

CONSTITUTION and BY-LAWS
of

_____, Inc.

I. Name

The name of this organization is _____, Inc.
It may be referred to in this Constitution as "the Club."

II. Place of Business

The Club shall maintain an address, and conduct the major part of its business, in the District of Columbia, or its immediate vicinity. The Board of Directors of the Club shall establish one address as "the principal place of business" of the Club.

III. Purpose

The main purpose of the Club shall be to provide a meeting place and platform for folksinging, folk dancing, and other folk art forms in the Greater Washington area. In addition, the Club may undertake educational and expositional enterprises related to music and the arts, and civic life in the Greater Washington area.

To facilitate these activities, the Club shall have as a purpose the rental or ownership of real and personal property for use by the Club, and the preparation and service of food and drink to members of the Club.

IV. Membership

1. Classes of membership

There shall be three classes of membership:

1. Regular
2. Voting
3. Honorary

All memberships, regardless of class, must be dated, and no membership shall expire more than one year and one day from the date of issue.

2. Regular membership

Regular memberships shall be on sale to the public for durations and dues established by the Board of Directors. They must be sold at the principal place of business during business hours, and may be sold elsewhere at specified hours, as determined by the Board of Directors. Notice of all places where memberships are obtainable must be posted at the entrance to the principal place of business.

3. Voting membership

A voting membership shall be available to any member of the public who expresses an especial interest in furthering the purposes of the Club, for duration and dues established by the Board of Directors. Dues for a voting membership shall be greater than for a regular membership, but may carry a discount privilege for entrance to Club functions, as determined by the Board of Directors. Only voting members may attend and vote at membership meetings, except as noted in Section VIII.4.

4. Honorary membership

Honorary memberships may be awarded by the Board of Directors, for varying lengths of time, not to exceed the maximum specified in

Section IV.1. Honorary members shall be exempted from entrance fees to Club functions.

The names and dates of honorary memberships awarded during the preceding year must be reported to the voting members in the annual report of the Board of Directors.

5. Family memberships

In establishing the rates of membership, the Board of Directors may establish a rate for families. Each member of such a family shall receive a regular or voting membership, whichever is the family membership, as if purchased separately.

6. Dues

Dues and terms for regular and voting memberships shall be fixed from time to time by the Board of Directors, subject to the following restrictions:

- a) The expiration date of each membership shall be shown clearly on a membership card which shall be issued at the time of sale of the membership.
- b) The Club shall maintain a record of each member, including at least his name, address, and the expiration date of his membership.
- c) The Club shall not honor claims of, or replace, lost, stolen, or destroyed membership cards. A membership card must be presented for entrance to the Club's functions.
- d) The Board of Directors may not change the schedule of membership terms and fees within six months of a previous change.

V. Board of Directors

1. Composition of the Board of Directors

There shall be five (5) members of the Board of Directors of the Club, as follows:

- a) Three self-perpetuating Directors, two with two year terms, one with a one year term.
- b) Two Directors elected by the voting membership of the Club at each annual meeting, for one year terms.

2. The self-perpetuating Directors

- a. The two-year terms shall expire in alternate years.
- b. No person may serve more than two consecutive terms, no matter whether one-year or two-year.
- c. The perpetual Directors alone, by unanimous vote, shall choose the succeeding perpetual Directors.
- d. Terms of the perpetual Directors shall expire at the end of the fiscal year of the Club. Appointment of next year's Directors must be made prior to the annual end-year membership meeting.

3. The elected Directors

The Directors shall be elected by the vote of a majority of those members present and voting at the annual meeting. The term of office of each member of the Board of Directors shall expire at the end of the fiscal year of the Club. In the event of resignation, death, or disability of an elected Director, the membership shall elect a replacement by a procedure determined by the remaining Directors. The term of office of the replacement shall also expire at the end of the fiscal year of the Club.

4. Rules of the Board of Directors

Except for selection of a Chairman, for which a quorum shall be the entire Board of Directors, three Directors shall constitute a quorum, and Board decisions may be made by a majority of those present. The Board shall select its own Chairman, who shall have the responsibility of arranging meetings of the Board with fairness to all Directors, and of notifying each Director of any scheduled meeting.

The Chairman shall also have the primary responsibility for running the daily affairs of the Club, which may be delegated to a "manager," but which shall revert to the Chairman upon default by the manager.

5. Annual Report

The Board of Directors shall submit an annual report to the membership, detailing the revenue, expenses, and debt obligations of the Club for the previous year; the functions performed by the Club; the membership situation; and other information as it sees fit. This report shall be duplicated, and available without cost to members of the Club.

6. Delegation of authority

The Board of Directors may hire persons to perform the daily duties of the Club, including a manager. The Board shall set all rates of remuneration for such persons. The Board may delegate authority to the manager, but must set a limit of financial obligation beyond which the manager may not commit the Club.

7. Remuneration

The Board of Directors may receive no remuneration for services rendered to the Club, except for the Chairman, who may receive the regular manager's fee when, and only when, he is acting in the capacity of manager.

8. Record of meetings

A record of each meeting of the Board of Directors must be kept, and made available to any member at the principal place of business, within two weeks of the meeting, and until two weeks after the next meeting.

9. Residual responsibilities

The Board of Directors shall be responsible for the business and financial affairs of the Club, exercising all powers and performing all lawful acts in the conduct of such business which are not expressly reserved or delegated elsewhere in this Constitution.

VII. Advisory Committee

The Board of Directors may ask other organizations to appoint members of a committee to advise the Club. Such other organizations shall be selected for their interest and experience in traditional art forms.

If the Directors establish such a committee, they are obliged to meet formally or informally therewith, and to consider the ideas presented.

If at any time during a fiscal year such a committee exists, as determinable from records of meetings of the Board of Directors, this Advisory Committee may present a report to the membership at the annual meeting, without censorship by the Board of Directors.

VIII. Meetings

1. Annual meeting

There shall be at least one meeting of the voting members of the Club, to be held in May of each year, for the hearing of the annual report of the Board of Directors, and for the election of a new Board of Directors.

2. Rules of a meeting

Meetings of the Club shall be open to voting members only, except as in Section VIII.5. The Chairman of the Board of Directors shall chair meetings of the Club, according to recognized Parliamentary Procedure.

3. Calling a meeting

A meeting must be announced to voting members of record at least five weeks before the date of the meeting. This announcement may consist only of a poster placed conspicuously at the principal place of business of the Club. The annual meeting must be announced by mail.

4. Quorum

A quorum shall consist of fifty (50) voting members, or one-tenth (1/10) of the voting membership, whichever is smaller, but at least ten (10). For the purposes of this Constitution, a gathering of members is not a meeting if there is no quorum.

5. Special meetings

Other than the annual meeting, a meeting of the voting membership may be called, subject to Section VIII.3, by any two members of the Board of Directors, or by a quorum of voting members in written petition to the Board of Directors.

There may be special meetings from time to time to present programs to the voting members, with the purpose of instilling a feeling of community among the members. Such meetings, at which no business shall occur, may be opened to honorary members at the discretion of the Board of Directors, but shall be closed to regular members.

6. Record

A complete record shall be kept of all meetings at which there is business of the Club, and made available to any member at the principal place of business of the Club.

IX. Fiscal Year

The fiscal year of the Club shall be June 1 to May 31.

X. Amendments

Amendments to this Constitution may be made by a two-thirds vote of the members present at any meeting of the membership, provided that the announcement of the meeting contained a notice of intent to amend the Constitution.