

## **Bylaws of the Alabama Storytelling Association, Inc.**

### **Article 1: Mission**

The Alabama Storytelling Association, Inc. hereinafter referred to as, Alabama Storytelling Association, Inc. or alternatively, ASA is a not-for-profit membership organization whose mission is to foster and further the rich heritage of storytelling in Alabama through education and networking of storytellers and listeners.

### **Article 2: Membership**

- A. Membership shall be open to any person interested in storytelling.
- B. No person shall be denied membership on the basis of race, age, religion, national origin, political persuasion, sex, sexual orientation, or any other unfair discriminatory criterion.
- C. Membership shall be conferred upon payment of annual dues, the amount of which shall be set by the Board of Directors.
- D. Dues shall be paid on joining and yearly thereafter. All dues are nonrefundable and shall be on an annual basis from January 1 to December 31 of each fiscal year. Dues not paid by February 28, of each year shall result in a disqualification and suspension of membership.
- E. Every member shall have the right to participate in meetings of the membership, to cast one vote in all matters put before the membership for

consideration, to nominate and participate in the election of Board of Directors and Officers as provided by these Bylaws, and to serve on the Board of Directors or on committees.

F. Every member shall receive the ASA newsletter and all other membership notices and mailings by electronic and/or other means.

G. Every member will have access to ASA data to connect them with each other; however, any member also has the right to refuse to allow personal data known by the organization to be released to other members.

### **Article 3: Membership Meetings**

- A. There shall be an annual meeting of the membership as determined by the Board of Directors upon six-month prior notice. Meeting location shall rotate from the four largest cities of Alabama, those being, Birmingham, Montgomery, Huntsville, and Mobile or any other designated site by the Board of Directors. The annual meeting shall occur within the fiscal year of January 1 to December 31.
- B. Written notice of a general membership meeting shall be given to all members, at least six months prior to the meeting. Reminders will be included in the ASA newsletter.
- C. Special meetings of the general membership may be called by a simple majority of the Board of Directors. Special meetings must be held within the State of Alabama. Notices of special general membership meetings shall state the purpose(s) of the meeting and shall be given by mail not less than thirty (30) days prior to the meeting to all members. At a special

meeting, only the business stated in the notice may be transacted.

E . All membership meetings are open to the public.

F . Member Decision-making. There shall be two methods of membership voting. The Board of Directors shall determine which of the following two methods shall apply in its formal notice to the members of any meeting.

1<sup>st</sup> Method- At a membership meeting: A quorum of 5% of members in good standing is required to make decisions. A decision of the membership shall be made by a majority of the members present and voting. No proxy voting is allowed.

2<sup>nd</sup> Method- By mailed Ballot: A decision of the general membership may be arrived at by majority of vote of paper, fax, and email ballots cast, after presentation of the proposal to the general membership by mailing to the entire membership (either by direct mailing or by an article in the newsletter mailed to all members). A proposal presentation must include specific wording of the ballot for vote, the vote deadline, and appropriate mail and email addresses and fax number for response. A minimum of twenty days from postal distribution of ballots is required for response before vote tabulation. A member decision by ballot requires that the total number of ballots collected is at least ten percent of the current membership; no tabulation of votes may be performed unless this minimum number is reached. The Board may further solicit the returning of ballots after the deadline has passed to reach this required level of response.

Further solicitation may be by mail, newsletter, website, email, telephone, or any other means, provided that either all members are solicited, or solicitation is performed in a neutral manner (for example, by telephoning every third name on the membership list) and providing that no tabulation of votes has yet been performed.

#### **Article 4: Board of Directors**

- A.** The Board of Directors shall consist fifteen members consisting of ten (10) Directors and five(5) officers, all members in good standing. Two Directors shall be elected from each district and two from the State at Large. The five officers shall consist of the President, President Elect, Treasurer, Membership Secretary and Secretary.
- B.** No one may serve on the Board of Directors, in any combination of director or officer positions, for more than six consecutive years. Anyone serving for six consecutive years must be off the board at least one year before returning to board service.
- C.** All members of the Board of Directors will serve without compensation for their services.
- D.** The power of the Board of the Directors is to conduct the business of ASA in accordance with its mission, including general supervision of all finances,

membership, and following applicable federal, state, and local laws.

**E.** Members of the Board of Directors are elected by a simple majority of votes cast by the members by mailed ballot as specified in Article 3, Section F, 2 of these Bylaws. Ballots shall be mailed to members 60 days prior to any election. Member responses must be postmarked 15 days prior to the election date.

**F.** Telephonic Attendance. If a Director or Officer is not reasonable able to attend a meeting, a majority of the Board of Directors may authorize participation by telephone, so long as the absent Director or Officer can hear or be advised of the discussion of business, consisting of two-way communication, by teleconference and/or speaker phone where all directors (including that Director), and other Directors or Officers can hear, and/or be advised as to the absent board member's votes or comments and the conduct of the business of such meeting. An absent member of the Board of Directors participating by telephone may count toward quorum.

**G.** Meetings

- a. The Board of Directors shall meet in February, May and August and November of each year beginning in 2009. A quorum shall consist of 51% of Board members.
- b. Decisions must be made by a simple majority vote of those present.

- c. One meeting must be scheduled at the same location, and within 24 hours after, the annual membership meeting. This meeting shall serve as the first meeting of the newly elected Board of Directors. At this meeting the schedule will be set for the three additional regular meetings of this Board of Directors for the coming year. Notice of the time and location of Board meetings shall be provided to all members by announcements in the newsletter, or by electronic and/or other means.
  
- d. Special meetings of the Board of Directors may be requested by any member of the Board of Directors. The request shall be given to the President in writing through electronic and/or other means and shall state the purpose(s) of the meeting. Upon receiving the request, the President must poll the members of the Board of Directors by sending them a copy of the request by electronic and/or other means. If a majority of the Board of Directors agrees a special meeting is needed, the President shall schedule the special meeting and notify Members of the Board by electronic and/or other means. At a special meeting, only the business stated in the notice may be transacted.
  
- e. All meetings of the Board of Directors are open to the public. The Director may with the authority of a majority of the Board of Directors declare a closed meeting.

## **G. The Ten Directors**

- 1) a. Residency of Directors. Directors must be reside as follows: Two must reside in each of the four State Districts and two Directors may reside at large.
- 2) The State Districts are designated as follows: The Northern District of Alabama consisting the following 14 counties: Lauderdale, Limestone, Madison, Jackson, Colbert, Franklin, Lawrence, Morgan, Marshall, Dekalb, Cherokee, Cullman, Winston, Marion. The Northern-Middle District of Alabama consisting of the following 16 counties: Lamar, Fayette, Walker, Blount, Etowah, Calhoun, Cleburne, Randolph, Clay, Talladega, St. Clair, Jefferson, Shelby, Tuscaloosa, Pickens, and Bibb. The Southern Middle District of Alabama consisting of the following 20 counties: Sumter, Greene, Choctaw, Marengo, Hale, Perry, Dallas, Wilcox, Chilton, Autauga, Lowndes, Coosa, Elmore, Montgomery, Tallapoosa, Macon, Bullock, Chambers, Lee, and Russell. The Southern District of Alabama consisting of the following 17 Counties: Washington, Clarke, Monroe, Conecuh, Butler, Crenshaw, Pike, Barbour, Henry, Houston, Dale, Geneva, Coffee, Covington, Escambia, Baldwin and Mobile.
- 3) In the event that no members residing within the district are willing to serve on the Board of Directors, then an at-large Director will be elected to fill

this seat. Each Director must be willing to serve on at least one standing committee.

- 3) Directors are elected for two-year terms and may not serve more than two consecutive terms.

**H. Officers:** The five officers shall be the President, President Elect, who shall serve as the President-Elect, Treasurer, Membership Secretary, and Secretary.

- 1) The President-elect shall be elected every year. The President-elect shall serve a two-year term, the first year as President-elect and the second year as President. Beginning 2009 the Membership Secretary and Secretary will be elected for a two-year term. Beginning in 2010 the Treasurer will be elected for a two-year term.
- 2) All officers must be ASA members in good standing.
- 3) Officers are limited to no more than two consecutive terms in the same office.
- 4) Any Officer may be removed by a majority vote of the Board of Directors.

**I. Vacancies:** The Board of Directors will appoint by 2/3 consent any member in good standing to fill a vacated seat until the term expires. Members shall be notified of any interim appointments in the next newsletter.

**J. Duties and Responsibilities of Officers**

- 1) The President is responsible for organizing meetings by setting the meeting agenda and presiding at meetings. The President's signature is also required on

all checks over \$100.00.

2) The President-elect shall assist the president and shall preside at meetings in the absence of the President.

0) The Treasurer will maintain the checking account and will disburse money as required to conduct ASA business as approved by the Board of Directors and prepare all financial records and reports. All bank accounts shall be accessible by electronic means and require two signatures.

3) The Membership Secretary shall maintain the membership roster and is responsible for communicating information to the membership as necessary.

4) The Secretary is responsible for taking minutes at all meetings, sending meeting notifications as required in these bylaws, opening mail, making deposits, taking in cash, issuing receipts, and forwarding financial matters to the Treasurer.

K. Failure of a Board member to attend three consecutive board meetings, whether or not for good cause, shall result in automatic removal.

## **Article 5: Committees**

A. There shall be provision for both standing and ad hoc committees. All committees are committees of the Board and only have the authority specifically delegated to them by these bylaws or action of the Board of Directors. A quorum shall be 51% of committee members.

- 1 ) Committees shall keep minutes to be reported to the Board of Directors.
- 2 ) Each committee shall include at least one member of the Board of Directors, except for the Nominating Committee.
- 3 ) Terms: Committee appointments are for a one-year term generally the period between the annual meetings. There is no limit on the number of terms a member may serve.
- 4 ) Eligibility: With the exception of the Nominating Committee, committee membership is open to anyone including non-members. Non-member committee appointees must possess specific expertise needed by the committee. (Examples include, but are not limited to, a Certified Public Accountant serving on the Finance or Audit Committees.)
- 5 ) Appointments: The President with the advice and consent of the Board of Directors appoints committee chairs.
- 6 ) Reporting: Committee chairs, or their representatives, must report on committee activities at each meeting of the Board of Directors.

## **B. Standing Committees**

- 1 ) Programs Committee: The Programs Committee shall propose conferences, workshops, and performance venues to the Board of Directors, and coordinate such activities upon approval by the Board.
- 2 ) Membership Committee: The Membership Committee shall develop materials and strategies for recruiting new members and renewing existing members, propose

membership dues levels and categories of dues, member benefits, and services. The Membership Secretary shall serve on the Membership Committee.

3) Finance Committee: The Treasurer shall chair The Finance Committee. It oversees and monitors the fiscal affairs of ASA, recommends changes in fiscal practice, and develops a proposed annual budget for presentation to the Board of Directors.

4) Communications Committee: The Communications Committee shall maintain contact with all other committees and the Board of Directors and relay information to the membership of ASA by overseeing ASA publications, including but not limited to, the ASA website and its newsletter/journal.

5) Fundraising Committee: The Fundraising Committee shall investigate potential activities to generate funds and explore grant opportunities and develop proposals.

6) Nominating Committee: The Nominating Committee shall consist of the immediate past-President, who may not serve as the committee chair, and two other members not planning to run for election. Nominating Committee members need not be board members. This committee shall identify potential candidates for annual election to the Board of Directors and for appointment to committees, facilitate the annual election of members of the Board, and recommend candidates to fill interim vacancies on the Board.

7) Audit Committee: The Audit Committee is responsible for conducting a yearly review of the ASA financial records and submitting a report of their findings to the ASA Board at the January Board Meeting. Neither the Treasurer, the Secretary nor

the prior year holders of these offices may serve on the Audit Committee. Only one member of the Finance Committee may serve on the Audit Committee.

C. Ad hoc Committees: The Board of Directors may authorize the appointment of committees to aid ASA in achieving its goals. These committees shall be reauthorized on an annual basis or would serve until a task or goal is accomplished, if less than twelve months.

### **Article 6: Hiring and Eligibility**

- A . Board Powers: The Board may hire or contract the services of individuals to carry out the mission and duties of ASA. The Board may hire, fire, or set compensation of an individual by majority vote, except as limited by law or by statement elsewhere in these Bylaws.
- B . Employees: No individual hired as an employee may simultaneously serve on the Board of Directors. An individual hired as an employee is expected to be a member of ASA and to exercise all rights and powers of membership.
- C . Contractors: An individual contracted by the Board or committee member to perform a specific task for monetary or other compensation may simultaneously serve on the Board of Directors or its committees. However, no Board member or committee member may vote on his or her own contracting or compensation, or on the contracting of his or her relatives and no decision on such matters may be taken if the presence of such a director is necessary to constitute a quorum. No Board member or committee member may receive monetary compensation for serving on the Board, serving as an Officer, or chairing or

serving on a committee of the Board.

**Article 7: Parliamentary Authority:** The parliamentary authority shall be Simplified Roberts Rules of Order.

**Article 8: Amendments**

A. These bylaws may be amended when necessary by two-thirds majority of members of the Board of Directors. Any member of ASA may propose specific changes to the bylaws through a petition signed by at least ten members and submitted to the secretary to be sent out to all members with notice of the next annual membership meeting. The notice shall include the specific proposed change and the name of the signatories requesting the change. Voting will be conducted in accordance with mailed ballot provisions (Article 3, Section F, Item 2) with the exception that a 2/3 majority of votes cast would be required to make the change

B . Amendments that would jeopardize ASA tax-exempt 501(c) (3) status are forbidden.

**Article 9: Dissolution**

Any member of ASA may request dissolution of ASA by following the procedures given in Article 8, Section B, except that the petition submitted must be signed by at least ten members or 50% of the total membership, whichever number is smallest. Dissolution of ASA will follow procedures in Article XII of the Articles of Incorporation of Alabama Storytelling Association, Inc.

**Article 10: Fiscal year**

The fiscal year of ASA shall be January through December.

## **Article 11: Limitations on Purpose**

Limitations on Purpose. The corporation is organized exclusively for the following charitable purposes within the meaning of Section 501(c)(3) of the internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code (the "Code"):

1. to support and encourage the preservation and perpetuation of the age-old art of storytelling by offering educational workshops and performances to its members and the Alabama community, in general; and
2. including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any federal tax code.

Restrictions on Purpose and Activities. Notwithstanding any other provisions of these by-laws to the contrary the following restrictions shall apply to the purposes, operations and activities of the corporation:

1. the purposes of the corporation shall in all events be religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Code and shall be consistent with the requirements of Section 501(c)(3) and either Section 509(a)(2) or Section 509(a)(3) of the Code and all applicable Treasury Regulations issued there under;
2. no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, employees or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;
3. no part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Code; and
4. notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 504(0)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under

Section 170(0(2) of the Code.

Distribution upon Dissolution. Upon the dissolution of the corporation, the assets of this corporation shall be distributed, in accordance with a plan of distribution adopted by the Board of Directors, exclusively for the purpose of the corporation, or to one or more scientific, charitable or educational corporations which are not for profit and which are engaged in affairs substantially similar to those of this corporation and which would qualify under the provisions of Section 501(c)(3) and Section 170 (c)(2) of the Code, or to the State of Alabama or any county or municipality thereof, provided that the assets shall be used by the grantee for the purpose substantially similar to those of this corporation.

End of bylaws