President, or any two Directors, to take place in Anchorage, Alaska. Notice of any special meeting shall be given at least two days in advance of such meeting delivered personally or by mail, e-mail, facsimile or telephone to all other members of the Board.

8.5 Board Quorum. Greater than fifty percent (50%) of the seated Board shall constitute a quorum at any meeting of the Board, with a minimum of two (2) officers and two (2) non-officer Directors. A quorum may be established by physical or telephonic presence at a Board meeting. In addition, Board members may establish a quorum and vote on Board business by email.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

8.6 Removal of Board Member. Any Director may be removed with the supporting vote of a majority of the Board whenever in the judgment of the Board the best interests of the Corporation would be served thereby. A Director who fails to attend three (3) consecutive scheduled Board meetings may be removed from the Board, at the discretion of the Board, and his/her successor shall be appointed as prescribed in Section 8.7.

8.7 Vacancy. Any vacancy occurring in the Board of Directors before the end of a three-year term may be filled by the affirmative vote of a majority of the remaining Directors, even if such majority of remaining Directors constitutes less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

8.8 Compensation. No Director shall receive any compensation for their services as a Director. However, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation there for, subject to approval by the Board and conformance with bidding, disclosure, and conflict of interest laws and policy of the Corporation. Any Director seeking to receive compensation for any such other service shall fully disclose such potential service and requested compensation to the Board and shall excuse themselves from any vote to be taken by the Board for approval of such arrangement.

8.9 Authority. Full authority to administer all properties, monies, and affairs of the Corporation shall be vested in the Board, and the responsibilities may be transferred or delegated by the Board to such members or agents or committees as it sees fit from time to time to appoint. Such transfer or delegation to members or agents who are not Directors of the corporation shall be noted in meeting minutes of the corporation, and the entry shall note the purpose and scope of authority granted to said members or agents, including the duration of such delegation to a date certain.

8.10 Agents. Any agent appointed by the Board may be removed with the supporting vote of a majority of the Board whenever in the judgment of the Board the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person so removed.

8.11 Prior to each annual meeting, the Board shall provide a list of candidates for each Board position to be filled. Nominees may be added to the list by the general membership no later than three (3) days prior to the annual meeting by submitting the nominee's name supported by three (3) member signatures. Nominees for the Board shall be current members of the Corporation at the time of their nomination. If a financial donation is made on behalf of more than one person or on behalf of a business organization, only one supporting member signature shall be permitted on behalf of all such persons or such business organization represented by such financial donation.

8.12 Transition of Responsibilities from Prior Board to Newly Elected Board.

Transition Period. Per Section 7.1, a new Board of Directors ("Board Elect") is elected at the Annual Meeting on the last Saturday of the Festival. The time period from the Board election at the Annual Meeting to the beginning of the next Fiscal Year (April 1) shall be known as the Board Transition Period ("Transition Period"). During this Transition Period, the President, Treasurer, and Secretary shall cooperate with the Board Elect to transfer certain Board files, mailbox keys, checkbooks, signature cards, storage room keys, historical notebooks of agendas and meeting minutes, and online password information, shall be transferred to the new Board Elect officers by the beginning of the next Fiscal Year.

8.13 Closing out of Board Officer Responsibilities. During the Transition Period and prior to the transfer under Section 8.12 above, the prior Board President, Treasurer, and/or Secretary may complete any pending Board business, including payment of invoices incurred throughout the previous Fiscal Year to the beginning of the next Fiscal Year.

8.14 Relationship of Board Members. Board Members may not be related closer than the first degree of kinship, and means that Board Members may not be related as spouses, domestic partners, siblings, adult/child, and also includes in-law relationships, and members living together as significant others in the same household.

SECTION 9. OFFICERS

9.1 The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board from among the Directors at the first meeting of the Board held after the annual membership meeting. Additionally, the person preceding the current president will hold the office of Past President. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until he or she shall resign or shall have been removed in the manner provided in Section 8.

9.2 A vacancy in any office because of death, resignation, removal, or otherwise may be filled by a vote of the Board for the unexpired portion of the term.

9.3 President Duties. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation and shall preside at all meetings of the members and of the Board. He/she shall be signatory as necessary on any documents necessary to the functions of the Corporation and as approved by the Board, and in general shall perform all duties incident to the office of President and such other duties as the Board may from time to time prescribe.

9.4 Vice President Duties. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the powers of the President. The Vice President shall perform such other duties as the President or the Board shall from time to time prescribe.

9.5 Secretary Duties. The Secretary shall keep the minutes of the meetings of the members and of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, keep a register of the address of the registered address of the Corporation, keep a register of the address of each member which shall be furnished to the Secretary by such member, and in general, perform all duties incident to the office of Secretary and such other duties as the President or the Board shall from time to time prescribe. The Secretary shall also be responsible for obtaining and reporting on the email and U.S. mail from the mailbox.

9.6 Treasurer Duties. The Treasurer shall have charge of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies payable to the Corporation; receive and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected by the corporation; and in general, perform all duties incident to the office of Treasurer and such other duties as the President or the Board shall from time to time prescribe. Subject to approval by the Board, the Treasurer shall prescribe and adhere to controls regarding all transactions associated with the business of the corporation, including accounts payable, acquisition and dispensation of grant funds, and periodic accounts of the assets of the Corporation.

9.7 Past President Duties. The Past President shall advise the Board on issues of business practices and shall contribute to the compilation of procedures and contact information with the Corporation's business partners, including venues, contributors, and members.

SECTION 10. COMMITTEES

Committees may be established by the Board for the purpose of undertaking analysis of specific issues and to make recommendations for actions by the Board; such committees shall be referred to as Temporary Committees. Temporary Committees shall be established for specific tasks and durations, with such tasks and durations to be recorded in the minutes of the meeting at which a Temporary Committee is established. There shall be four permanent committees, also described as Standing Committees. Standing Committees shall include Executive, Finance, Board Development, and Outreach. Committee chairs for Standing Committees or Temporary Committees shall be identified in minutes of the meeting at which the committee is established. Each committee chair is responsible for reporting committee activities and/or recommendations at each meeting of the Board.

Executive Committee. The Executive Committee consists of the Officers of the Corporation, including Past President. The Executive Committee may take action on behalf of the board in intervals between regular board meetings. The Executive Committee shall provide direction to the Board and each committee, confirm alignment of the activities of the Corporation with the stated purpose and direction as described in Section 2 and perform such other activities as the President or the Board shall from time to time prescribe. The actions of the Executive Committee shall be reported at next regular meeting of the Board of Directors.

Finance Committee. Unless the Board consists of less than three Directors, the Finance Committee shall consist of no less than three Directors to be named by the President, one of whom shall be the Treasurer. The Finance Committee shall prepare a budget for the year, including a fundraising plan: review financial reports prepared by the Treasurer; and ensure that generally accepted and appropriate fiscal procedures are followed. The Finance Committee may retain the services of an external auditor in accordance with funding identified in the annual budget. The Finance Committee shall direct or oversee the preparation of all grant applications and perform such other activities as the President or the Board shall from time to time prescribe.

Development Committee. Unless the Board consists of less than three Directors, the Board Development Committee shall consist of no less than three Directors to be named by the President. The Board Development Committee shall review and compile job descriptions for the Board of Directors and various roles of the Board of Directors. The Board Development Committee shall identify skills needed to advance the organization and shall prepare a slate of candidates for election to the Board in conjunction with the annual meeting and perform such other activities as the President or the Board shall from time to time prescribe.

Outreach Committee. Unless the Board consists of less than three Directors, the Outreach Committee shall consist of no less than three Directors named by the President. The Outreach Committee shall:

- Prepare newsletters, news releases, and maintain media contacts;
- Maintain lists of volunteers;
- Develop and maintain relationships with folk performance venues;
- Direct the content and format of the Festival website, including updates and maintenance;
- Seek to develop and maintain means to obtain broad participation and involvement in the Festival, including development of educational opportunities related to the Festival;
- Coordinate educational activities, including acting as liaison to local school organizations or learning institutions; and
- Perform such other activities as the President or the Board shall from time to time prescribe.

Scheduling Committee. Unless the Board consists of less than three Directors, the Scheduling Committee shall consist of no less than two Board members, and include at least one other Festival Member. The Scheduling Committee shall:

- Review and evaluate all performance applications received;
- Bring questions or issues about applications, to the Board for resolution;
- Schedule applicants into all performance times;
- Adjust and provide the final schedule, and maintain a waiting list as needed; and
- Perform such other duties as President or the Board shall from time to time assign.

SECTION 11. CONTRACTS, DEPOSITS AND FUNDS

11.1 Subject to the provisions of Section 8.10, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

11.2 All funds of the Corporation shall be deposited from time to time to the credit of the corporation with such bank, trust company, or other depository as the Board may select.

11.3 The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

11.4 Upon the dissolution of the Anchorage Folk Festival the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a permittee, other than a multiple-beneficiary permittee.

SECTION 12. CERTIFICATES OF MEMBERSHIP

The Board may provide for the issuance of certificates evidencing membership in the Corporation, which may be in such form as may be determined by the Board.

SECTION 13. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Alaska Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 14. INDEMNIFICATION

The Corporation shall protect, defend, indemnify, save and hold harmless any person acting as a Director or officer of the Corporation from and against any and all claims, costs, liabilities, obligations, losses or damages (including reasonable actual attorney's fees or other reasonable legal expenses) resulting in any way from their service as a Director or officer. No indemnification shall be provided for any such Director or officer with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation.

SECTION 15. AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a vote of two-thirds of the members at any meeting at which a quorum is present, or by a vote of two-thirds of the members of the Board at any meeting of the Board.

Dated this 7th day of December, 2016

Secretary / AFF Board Officer

LIST OF AMENDMENTS

| <u>Section</u> | <u>Effect of Amendment</u> | <u>Date of Amendment</u> |
|----------------|--|--------------------------|
| 8.2 | Fixes number of Directors at 15 | February 1, 1997 |
| 8.5 | Changes quorum to majority | February 1, 1997 |
| 8.2 | Fixes number of Directors at 11 | September 16, 1997 |
| 7.1 | Change time for holding annual meeting | January 12, 1998 |
| 4.1 | Eliminates Supporting Member from the membership category | November 18, 1998 |
| 5.1 | Changes membership dues | November 18, 1998 |
| 5.2 | Changed term of membership | November 18, 1998 |
| 5.3 | Deleted | November 18, 1998 |
| 7.3 | Notice of Annual Meeting of members changed to 10 day minimum | January 11, 1999 |
| 8.5 | Clarify definition of Quorum for Board Meetings | November 12, 2007 |
| 4 | Redefines Membership | January 12, 2009 |
| 5 | Dues replaced by Donations | January 12, 2009 |
| 7.4 | Modifies quorum for Annual Meeting | January 12, 2009 |
| 9.6 | Treasurer establishes controls | January 12, 2009 |
| 8.2 | Updates Board rotation schedule | January 12, 2009 |
| 8.10 | Requires documentation of delegation to agents of the corporation | January 12, 2009 |
| 7.3 | Recognizes e-mail | January 12, 2009 |
| 10 | Names 4 standing committees | January 12, 2009 |
| 13 | New Section on Director Indemnification | January 12, 2009 |
| 5 | Defines benefits for Commercial Contributors. Other technical edits. | October 12, 2009 |
| 2 | Adds Live Performance to Purpose | November 28, 2012 |
| 5 | Defines current membership for Annual Meeting purposes | November 28, 2012 |
| 9 | Adds Office of Past President | November 28, 2012 |
| 10.5 | Adds Scheduling Committee | November 28, 2012 |

| <u>Section</u> | <u>Effect of Amendment</u> | <u>Date of Amendment</u> |
|-----------------|---|--------------------------|
| 11.4 | Adds Dissolution Clause | November 28, 2012 |
| 11.4 | Administrative Amendment | February 4, 2013 |
| 4.2 | Added header. Clarified Membership Term | 1/11/15 |
| 4.3 | Clarified that one membership equals one vote. | 1/11/15 |
| 5.1 | Added language regarding Donors. Deleted Section 5.2. Re-numbered section. | 1/11/15 |
| 7.1 | Added header | 1/11/15 |
| 8.3 | Added language regarding Board notice of BOD meetings. | 1/11/15 |
| 8.4 | Added header | 1/11/15 |
| 8.5 | Clarified language on Board Quorum. | 1/11/15 |
| 8.7 | Added header. | 1/11/15 |
| 8.8 | Added header. | 1/11/15 |
| 8.12 | Added new section on Transition of Responsibilities. | 1/11/15 |
| 8.14 | Added new section on Board Kinship Relationships | 1/11/15 |
| 9.5 | Added language that Secretary is responsible for obtaining and reporting on US mail and email correspondence | 1/11/15 |
| 5.1 | Written acknowledgment of and response to donations by the AFF will apply only to donations of \$150.00 or more. | 9/21/16 |
| 5.2 | "Sponsor" level is re-defined to amounts of \$1000-\$3999. "Major Sponsor" level is re-defined to amounts of \$4000 and above. | 9/21/16 |
| 5.2.5 and 5.2.6 | Added language allowing sponsors at these levels to request one small (6') table at the Festival's lobby, conditional on available space and first-come priority. | 9/21/16 |
| 8.2 | Amended number of Board seats from 11 to 9 | 12/7/16 |