

**BYLAWS
of the
National Association of Performing Arts Managers and Agents, Inc.**

NAPAMA

as amended in Nov/Dec 2005 and ratified by the membership Jan, 2006
as amended in Nov/Dec 2011 and ratified by the membership Jan 9th, 2012
as amended Dec 19th, 2013 and ratified by the membership Jan 12th, 2014

ARTICLE I: NAME

The name of the corporation is North American Performing Arts Managers and Agents, Inc. (NAPAMA)

ARTICLE II: PURPOSES

The purpose of the corporation shall be as follows:

1. To promote the general welfare of the industry of performing arts managers and agents, artists and presenters; to encourage developments and innovations in said industry; to disseminate information to the public concerning said industry.
2. To promote the mutual advancement and the best interests of all members; to promote free intercourse among said members and to give proper consideration and expression of opinion upon questions affecting the industry; to disseminate information through meetings, publications, workshops and other means to said members; to serve as a resource center for said members.

ARTICLE III: MEMBERSHIP

Section 1 - Categories and Qualifications for Membership.

The Board of Directors, herein after referred to as the Board, has the authority to create membership categories and to determine eligibility and fees for such categories.

Section 2 - Dues

Pursuant to a recommendation of the Board, amendment(s) to the dues structure shall be determined by majority vote of the membership at a Special Order of Business at a General Membership Meeting or at a Special Membership Meeting called for that purpose.

Section 3 - Obligations of Members

Members shall obey, abide by and be governed by the By-Laws of the Association, and any rule or code now or hereafter lawfully made or given by any lawful authority in or of the Association.

ARTICLE III: MEMBERSHIP, cont'd

Section 4 - Rights of Members

All members shall be entitled to vote on the annual proposed Board slate, changes to by-laws and the dues structure of the Association.

Section 5 - Resignation

Any member may withdraw from the Association by giving written notice of such intention to the Board President or any other member of the Board of Directors and after fulfilling all outstanding obligations to the Association. Membership dues will not be refunded.

Section 6 - Suspension or Expulsion

A. Offenses

- i. The Board may suspend or expel a member for cause.
- ii. Cause shall be defined as including, but not limited to, any violation of:
 - a) The By-Laws or rules of the Association
 - b) NAPAMA Code for Ethical Behavior
 - c) Conduct prejudicial to the best interests of the Association
 - d) Indebtedness to the Association

B. Charges

All charges shall be preferred in writing and shall include the time, date and place where the charges will be heard.

C. Notification

Said notification shall be sent to the accused at his/her last recorded address by registered mail, return receipt requested.

D. Hearing

Charges shall be heard by the Board at a Special Order of Business called for this purpose. The member shall be given the opportunity to present his/her defense at this time. The decision of the Board is final.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1 - Place of Membership Meetings

All regular membership meetings shall be held in whatever city the Board may determine.

ARTICLE IV: MEMBERSHIP MEETINGS, cont'd**Section 2 - Annual Meeting**

- A. The annual membership meeting shall convene at a specific date, time & place to be determined by the Board of Directors.
- B. The agenda for the annual meeting shall include the election of Directors to the Board and the transaction of such other business as may properly come before the meeting.

Section 3 - Special Meetings and Special Orders of Business**A. Special Meetings of the membership**

- i. Shall be called for a stated specific purpose(s) and no other business shall be transacted at such a meeting.
- ii. Such meeting(s) may be called at the direction of the President or the Board of Directors. Or,
- iii. On receipt, by the Board of Directors, of a written petition signed by no less than thirty-five (35%) percent of members in good standing.
 - a) The Board Treasurer shall verify the membership status of all signatories of such petition.
 - b) Said Petition shall include the date, time and place of the meeting and shall state the specific purpose(s) of said meeting.

B. Special Orders of Business

All special orders of business shall be scheduled in advance for a specific date, time and place.

C. Notification

Notification of all special meetings and Special Order(s) of Business shall include the date, time and place of the meeting and the stated purpose(s) for which the meeting or SOB has been called.

Section 4 - Notice of Meetings

- A. The call to all regular and special membership meetings and the annual meeting shall be in writing, which can include electronic or digital notification, and sent to all members in good standing as defined herein above, at least five (5) days in advance of such meeting.
- B. The call to a membership meeting shall include the date, time and place of the meeting and a list of any Special Order(s) of Business on the agenda.
- C. The announcement of a membership meeting in the Newsletter, or other official publication of the Association, pursuant to Article IV, Section 4 herein, may be considered official notification.

ARTICLE IV: MEMBERSHIP MEETINGS, cont'd**Section 5 – Quorum**

At all meetings of the association at least fifteen (15) members in good standing must be present to constitute a quorum.

Section 6 - List of Members at Meetings

A list of all members in good standing shall be certified by the Board Treasurer and made available at all membership meetings.

Section 7 - Voting

- A. Each member or organization in good standing present at the membership meeting shall be entitled to one vote.
- B. Unless otherwise provided herein, voting on issues before the assembly shall be determined by simple majority in a voice vote.
- C. The election of directors to the Board shall be determined by a majority vote.

ARTICLE V: BOARD OF DIRECTORS**Section 1 - Powers and Duties**

Subject to the Association's Certificate of Incorporation, and any applicable law, the Board of Directors shall have general power to manage and control the business and property of the Association, and shall have full power by majority vote, to adopt resolutions and regulations governing the actions of the Board & appoint such committees as may be deemed necessary for the functioning of the association.

Section 2 - Number and Qualifications

The number of Directors shall be established by the Board of Directors with a minimum of 11 Directors and maximum of 13 Directors. Each director shall be a voting member of the association in good standing and at least 18 years of age.

Section 3 - Election and Term of Office

- A. The Board of Directors shall be elected at the annual general meeting of the membership for terms of three years. Each Director is eligible to serve a maximum of two consecutive three-year terms on the Board of Directors.
- B. After completing two (2) such term(s), a Director may be re-elected to the Board only after a three year hiatus. In the event a Director cannot serve their full term, or completes one (1) three-year term only, the Director may stand for re-election after a two (2) year hiatus. The terms will not be recognized as consecutive.

ARTICLE V: BOARD OF DIRECTORS
Section 3 - Election and Term of Office, cont'd

- C. A member of the board (ie: President VP, Secretary, Treasurer or Committee Chair) shall not withhold documents, hardware (ie: computer) or other historical data deemed the property of NAPAMA upon leaving the board for any reason (ie: term, resignation or dismissal) and shall return all said property to the board promptly following the end of said term at no cost to the board or the membership.
- D. The Nominating Committee shall include the Immediate Past President, who serves as the committee chair. The Nominations Committee will consist of one Director, appointed by the Board of Directors, and three non board members of NAPAMA, appointed by the Committee Chair.
- E. The Nominations Committee is to present its slate of candidates to the membership no less than 30 days prior to the annual meeting.

Section 4 – Resignation

A director may resign from office at any time by submitting his/her resignation in writing to the President. Said letter of resignation shall be delivered to the Board President for processing. In the case where the President feels s/he needs to resign, a letter of resignation shall be submitted to the Executive Committee for review and processing.

Section 5 - Removal of Directors

- A. Except as otherwise provided by law, any director may be removed for cause, by action of the Board of Directors. "Cause" may include activities and/or conduct detrimental to the program and reputation of NAPAMA.
- B. Any and all of the directors may be removed with or without cause by a 2/3 vote of the general membership at a special meeting or by a 2/3 vote of the general membership on a Special Order of Business at a regular membership meeting.

Section 6 - Vacancies

In the event of the death, resignation or removal of a Director, said vacancy shall be filled by Board majority until the next annual election when a successor shall be elected to fill out the remainder of the unexpired term or elected for a full term at the discretion of the Board.

In the event of the death, resignation or removal of a President:

- A- Its vacancy shall be filled by a board member elected by the Board of Directors, until the next annual election when a successor shall be elected to fill out the remainder of the unexpired term or elected for a full term.

ARTICLE V: BOARD OF DIRECTORS

Section 6 - Vacancies, cont'd

- B- Said vacancy will require the Board of Directors to appoint a Chair for the Nominations Committee, to be filled by a person who has held the position of board member to NAPAMA for two consecutive terms.

Section 7 - Annual Meeting

The annual meeting of the Board for the election of officers and for the transaction of such other business as may properly come before the meeting shall be held immediately following the annual general membership meeting at the place of such meeting.

Section 8 - Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined in advance by the Board.

Section 9 - Special Meetings

- A. The President may call a special meeting of the Board on five days' notice to each director by mail, or on two days' notice to each director communicated either personally, by email, telephone, fax, or regular mail.
- B. The President shall call a special meeting of the Board with like notice, upon the written request of the Executive Committee or any six (6) directors.
- C. Upon the direction of the Executive Committee, or any six (6) directors, special meetings may be held via conference telephone.

Section 10 - Notice of Meetings

- A. The call to a Board meeting shall include the date, time and place of the meeting and a list of any Special Order(s) of Business on the agenda.
- B. The call to all regular and special Board meetings shall be communicated in accordance with Article V, Section 9 A. above.

Section 11 - Quorum and Vote

- A. At all meetings of the Board, five (5) board members shall constitute a quorum for the transaction of business.
- B. All actions of the Board shall be determined by majority vote of those present.
- C. In the absence of a quorum all resolutions of the Board shall be referred to the Executive Committee for action.

ARTICLE VI: OFFICERS OF THE BOARD

Section 1 – Officers

The officers of the association shall be a President, 2 Vice-Presidents, Secretary and Treasurer.

Section 2 - Election and Term of Office

- A.** Each officer shall be elected at the annual meeting of the Board for a one (1) year term.
- B.** Any officer of the Association may be removed for cause, by a 2/3 vote of the Board at a Special Order of Business or special meeting called for that purpose.

Section 3 - Executive Committee

- A.** The Executive Committee shall be composed of all the Officers.
- B.** Meetings shall be called by the President, or upon the request of any two (2) members of the Executive Committee.

No individual member of the board of directors, or group of the board of directors, of this Association shall be held personally liable in any way for actions of the Association.

ARTICLE VII: LAW TO GOVERN

- A.** All the provisions contained herein shall be the Rules of the Association and shall be in full force in the governance thereof.
- B.** None of the Rules contained herein shall be in violation of Federal, State or Municipal law(s), and should any such conflict arise the Federal, State or Municipal law shall take precedence.

ARTICLE IX: AMENDMENT OF BYLAWS

Any amendment(s) to these By-Laws shall be ratified by a 2/3 majority vote of the membership present at a Special Order of Business meeting or at a general membership meeting or at a Special Membership Meeting called for that purpose.

Any amendments to these By-Laws shall be sent to the membership 30 days in advance of such meeting.