

Amended and Restated
BY-LAWS
of Southeast Regional Folk Alliance
(Hereinafter “SERFA” or “the corporation”)

MISSION

The Southeast Regional Folk Alliance (“SERFA”) exists to preserve, promote, develop and celebrate the diverse heritage and ongoing creation of roots and indigenous music, dance, spoken word and related arts of the Southeastern United States.

Additionally, SERFA will

1. Serve the purposes of the Folk Alliance International (hereinafter “FAI”);
2. Hold a regional conference in the South East annually, as well as other events;
3. Provide a method to represent the interests of its members to the parent Folk Alliance International;
4. Carry out such other projects as are of benefit to FAI members in the Southeast and are supported by them.

ARTICLE I
Members

Section 1. Membership. Membership in SERFA is open to all organizations and individuals who subscribe to and further the purposes of SERFA as set forth in the Mission statement above, who are members in good standing of FAI and who are residents of the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia or who have stated their regional affiliation with FAI as the Southeast region. All members are entitled to full voting rights in SERFA.

Section 2. Annual Meeting. The annual meeting of the members shall be held in conjunction with the Annual Regional Conference. Announcement of the Annual Regional Conference shall constitute announcement of the annual meeting. At the annual meeting the Board will report on the financial status of the organization and other issues they deem appropriate.

Section 3. Rights of members. Members may:

1. Ratify the by-laws (new and revised);
2. Ratify the slate of Directors;
3. Nominate additional candidates;
4. Initiate by-law changes;
5. Recall Directors with or without cause.

ARTICLE II
Directors

Section 1. Powers. The Board of Directors shall have the entire charge, control and management of the corporation and its property and may exercise all or any of the corporation’s powers.

Section 2. Fiduciary Responsibility. The Board of Directors shall be the fiduciary agent for the revenues generated at the SERFA Conference and any other sanctioned activities in the region. As such, it exercises sole discretion over the use of funds and their allocation. It is also responsible for IRS filings and other necessary financial reporting required to maintain the 501(c)(3) status of the organization.

Section 3. Nomination and Election. The Board will serve as the nomination committee or may appoint an outside nominating committee of members in good standing headed by a member of the Board. When preparing the slate, nominees representing states in the Folk Alliance International's Southeast region should be sought as well as nominees from the SERFA states with expertise in the finance, music law, marketing, fundraising and other areas of benefit to SERFA.

The list of nominees equal in number to the list of openings, and accepted by the Board, shall be sent to the membership no later than 90 days ahead of the annual conference. This announcement may be included with or as part of the SERFA annual conference, e-mailed, or printed in or mailed with the FAI newsletter. Additional nominees may be submitted by the membership upon letter(s) of support from at least ten (10) members in good standing received no later than 60 days ahead of the annual regional conference. If no additional supported nominations are received, the slate will be deemed elected. Otherwise a mail or electronic ballot will be distributed by 30 days prior to the annual regional conference with the results to be announced at the conference.

Section 4. Number and Terms of Directors. Except as otherwise provided by these By-Laws or in the Articles of Incorporation, the number of Directors shall be as few as five and as many as nine with any amendment of that number to be voted on by the members at the annual meeting.

Directors elected by the SERFA membership will be elected to serve a three-year term. Directors may serve up to two consecutive terms and can be considered for re-election to the Board of Directors after they have stepped down for one full year. The Board of Directors should be composed of individuals serving in three-year classes with equal numbers in each class. Initially one-third of the Directors will be elected for a one-year term, one-third for a two year term and one-third for a full-three year term.

Section 5. Vacancies. Any vacancy existing in the Board of Directors may be filled by appointment by the Board of Directors at any meeting. Any director so appointed shall serve out the term vacated. A director so appointed to fill the term of an elected director shall be deemed "elected" for the remainder of that term for purposes so identified in these by-laws.

Section 6. Resignation. Any Director may resign by delivering her or his written resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 7. Removal. A Director may be removed from office (a) with or without cause by vote of a majority of the members; (b) for cause at the discretion of the President, after consultation with the other Directors then in office; or (c) for missing two or more scheduled meetings of the Board of Directors without explanation or cause. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her.

Section 8. Ex-officio Directors. The immediate past president of the Board of Directors may remain on the Board as an ex-officio non-voting member, if all of his/her possible terms as a Director have been served. The immediate past president may hold an ex-officio position until she or he is succeeded by the most immediate past president.

Section 9. Annual Meeting. Immediately after each annual meeting of members, or the special meeting held in lieu thereof, and at the place thereof, there shall be a meeting of the Directors held without notice.

Section 10. Regular Meetings. Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the Directors and no notice need be given of regular meetings held at times and places so fixed.

Section 11. Special Meetings. Special meetings of the Directors may be called by the President or by any two Directors, and shall be held at the place designated in the notice or call thereof.

Section 12. Notices. Notices of any special meeting of the Board of Directors shall be given to each director by the President (a) by mailing a written notice of such meeting at least four days before the meeting or (b) by delivering such notice by hand or by fax at least forty-eight hours before the meeting or (c) by giving notice to such member in person or by telephone at least forty-eight hours in advance of the meeting. Notice of a special meeting of the Directors may also be given by electronic mail ("e-mail"), provided that notice shall not be considered received by a member unless and until the member acknowledges by return e-mail receipt of the e-mail purporting to give notice of the special meeting.

Section 13. Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business.

Section 14. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

Section 15. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 16. Telephone Conference Meetings. The Directors may meet by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE III Officers

Section 1. Enumeration. The officers of the corporation shall be a President, a Treasurer, a Secretary, and such Vice Presidents, Assistant Treasurers, Assistant Secretaries, and other officers as may from time to time be determined by the Directors.

Section 2. Election and Vacancies. The President, Treasurer and Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of members, or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of his or her predecessor.

Section 3. Qualification. The President, Secretary and Treasurer must be members of the Board of Directors. All officers must be members of SERFA. Any two or more offices may be held by the same person. The Secretary shall be the officially designated agent appointed for the purpose of service of process.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws, each of the President, Treasurer and Secretary shall hold office until the first meeting of the Directors following the next annual meeting of members, or the special meeting held in lieu thereof, and thereafter until his/her successor is chosen and qualified. Other officers shall hold office until the first meeting of the Directors following the next annual meeting of members, or the special meeting held in lieu thereof unless a shorter term is specified in the vote choosing or appointing them.

Section 5. Resignation. Any officer may resign by delivering her or his written resignation to the corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. The Directors may remove any officer appointed by the Directors by a vote of a majority of the entire number of Directors then in office, provided that the officer is given reasonable notice and opportunity to be heard by the Directors prior to his or her removal.

Section 7. President. The Board of Directors will elect a President to serve a one-year term and he or she may be re-elected to serve one additional consecutive term. The President shall be offered the opportunity to serve as the Immediate Past President for one year after his or her term(s) expires or until his or her successor takes office.

The President when present shall preside at all meetings of the members and of the Directors. She or he shall be the chief executive officer of the corporation except as the Directors may otherwise provide. It shall be her or his duty and she or he shall have the power to see that all orders and resolutions of the Directors are carried into effect. She or he shall from time to time report to the Directors all matters within her or his knowledge that the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing, as the Directors shall designate. In addition, the President is responsible to the parent FAI for the conduct of SERFA and serves as the main contact for business transacted between the parent organization and SERFA. The President is responsible for communication with the parent FAI.

Section 8. Vice Presidents. In the absence or disability of the President, his/her powers and duties shall be performed by the Vice President, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate. The Directors may assign to any Vice President the title of Executive Vice President, Senior Vice President, and any other title selected by the Directors.

Section 9. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. She or he shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. She or he shall promptly render to the President and to the Directors such statements of her or his transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer is responsible for timely reporting of SERFA financial information to the parent FAI and the furnishing of annual financial records pursuant to the maintenance of SERFA's status as a participant in FAI's Group Exemption Program. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 10. Assistant Treasurers. In the absence or disability of the Treasurer, his/her powers may be performed by the Assistant Treasurer, if the Directors have chosen to assign one, or, if there is more than one by the one designated for the purpose by the Directors. Each Assistant Treasurer shall have such other powers and perform such other duties, as the Directors shall from time to time designate.

Section 11. Secretary. The Secretary shall record in books kept for the purpose all votes and proceedings of the members and of the Directors at their meetings. The Secretary shall perform such duties and have such powers additional to the foregoing, as the Directors shall designate.

ARTICLE IV

Committees

Section 1. Establishment and Discontinuance. The Board of Directors may establish and/or discontinue any committee, define its powers and duties, and determine its membership.

Section 2. Composition. Committees, except where designated otherwise, shall consist of two (2) or more persons who may or may not be members of the Board of Directors, except that all committee chairpersons shall be directors.

Section 3. Powers. All committees, except the Executive Committee, serve in an advisory capacity to the Board and are powerless to take any action or release any information unless specifically authorized in advance by vote of the Board of Directors. An affirmative vote by a simple majority of committee members present is sufficient to pass a motion.

Section 4. Executive Committee. The Executive Committee shall be composed, at a minimum, of the President, Secretary and Treasurer. The Executive Committee shall have the power to act for the Board on all matters delegated to it by the Board and on those items of corporate business that cannot acceptably await the next board meeting. The Executive Committee shall be responsible to the board at all times and shall report any actions to the Board at its next meeting.

The Executive committee shall meet upon call of the President or upon written request of two members. A quorum of the Executive Committee shall be 3 members. So far as applicable, the conduct of meetings of the Board shall govern meetings of the Executive committee.

Section 5. Finance Committee. The Treasurer is chair of the Finance Committee, which shall include a minimum of two other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget. The Board of Directors must approve the budget and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. Annual reports are required to be submitted to the Board showing income, expenditures, pending income and pending expenditures.

Section 6. Additional Committees. The Board, by resolution adopted by a majority of the Board of Directors, may designate other committees (such as Nominating, Marketing and Development, Conference and Special Events committees) as it deems necessary from time to time. Such committees shall consist of two (2) or more persons who may or may not be directors, except that all committee chairpersons shall be directors. The purposes and responsibilities of any designated committees will be determined by the Board of Directors. So far as applicable, the conduct of meetings of the Board shall govern meetings of the committees.

ARTICLE V
Inspection of Records

Books, accounts, documents and records of the corporation shall be open to inspection by any Director upon application to the Secretary or Treasurer and subsequent appointment at a mutually agreeable time and place.

The original, or attested copies, of the Articles of Incorporation, By-Laws and records of all meetings of the Board of Directors and members, and membership records which shall contain the names of all members and their record addresses, shall be kept at the principal office of the corporation, or at an office of the Secretary or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by the FAI headquarters staff or any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the corporation.

Membership records required to be maintained by the Secretary of the organization shall be limited to records of attendance at SERFA conferences (including non-members). The total active membership list is expected to be maintained by the parent FAI organization by its headquarters staff, pursuant to the definition of members in Article 1, Section 1.

ARTICLE VI
Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by the Treasurer or the President. Other signers may be authorized by the Directors if deemed necessary. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE VII
Fiscal Year

The fiscal year of the corporation shall be the calendar year beginning January 1 and ending December 31.

ARTICLE VIII
Amendments

These By-Laws may at any time be amended by vote of the members by a simple majority of votes returned in a mail or electronic mail ballot. Notice of by-law revision ballot may be through special mailing or electronic mail notice to all members or via a notice in the FAI newsletter. The notice of the substance of the proposed amendment must be stated in the ballot notice. Proposed by-law amendments may originate with the Board or from the membership upon letter to the Board supported by ten (10) or more members.

ARTICLE IX
Compliance with Internal Revenue Code

Section 1. No part of the organization's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the organization.

Section 2. Upon dissolution, the assets of the organization shall be distributed to Folk Alliance International or to another nonprofit organization that is exempt under section 501(c)3 of the Internal Revenue Code.

Section 3. The organization shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

Section 4. It is intended that the organization shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.

Section 5. The organization subscribes to the general purposes of the Folk Alliance International.

ARTICLE X
Interested Directors and Officers

The Directors shall receive no compensation but may be reimbursed for reasonable expenses incurred on behalf of SERFA. No contract or transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial or other interest, shall be void or void able solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or her votes are counted for such purpose, nor shall any Director or officer be under any liability to the corporation on account of any such contract or transaction if:

(1) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the Directors; or

(2) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors or a committee thereof.

Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction, and their votes may not be counted for the purpose of a vote by the Directors approving such contract or transaction.

ARTICLE XI

Indemnification

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent of the corporation, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved:

(i) by a majority vote of a quorum consisting of disinterested Directors;

(ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;

(iii) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

(iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

If both the corporation and any person to be indemnified are parties to an action, suit or proceeding (other than an action or suit by or in the right of the corporation to procure a judgment in its favor), counsel representing the corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the corporation; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the corporation versus fees and disbursements

payable by any such indemnified person shall be final and binding upon the corporation and such indemnified person.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than the persons designated in this Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

As used in this Article the terms "person," "Director," " officer", employee," and "agent" include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

A quorum having been established, these amended and re-stated By-laws are adopted on this 21st day of May, 2016.

Kim Richardson – President