

# Proposed 2020



## BYLAWS

### NORTH CAROLINA ASSOCIATION OF FESTIVALS AND EVENTS

#### ARTICLE I - NAME AND OBJECT

##### Section 1. NAME

This organization is incorporated under the laws of the State of North Carolina and shall be known as the NORTH CAROLINA ASSOCIATION OF FESTIVALS & EVENTS; and hereinafter referred to as the Association.

##### Section 2. PRINCIPAL PLACE OF BUSINESS

The principal office of this Association shall be located in Lexington, N.C.

##### Section 3. PURPOSE AND OBJECTIVES

The Association is a non-profit organization whose principal objective is to serve as a year-round forum for coordinators, vendors that support the industry and key volunteers of festivals and events.

The Association shall exist to facilitate information sharing, training, networking and identification of resources for festivals and events throughout North Carolina.

The Association shall serve as a clearinghouse for information on festivals and events staged throughout the year in North Carolina. The Association shall provide appropriate support to the membership as identified by the group. As the needs of the members change, so shall the activities of the Association.

##### Section 4. CODE OF ETHICS

The Association members shall abide by the approved NCAF&E Code of Ethics adopted by the membership. (see addendum) Members that violate the code of ethics risk their inclusion in association activities, meetings, events, awards and removal from the association.

## ARTICLE II - MEMBERSHIP

### Section 1. MEMBERSHIP CLASSIFICATIONS

There shall be **three** dues paying categories of membership:

- A. **REGULAR** – a paid membership; North Festival and/or events may pay to be an association member. **The event registered must be managed and/or produced by the named members.** Festivals and events may include two individuals as contacts for a paid membership and **two events are included in the membership.** Additional representatives may be included for additional fees. **Regular members maintain full membership privileges which included voting rights, being listed on the calendar of events and participating in the annual association awards.**
  
- B. **SUPPORTING** – a paid membership; Supporting members include Vendors with goods and services to be sold to the festivals and events, Agents representing more than one entertainer or group, Businesses selling products or services and Artists and entertainers who represent only themselves (one person or entertainment group). **Supporting members that serve dual roles as festival/event planners, must register the event under the Regular membership category.** **The benefit of a Supporting membership includes voting privileges, being listed as a Supporting Member and participating in the annual association awards.**
  
- C. **EDUCATIONAL** – a paid membership; for persons in the teaching or education profession (secondary or post-secondary) who are training in those skills vital to the festival and events industry. **Educational members that serve dual roles as festival/event planners, must registrar under the Regular membership category.**

### Section 2. NON VOTING MEMBERSHIP CLASSIFICATIONS

- A. **STUDENT** – a paid membership; students pursuing a degree in the field of travel & tourism, event planning, leisure studies, parks and recreation and or any field pertaining to the industry.
  
- A. **LEGACY** – a paid membership; **established to allow former members to remain active, this includes retired festival and event planners, former supporting and educational members and for those desire to remain active with the association.**
  
- B. **CALENDAR LISTINGS** – **Festivals and events may pay additional fees to have an additional 1-4 events included on the associations calendar of events. Additional calendar events are not considered members and do not receive the same benefits of full membership, such as voting rights or logos posted on the website. Additional calendar events are not be eligible for the annual association awards program.**

- C. NON MEMBERS – all interested event and organizations, including those in neighboring states and towns, are welcome to participate in the Association activities and conferences by paying “Non-Member” rates. However, by determination of location outside the State of North Carolina or non-member status, he/she is not a voting members and does not have full benefits of the Association.

### Section 3. VOTING

Each Regular, Supporting and Educational member shall be entitled to one vote in all meetings and shall designate the individual authorized to cast its vote in person or by written proxy.

### Section 4. DUES AND ASSESSMENTS

- A. Membership dues for each category shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, in advance.
- B. Membership fees are due prior to the annual meeting. Membership fees are due prior to the annual meeting. Any members whose dues are unpaid by the start of the meeting shall forfeit all rights and privileges of membership. by the start of the meeting shall forfeit all rights and privileges of membership.

## **ARTICLE III - BOARD OF DIRECTORS**

### Section 1. COMPOSITION

- A. The Board of Directors shall be composed of:
  - 1. President,
  - 2. Vice President,
  - 3. Secretary,
  - 4. Treasurer,
  - 5. Immediate Past President and
  - 6. Ten (10) elected Directors.
- B. Election of Directors shall be in accordance with procedures set forth for the Nominating Committee (See Article IV, Section 3, D).
- C. The Executive Director - The Executive Director shall be an officer of the Association and a member ex-officio without vote of the Board of Directors.

## Section 2. ELECTION

- A. The Officers and Directors shall be elected by a simple majority (50% +1) of the voting membership present at the annual meeting.
- B. The four (4) officers shall be elected for a period of one year.
- C. The Directors shall serve two-year staggered terms with 1/2 rotating off each year.
- D. The Directors and Officers shall assume the duties of their office at the Board Meeting following the Annual Meeting of the Association.

## Section 3. DUTIES OF OFFICERS

- A. President: The President shall be the chief officer of the Association and shall preside at all meetings. He / She shall have the authority to appoint committees subject to the approval of the Board of Directors and to assign additional duties to the other officers. He / She shall perform such other duties as may be assigned by the Board of Directors.
- B. Vice-President: The Vice-President shall assist the President in any manner possible and keep him/herself abreast of all Association business. The Vice-President shall support the efforts of the Association and focus on membership - welcoming new members, assisting in recruitment of new members and aiding with the retention of current members. In the absence of the President, the Vice-President shall preside at all meetings and shall otherwise assume the duties of the President.
- C. Secretary: The Secretary shall keep full and accurate minutes of all meetings of the Association and handle correspondence as directed by the President. He/she shall track and document attendance by Board members. He / She shall send to each member a written notice stating the time and place of meetings. He/she shall keep full and accurate financial records of the Association. He/she shall track and document attendance by Board members. He/she shall work closely with the NCAFE Association office to assist in maintaining records.
- D. Treasurer: keep full and accurate financial records of the Association. He / She shall receive and review monthly all monies and securities and provide oversight of all financial records belonging to the Association. He / She shall be authorized to co-sign checks:
  - 1. drawn against the funds on deposit by the Association for expenditures
  - 2. authorized in the budget approved by the membership
  - 3. or more if requested, make a report to the membership and perform such
  - 4. other duties relating to the Association's finances as may be directed by the President.
- E. Immediate Past President: The Immediate Past President shall serve support the endeavors of the Association. He/She may also be assigned a special project as needed by the Association or Executive Board.

- F. Executive Director: The Executive Director shall be the chief administrative and executive officer of the association.

#### Section 4. RESPONSIBILITIES

- A. The Board of Directors shall have the government and policy-making responsibilities of the Association, shall direct its affairs, establish its procedures and be responsible for its finances and properties
- B. The Board of Directors may employ an Executive Director (by that or another appropriate title) and shall fix the salary and other considerations of employment.. He / She is held responsible for overseeing the direction of the festival association, maintaining office to support the goals of the association and establishing staff as needed to support the association. Duties and responsibilities of the Executive Director shall be outlined and reviewed by the Board of Directors annually as outlined in Executive Director Summary
- C. It shall be the responsibility of the Board of Directors to plan the program for the annual meeting, and at that time, and to present to full Association Board the Annual Report

#### Section 5. VACANCIES

Vacancies occurring on the Board of Directors or among the Officers shall be filled by the Board of Directors for the balance of the unexpired term, by a majority vote of approval. A Board member who was elected to complete an unexpired term will be deemed to have served for that full term.

#### Section 6. MEETING ATTENDANCE

- A. All board members are expected to attend all planned Board of Director meetings.
- B. Board members who have been absent from two (2) consecutive regular meetings may be removed from the Board and the vacancy may be filled by the Board of Directors in accordance with Section 5.
- C. The Secretary shall inform the President and Executive Director of any member after he/she has missed 2 consecutive meetings. The absent member will be contacted by the President or Executive Director to confirm continued participation.
- D. Upon the second absence by the Board member, the Secretary shall report lack of attendance during the Board meeting. Board members will then vote to remove or retain the member.

## ARTICLE IV - COMMITTEES AND DIVISIONS

### Section 1. ROLES AND RESPONSIBILITIES

- A. Committees of the Association shall include standing and ad hoc committees. The standing committees are:
1. Executive
  2. ShowFest
  3. Awards
  4. Nominating
- B. Committees will have responsibilities as indicated in other sections of these Bylaws and will carry out such other activities as may be delegated to them by the Board of Directors

### Section 2. APPOINTMENT

The President, by and with approval of the Board of Directors, shall appoint all committees and committee leaders. The President may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Association. Committee appointments shall be at the will and pleasure of the President and appointees shall serve concurrent with the term of the appointing president, unless a different term is approved by the Board of Directors.

### Section 3. STANDING COMMITTEES

- A. Executive Committee: The elected officers and the Executive Director shall comprise the Executive Committee. The purpose of this committee shall be to function ad interim for the Board of Directors, to advise the President and to establish agendas for the regular meetings. All ad interim decisions of the Executive Committee shall be subject to review and ratification by the Board of Directors.
- B. Awards Committee: Committee shall be responsible for maintaining awards program for members of the Association.
- C. ShowFest Committee: The ShowFest Committee shall be responsible for the program of activities, performances, site selection, etc. involved with the annual ShowFest.
- D. Nominating Committee: A Nominating Committee consisting of three (3) or more voting members which shall nominate up to two (2) eligible members for each of the open offices including the Executive Committee and ten (10) elected Directors. The Nominating Committee's slate shall be presented to the membership with the notice of the Annual Meeting. At the Annual Meeting, nominations may be made from the floor.

#### Section 4. LIMITATION OF AUTHORITY

Ad hoc committees and some standing committees may be discharged by the President when their work has been completed and their reports accepted; or when, in the opinion of the Board of Directors, it is deemed wise to discontinue a committee.

### ARTICLE V - MEETINGS

#### Section 1. REGULAR MEETINGS

- A. There shall be an Annual Meeting of the Association and at least (1) additional regular meeting. This meeting may only be called by the Board of Directors or the Executive Committee.
- B. There shall be There shall be at least four (4) meetings of the Board of Directors during each calendar year either at a specific location or by conference call.

#### Section 2. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors, and special meetings of the Association may be called by the Board of Directors, or by a petition to the President signed by 20% of the voting member.

#### Section 3. QUORUMS

- A. For Board meetings, a simple majority (50% + 1) of the total Board membership must be present to be considered a quorum.
- B. For Membership meetings, 20% of the voting members must be present to consider a quorum.
  1. Regular members must have been notified at least four (4) weeks in advance of the meeting
  2. Transactions may be approved during regular or special meetings by a simple majority (50% +1) vote of qualified voting members in attendance.
  3. Where special meetings are called, voting members shall be notified in advance of the business to be transacted.

## **ARTICLE VI - FINANCES**

### **Section 1. FUNDS**

All money paid to the Association shall be placed in a general operating fund.

### **Section 2. DISBURSEMENTS**

- A. Upon approval of the budget, the Treasurer will work with the Association and Executive Director to oversee the disbursements on accounts and expenses provided for in the budget. Disbursements shall be by co-signed check or electronic payments.
- B. Should there be a need for disbursements after budget approval, authorization is needed by the President, Treasurer and Executive Director.
- C. After the budget is approved, any additional disbursements or change in disbursements larger than ten (10) percent of the entire budget requires approval by the Executive Committee.

### **Section 3. FISCAL YEAR**

The fiscal year of the Association shall close on June 30. The Board of Directors will be presented with a proposed budget for the upcoming year each June. The Board of Directors shall have 15 days to review and ask questions about the budget. The Board of Directors will solidify and approve the budget after the 15 day review period.

### **Section 4. INDEBTEDNESS**

No loans shall be contracted for on behalf of the Association and no evidence of indebtedness shall be issued in its name unless and except as authorized by a majority vote of the Board of Directors and the general members in good standing at a meeting announced for such purpose.

## **ARTICLE VII - PARLIAMENTARY AUTHORITY**

The most recent edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or the Bylaws of the Association.



**ARTICLE VIII - REVISIONS**

- A. These Bylaws may be altered, amended or repealed by the following process:
- B. Written or electronic notice of the proposed alteration, amendment or repeal shall be sent to all voting members.
- C. The call for such a meeting must be provided at least four (4) weeks prior to the date of the meeting.
- D. A membership meeting must be called by the **Board of Directors** and quorum must be met.
- E. A minimum of two-thirds vote, **of the voting members present**, is required to approve any **alteration, amendment or repeal.**

**ARTICLE IX - DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c)(3).

*These bylaws established December 5, 1998.  
Revised February 1, 2010.  
Revised January 27, 2020.*



Signature of Executive Committee:

\_\_\_\_\_  
President - print name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Vice President – printed name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Secretary - print name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Treasurer- print name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Executive Director - print name

\_\_\_\_\_  
Signature

# **ADDENDUM**

## **NC Association of Festivals and Events**

### **CODE OF ETHICS**

1. A member shall endeavor to maintain dignity of manner in both his own and his staff's behavior, in the presentation of services, in appearance, in language and action in all forms of public contact.
2. A member shall observe the highest standards of honesty and integrity in all business transactions, avoiding the use of false, confusing, inaccurate and misleading terms, descriptions, and claims.
3. A member shall, at all times endeavor to provide services of quality and durability, striving to provide the best possible services so that the standards of the NCAF&E are maintained in the highest esteem.
4. A member shall display a friendly spirit of cooperation to his fellow members and assist them professionally whenever possible, should they require his council.
5. A member shall, at all times, avoid the use of unfair competitive practices as determined by any court of competent jurisdiction, including government agencies.
6. Negotiations should be undertaken and agreements reached only by individuals properly identified and authorized and any limitations about an individual's authority should be clarified when negotiations begin.
7. Members should respond promptly to offers and, if accepting or declining an offer, should clearly and explicitly express such intentions.
8. A member shall assist his fellow members, share new knowledge with them, and encourage them individually and collectively to achieve and maintain the highest standards for our industry.
9. A member shall recognize the authority of this association in all matters related to its functions and its interpretation of this code; and shall recognize that NCAF&E Grievance Procedures exist to provide opportunities for arbitration and to provide fair judgment about any alleged violations of the Code of Ethics by an NCAF&E member or proposed member.
10. A member shall recognize that each individual who benefits from NCAF&E has an obligation to work for its improvement, and he likewise has an obligation to refrain from any action that would reduce or restrict the most effective operation of this organization.