

BY-LAWS
OF
ARIZONA BLUEGRASS ASSOCIATION

ARTICLE I

Principal Office

The principal office of the Association is hereby fixed and located at Phoenix, Maricopa County, Arizona. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the County of Maricopa. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment to these by-laws.

ARTICLE II

Members

Section 1. Classification of Members

There shall be two classes of members of the Association, to wit: regular members and honorary members. The Board of Directors may select up to five (5) persons in any calendar year who, in their judgment, have made outstanding contributions to bluegrass, old-time, gospel, and traditional music as honorary members of the Association, with such rights and privileges as may be conferred by the Board of Directors.

Section 2. Eligibility of Membership

Any person or band interested in the purposes for which the Association has been formed is eligible for membership and shall become a regular member of the Association upon payment of dues.

Section 3. Dues

Dues shall be \$15.00 per year, or such other sum as may be fixed from time to time by the Board of Directors, payable at such time or times as may be fixed by the Board of Directors.

Section 4. Termination of Membership

A membership shall terminate upon the death or resignation of the member, upon his expulsion by a majority vote of the Board of Directors, or upon failure to pay annual dues within forty-five days of the due date therefore set by the Board of Directors. A member may be expelled for conduct which the Board of Directors shall deem inimical to the best interests of the Association. A member may not transfer his membership or any right arising therefrom, and any attempted transfer of a membership shall cause such membership to terminate automatically. All rights of a member in the Association or its property shall cease upon termination of membership.

Section 5. Annual Meeting of Members

Annual meetings of members of this corporation shall be held in conjunction with the Christmas party, beginning in the year 1991. The time and place of such meetings shall be established each year by the Board of Directors and will be announced in the Association's newsletter at least one month prior to the meeting. No further notice shall be required; however, the Board of Directors may, by resolution, elect to give notice of the annual meeting by first class mail, prepaid, to each member at the address shown on the records of the corporation. When notice is given by mail, deposit in any United States Post Office at least 10 days prior to the date of the meeting shall constitute official notice

Section 6. Special Meetings

Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the chairman of the corporation, by the Board of Directors, or by at least 15% of the members of the corporation. Notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.

Section 7. Voting

A family shall be limited to two votes per household. A family is defined as a husband and wife or other such committed relationship.

Section 8. Quorum

Transaction of business at any meeting of members shall be decided by simple majority vote of those in attendance when that meeting has been called according to Article II, Sections 5 and 6 of these by-laws

ARTICLE III

Directors

Section 1. Number and Qualifications

The authorized number of Directors shall be seven until changed by an amendment of the Articles of Incorporation or by an amendment to these by-laws duly adopted by the members. A Director shall be a member of the Association, and shall cease to be a Director when for any reason he ceases to be a member.

Section 2. Election and Term of Office; Chairman

A. Directors shall be elected at each annual meeting of members, but if such annual meeting is not held or Directors are not elected there-at, the Directors shall be elected by mail vote of the members of the Association. Mail ballots shall be opened and counted by an Election Committee consisting of non-candidates on the date set by the Board of Directors. Ballots shall be mailed to each member at the address of such member as it appears on the membership register of the Association at least fifteen (15) days before the date set for opening and counting ballots. Each incumbent Director, unless he makes a timely objection, shall automatically be

nominated for reelection and his name shall be placed on the ballot. Additional nominations for Directors shall be made by a nominating committee established by the Board of Directors under procedures set by the Board. Other nominations may be made by mailing the name of the nominee, a statement from the nominee consenting to run, and a biographical sketch for publication to the Nominating Committee at least fifteen days before the ballots are mailed. The seven persons receiving the highest number of votes shall be the Directors of the Association for the ensuing year. All Directors shall hold office until their respective successors are elected.

B. The Directors shall meet as soon as reasonably practicable after each annual election of the Board of Directors and elect one of the Directors to serve as Chairman of the Board of Directors. The Chairman may call meetings of the Board of Directors and shall preside at all meetings of the Board. The Chairman shall appoint a Vice-Chairman to preside at the meetings and assume other duties of the Chairman in the absence of the Chairman.

Section 3. Meetings

Meetings of the Board of Directors shall be called and held as may be ordered by the Directors.

Section 4. Vacancies

Any vacancy in the Board of Directors caused by death, resignation or disability of a Director shall be filled by the majority vote of the remaining Directors appointing a member of the Association in good standing to fill the vacancy. A sole remaining Director may make such appointments to fill vacancies.

A Director shall be deemed to have suffered disability upon receipt of notification of such event in writing by the Director or by a member of the Director's family. A Director shall be deemed to have resigned his position upon failure to attend three consecutive meetings of the Board of Directors.

Section 5. Quorum

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.

Section 6. Powers

Subject to the limitations of the Articles of Incorporation and of the General Nonprofit Corporation Law of Arizona on action to be authorized or approved by the members, all corporate powers shall exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Such general powers shall include, but not limited to, the following powers.

a) To appoint and remove all officers, agents and employees as may not be inconsistent with law, with the Articles of Incorporation, or with these by-laws.

b) To conduct, manage and control the affairs and business of the Association, and to make such rules and regulations as are not inconsistent with the law, with the Articles of Incorporation, or with the by-laws, as they may deem best.

c) To adopt, make and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem best, provided the seal shall at all times comply with the provisions of law.

d) To borrow money and incur indebtedness for the purposes of the Association, and for that purpose, to cause to be executed and delivered, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities for them.

e) To manage in the manner they deem best all funds and properties, real and personal, received, acquired or earned by the Association, and to distribute or dispense them.

Section 7. Approval of Minutes

The transaction of any meeting of the Board of Directors, however called or noticed or wherever held, shall be as valid as though had at a meeting duly held, if each of the Directors not present approves in writing the minutes of such meeting. All such approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 8. Fees and Compensation

Directors shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by resolution of the Board.

ARTICLE IV

Officers

Section 1. Officers

The officers of the Association shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer. The Association may also have such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except those of Chairman and Secretary.

Section 2. Election

The Chairman, Vice Chairman, Secretary, and Treasurer shall be chosen annually by the Board of Directors from within the Board and each shall hold his office until he shall resign, be removed, or be otherwise disqualified to serve, or until his successor shall be elected and qualified.

Section 3. Removal and Resignation

Any officer may resign or may be removed with or without cause by the Board of

Directors at any time. Such resignation or removal shall not affect the person's membership on the Board. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors or by the Chairman until such appointment by the Board of Directors.

Section 4. Chairman

The Chairman shall be the executive officer of the Association and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Association and may appoint committees. He shall preside at all meetings of members.

Section 5. Vice Chairman

The Vice Chairman shall, in the absence or disability of the Chairman, perform all the duties of the Chairman, and when so acting shall have the powers of and be subject to the restrictions upon the Chairman. The Vice Chairman shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary

The Secretary shall keep at the principal office of the Association a book of minutes of all meetings of Directors, and of the members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at the Directors' meetings, the number of members present or represented at members' meeting, and the proceedings thereof.

The Secretary shall keep at the principal office of the Association a register showing the names and addresses of each regular member and shall conduct the official correspondence of the Association.

Section 7. Treasurer

The Treasurer shall have general charge of the financial records and accounts of the Association and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association, and an account of its cash and other assets, if any. Such books of account shall at reasonable times be open to inspection by any member, or Director. The Treasurer shall issue or cause to be issued to each member a statement of dues owed him in accordance with these by-laws.

The Treasurer shall receive and safely keep all funds of the Association and deposit the same with such depositaries as are designated by the Board of Directors. Such funds shall be paid out only on the check of the Association signed by the Treasurer or as may be ordered by the Board of Directors. The Treasurer shall render to the Chairman or the Board of Directors quarterly, or more often upon request, statements of the financial condition of the Association, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE V

Miscellaneous

Section 1. Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Expenses and Fees

Officers, Directors and members of the Committees of the Association may each be reimbursed for expenses incurred in the performance of the business of the Association in accordance with policies adopted by the Board of Directors. Officers may receive compensation for services in accordance with policies adopted by the Board of Directors and approved by a majority of members of the Association.

Section 3. Inspection of By-Laws

The Association shall keep in its principal office the original or a copy of these by-laws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 4. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Arizona General Nonprofit Corporation Law shall govern the construction of these by-laws.

Section 5. Rules of Order

The rules contained in Roberts Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Association except in instances of conflict between said Rules of Order and the Articles and by-laws of the Association or provisions of law.

Section 6. Changes to By-Laws

Amendments or changes to these by-laws shall be published in summary format in the Association's newsletter and approved by the membership after discussion at a membership meeting called according to Article II, Sections 5 and 6 of these by-laws. (That is, the Christmas Party or a specially held members meeting .)

(Revised December 2, 2000)