

BYLAWS OF THE INTERNATIONAL COUNTRY MUSIC CONFERENCE

ARTICLE I. Name and Purpose

Section 1. Name

The name of this corporation is the International Country Music Conference, hereinafter referred to as ICMC.

Section 2. Purpose

The purpose of ICMC is to carry out educational projects in order to assist in the dissemination of accurate information and research dealing with all aspects of Country Music scholarship.

Section 3. Diversity, Equity, and Inclusion

The International Country Music Conference's goal is to create an inclusive, respectful event environment that invites participation from people of all ages, abilities, races, ethnicities, gender identities or expressions, sexual orientations, religions (or lack thereof), and educational levels. We expect all participants to bring their own human experience in partaking in this inclusive community.

ARTICLE II: Organizational Status

The *International Country Music Conference* shall be a not-for-profit organization whose service qualifies for the exemption under section 501(c)(3) as an organization formed and operated exclusively for education.

ARTICLE III. Memberships

Section 1. Membership

Membership shall consist of the board of directors.

ARTICLE IV. Board of Directors

Section 1. Board role, size and compensation

The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to seven (7), but not fewer than three (3) members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2. Terms

All board members shall serve five-year (5) terms, and are eligible for re-election for up to two (2) consecutive terms. The *Webmaster* may serve unlimited successive terms.

Section 3. Meetings and notice

The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4. Board elections

During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5. Election procedures

New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6. Quorum

A quorum must be attended by at least two thirds percent of board members for business transactions to take place and motions to pass.

Section 7. Officers and Duties

There shall be three officers of the board, consisting of a President, Vice-President, Secretary and Treasurer. Their duties are as follows: The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary and treasurer. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

Section 8. Vacancies

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9. Resignation, termination and absences

Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two

unexcused absences from board meetings in a year. A board member may be removed for other reasons by a two-thirds vote of the remaining directors.

Section 10. Special meetings

Special meetings of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 11. Remote communication for meetings

Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12. Action without a meeting

Upon initiative of the board chair, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

ARTICLE V. Officers

Section 1. Officers

The officers of ICMC shall be a president, a president-elect or a past president known as vice president, a secretary and treasurer, and such other officers as may be elected by the board members.

Section 2. President

The president shall be the chief executive officer of the International Country Music Conference. It shall be the responsibility of the president to supervise and control all of the business and affairs of ICMC between meetings, appoint committees as needed, and represent ICMC

Section 3. Vice President/President Elect or Past President

In the absence or the incapacitation of the president, or if that office be vacant, the vice president shall have all the powers of and be subject to all the restrictions upon the

president. The vice president shall perform such other duties as from time to time may be assigned by the president.

Section 4. Secretary

The secretary shall keep or cause to be kept the minutes of meetings of the executive committee. The secretary shall be responsible for giving notices in accordance with these bylaws or as required by law; for serving as custodian of the corporate records and the corporate seal and seeing that the corporate seal is duly affixed to all legal documents, the execution of which on behalf of the ICMC is duly authorized; and, in general, performing all duties as may from time to time be assigned by the president. At the completion of the term of office, said minutes will be deposited by the housing archive.

Section 5. Treasurer

The treasurer shall have general supervision over the care and custody of the funds and property of ICMC. The treasurer shall keep or cause to be kept accurate accounts of all receipts, disbursements, and assets of ICMC; perform the usual duties attendant upon this office and such other duties as may be assigned by the president

Section 6. Webmaster

Webmaster, appointed by the Executive Committee, shall be responsible for the design and maintenance of the International Country Music Conference website.

ARTICLE VI. Committees

Section 1. Standing Committees

The standing committees of the ICMC shall be the Executive, Finance, Arrangements Committee. The President shall serve as an ex officio member of all standing committees.

The Finance Committee oversees the financial state of ICMC and recommends an annual budget to the Executive Committee and Arrangement Committee . In addition, the Committee makes recommendations to the Executive Committee as needed and oversees the annual audits of the ICMCs financial records.

The Arrangements Committee, consisting of the President of ICMC serving as chairperson; the immediate Past President of the ICMC, the Treasurer, the Webmaster, and any additional individuals as the chairperson deems necessary to conduct the business of the committee. The Arrangements Committee is responsible for the organization of the annual International Country Music Conference, including meeting site transactions, itineraries, speaker contacts, member notification, fee schedules, and any other business involved with the annual conference.

Section 2. Other Committees and Terms

Other committees, standing or special, shall be appointed by the President as the ICMC shall from time to time deem necessary to carry on the work of ICMC. Standing and

special committee chairs and committee members are appointed by the President for three-year terms that may be renewed once. In general, no committee chair or member is to serve for more than six (6) consecutive years on the same committee.

Appointments are made on a rotating basis to ensure continuity of membership.

Ad hoc committees may be appointed by the President as needed to accomplish specific tasks. Chairs and members serve until the task is completed.

Section 3. Quorum

Unless otherwise provided at the time of appointment, a majority of the members of a committee shall constitute a quorum, and the action of a majority of the members present at a meeting at which a quorum is present shall be the action of the committee.

ARTICLE VII. Appointments

Section 1. Special Appointments

Special appointments are made as needed by the President in consultation with the Board (unless otherwise specified) and include, but are not limited to, the Executive Director, editors, the archivist, the Conference Manager, and representatives to serve as ICMC's liaisons to other societies and organizations. The President provides a written charge for every appointee, and all charges are made available to the Board. The President, after consultation with the Board, may remove those appointed who are unable to fulfill their charge.

Section 4. Archivist

The Archivist is charged to acquire, organize, deposit, and monitor the maintenance of the ICMC's archives, which are the property of the Center for Popular Music, and to assist the archive's staff when necessary in providing service to readers. This officer works closely with or can also be the Secretary.

ARTICLE VIII. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the ICMC, its board and committees where they are applicable and not inconsistent with these bylaws and any special rules of order which the ICMC may adopt.

ARTICLE IX. Defense and indemnification against loss due to litigation

The ICMC shall indemnify and save harmless from loss, upon authorization of its officer, agent, or employee, whether for profit or not for profit, against judgment, loss, and expenses actually and necessarily incurred in the defense of any action, suit or proceeding in which the person is made party by reason of being or having been such trustee, officer, agent, or employee, except in relation to matters as to which the person shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such trustee, officer, agent, or employee may be entitled under any by-law, agreement, vote of Board, or otherwise.

ARTICLE X. Miscellaneous

Section 1. Contracts

The president, or such other officer or officers as may from time to time be authorized by these bylaws, shall have the power to enter into any contract or execute and deliver any instrument in the name of or on behalf of ICMC.

Section 2. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the ICMC shall be signed by such officer, officers, agent, or agents of the ICMC and in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer, and for instruments above a level determined by the Board, shall be countersigned by the president.

Section 3. Fiscal Year

The fiscal year of the ICMC shall begin on the first day of January and end on the last day of December in each year.

Section 4. Seal

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

Section 5. Income, Profits, and Assets

None of the income, profits, or assets of the ICMC shall inure to the benefit of any member or of any trustees, provided however, that nothing herein contained shall preclude payment of reasonable amounts for services rendered to the ICMC or reimbursement for actual out-of-pocket expenses.

Section 6. Gifts and Bequests

The Board may accept on behalf of the ICMC any contribution, gift, bequest, or devise for the general purposes of the ICMC or for any specific purpose consistent with the general purposes stated herein.

Section 7. Dissolution

In the event the ICMC is dissolved for any reason whatever, the assets of the ICMC shall be distributed by the Board to (and only to) an organization with similar purposes which has established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI. Amendments

Section 1. - Amendments

These bylaws may be amended when necessary by two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

These Bylaws approved by the board of the International Country Music Conference on September 1, 2023.

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