



TAUNY
Traditional Arts in
Upstate New York



53 Main Street • Canton, NY 13617 • 315-386-4289 • www.tauny.org

BYLAWS

Article I: Name

The name of this corporation shall be Traditional Arts in Upstate New York, Inc.

Article II: Purpose

Section 1

The purpose or purposes for which the corporation is formed are as follows:

- a. To document, preserve, and present the traditional cultures of Upstate New York, with an emphasis on the fourteen-county region north of the Mohawk River, known as the North Country
- b. To conduct field research, to maintain a print, sound, and photo archive, and to present the findings to the public in concerts, exhibitions, conferences, lectures, films, and publications
- c. To collaborate with other not-for-profit organizations in projects that wish to present and promote traditional arts and artists
- d. To strengthen regional traditions by providing folk artists with wide audiences
- e. To foster research and understanding of regional life within the scholarly community
- f. To serve as a center for interchange between scholars and for the dissemination of information in the field of folklore and related disciplines
- g. To enhance the quality of regional life by making residents more aware of the artistry that flourishes in their own environment
- h. To conduct any and all other activities as shall from time to time be found appropriate in connection with the foregoing and as are lawful for not-for-profit corporations

Section 2

The corporation will operate with these restrictions:

- a. Nothing herein shall authorize the corporation to operate or maintain an institution of higher learning or to grant degrees
- b. Nothing herein shall authorize the corporation to operate or maintain a library, museum, or historical society

Article III: Location

The principal office of the corporation, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be 53 Main Street, Canton, New York.

Article IV: Members

Section 1

Voting members of the corporation will consist only of members of the board of directors.

Section 2

Non-voting members of the corporation will consist of several renewable annual levels of membership. Appropriate dues will be assessed for each level and benefits of each level of membership will be published.

Article V: Board of Directors

Section 1

The number of members of the board of directors of this corporation will be not less than four and not more than fifteen, as determined by the board.

Section 2

Members of the board of directors will be representative of the civic and business leadership of the region, as well as the arts community and traditional artists. This corporation is committed to a policy of fair representation on the board of directors, which does not discriminate on the basis of age, race, color, national origin, gender, disability, religion, sexual orientation, or family status.

Section 3

The term of each director of the corporation will be three years. Directors may serve consecutive terms.

Section 4

Election of new directors and election of current directors to another term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 5

When a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

Section 6

Any director may be removed from the board of directors by an affirmative vote of the majority of directors present at an official meeting of the board. Notice of the proposed removal will be

given to voting members with the notice of the meeting. Failure to attend three consecutive meetings of the board or failure to participate on a consistent basis without reasonable explanation to the president of the board will be considered as possible grounds for dismissal.

Section 7

No compensation will be paid to any member of the board of directors for services as a member of the board.

Section 8

All directors will be required to sign at least once a year at the annual meeting documents related to potential conflict of interest, confidentiality, and any other documents required by New York State and Federal regulations.

Article VI: Meetings of the Board of Directors

Section 1

An annual meeting of the board of directors will be held in the spring of each year for the purpose of electing officers and directors. The board of directors will meet at least quarterly and at other times as decided by the board of directors

Section 2

Special meetings of the board may be called by an officer of the board, with the concurrence of the majority of board members.

Section 3

Notice of regular, special, and annual meetings of the board of directors will be sent at least in writing or electronically seven days prior to the day such meeting is to be held. Any director of the corporation may submit a written waiver of attendance, which will be filed with the secretary of the board and entered into the record of the meeting.

Section 4

At all meetings of the board of directors, each director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the directors will constitute a quorum at any meeting.

Section 5

Proxy voting shall be permitted when immediate action of the board is required. Board members wanting to assign a proxy for purposes of voting at meetings where attendance is impossible must inform the president of the board. Proxies must be assigned in writing, and can be hand-delivered or sent by U.S. Mail, fax, email or by other digital communication forms. The assignor of the proxy may limit the proxy to specific matters appearing on the meeting agenda or give a general proxy that will allow the assignee of the proxy the right to vote on any matters before the board.

Section 6

Robert's Rules of Order, Newly Revised will be the authority for all questions of procedure at any meetings of the corporation.

Section 7

Meetings of the executive committee of the board of directors to conduct business for the board will be held as needed. Agendas and minutes will be distributed to the entire board of directors.

Section 8

For the purpose of determining a quorum, board members may be considered present at any board meeting whether or not they are physically present. Board members may participate in board meetings by any means of communication available, including, but not limited to, teleconference, telephone, or internet and digital-based communication platforms and convenings.

Article VII: Officers

Section 1

The officers of this corporation will be the president, vice president, secretary, treasurer, and other such officers as the board prescribes.

Section 2

The officers of this corporation will be elected annually by the board of directors at its annual meeting and shall serve until successors are elected. Each officer will serve a one-year term. Officers may serve consecutive terms.

Section 3

Any officer may be removed by the board of directors by a vote of a majority of all the board members. The matter of removal may be acted upon at any meeting of the board, provided that notice of intention to consider said removal has been given to each board member and to the officer affected at least one month previously.

Section 4

A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term.

Section 5

The president will call and preside over all meetings of the board of directors and of the executive committee and will serve as spokesperson for the corporation at official functions.

Section 6

The vice president of the corporation will chair the board development committee and will provide assistance as requested by the president, and in the absence of the president, if directed to do so by the president, will perform the duties of the president.

Section 7

The secretary will be responsible for keeping the corporate records. He/she will give or cause to be given all notices of meetings of the board of directors and all other notices required by law or by the procedures of the corporation.

Section 8

The treasurer serves as the chair of the budget and finance committee. He/she works closely with the executive director and staff to develop an annual budget for review and approval by the board, reviews annual audit for presentation to the board, and signs various reporting documents and forms required by the federal and state governments. He/she will present to the board of directors at its annual meeting his/her report as treasurer of the corporation and will from time to time make other such reports to the board of directors as it may require.

Article VIII: Committees

Section 1

An executive committee of the board of directors shall consist of the president, vice president, secretary, and treasurer, and other such officers as the board prescribes.

Section 2

A board development committee of members of the board of directors shall be appointed by the president, with the approval of the board, to recommend candidates for directors and officers of the corporation.

Section 3

Such other standing or special committees as may be required to assist and advise the board of directors may be appointed by the president or elected by the board of directors, and may include interested persons who are not members of the board.

Article IX: Miscellaneous

Section 1

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.

Section 2

All checks, drafts, and other orders for payments of funds will be signed by such officers or such persons as the board of directors may from time to time designate.

Section 3

The fiscal year of the corporation shall be from July 1 through June 30.

Article X: Amendments

Section 1

The bylaws of the corporation will be reviewed at each spring meeting of the board of directors in order to make recommendations for revisions, additions, or deletions.

Section 2

The board of directors may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least fifteen days, any number of amendments or an entire revision of the bylaws may be submitted and voted on at a single meeting of the board of directors and will be adopted at such meeting upon receiving majority vote of the board of directors.

Article XI: Dissolution

In the event of dissolution, all remaining assets of the corporation shall after necessary expenses thereof be distributed to another organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; or corresponding provision of any subsequent federal tax laws, or to the federal government, or state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

Revised and approved by the board of directors of Traditional Arts in Upstate New York, Inc., on April 30, 2010.