

# **BYLAWS of the ZIMFEST ASSOCIATION**

Last amended 4/12/2015. Complete revision history at end of Bylaws.

## **Article I—Corporate Name and Offices**

- 1.1 The name of the Corporation shall be the Zimfest Association and it is referred to in these Bylaws as the Association.
- 1.2 The principal office of the Association is located at 615 18th Ave S, Seattle, WA 98144.
- 1.3 The Association may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may designate.

## **Article II—Nonprofit Purposes**

The Association is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to individuals and other entities as well as organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code of 1986 (or of the corresponding provisions of any corporations that qualify under Section 170(c)1 of such code for exclusively public purposes).

Specifically, the objectives of the Association are as follows:

- 2.1 To produce an annual festival.
- 2.2 To provide information and resources to individuals and organizations with a shared interest in Zimbabwean music and arts.
- 2.3 To provide a forum for ongoing, community-based dialogue.
- 2.4 To give back to Zimbabwean musicians and their communities.
- 2.5 To help facilitate the visits of Zimbabwean artists to North America.

Also, we believe:

- Music and dance build community through shared experience and expression.
- Zimbabwean music brings together all ages to connect in a joyful and meaningful way.
- Traditional Zimbabwean music is timeless and nurtures our spirits.
- It is important to honor those teachers who planted the seeds of Zimbabwean music around the world.

This is why we share the music.

## **Article III—Basic Policies and Organization**

- 3.1 The Association is a non-profit corporation formed under RCW 24.03 Washington State Statutes, and shall not have or issue shares of stock. No part of the earnings, gifts or endowments of this Association shall inure to

- the benefit of its members, if any, directors or officers, or other private persons.
- 3.2 The Association may pay compensation in a reasonable amount to members, if any, directors, officers or other private persons or business for services rendered and may confer benefits upon its members, if any, directors or officers, for services performed that are consistent with the purposes of the Association.
  - 3.3 The Association shall be noncommercial, nonsectarian and nonpartisan. The name of the Association or the names of any members, if any, directors or officers in their official capacities, shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion and purposes of the Association.
  - 3.4 No substantial part of this Association shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) or the Internal Revenue Code), and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
  - 3.5 Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code.
  - 3.6 If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions or portions of these Bylaws shall remain unaffected by such holding.
  - 3.7 All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### **Article IV—Membership and Dues**

- 4.1 Any person interested in the purposes of the Association is invited to become a member. The payment of dues in an appropriate classification shall constitute an application for membership. Unless the Board determines otherwise, any person who pays the required dues shall be automatically deemed a member of the Association within 30 days of receipt. Membership is not transferable or assignable.
- 4.2 Dues allow members to support the work and purposes of the Association. The various classifications of membership are designed to allow the greatest opportunities for individuals and organizations to support the

Association, while keeping membership affordable for those with less ability to pay.

- 4.3 Dues shall be set by the Board of Directors and reviewed annually. The Board may waive dues for members who wish to make some other form of contribution to the organization.
- 4.4 Dues shall be paid annually in advance of the membership year.
- 4.5 Membership in the Zimfest Association does not imply or confer the right to vote for the Board of Directors or to participate in a binding vote on any Association matters. The Board shall regularly seek the counsel and wisdom of the membership. Benefits of membership are determined by the Board.
- 4.6 The annual membership meeting, called the Village Meeting, will be held at the annual festival of the Association (Zimfest). The time and date of the meeting will be set by the Board of Directors in conjunction with the Zimfest organizing committee and will be announced at least two (2) months in advance. While not required, a quorum of the Board of Directors is desirable at the Village Meeting.

#### **Article V—Board of Directors**

- 5.1 Directorship in the Association is open to any member who has expressed an interest in the purposes of the Association and must be of the age of majority in the state of incorporation.
- 5.2 The number of Directors of the Association shall be set by the Board of Directors and will be a minimum of eight (8). The number of Directors shall be increased or decreased by either the consensus of all current Directors present and voting, or an affirmative vote by all but one of the current Directors present and voting.
- 5.3 A majority of the Board of Directors shall constitute a quorum for all actions considered by the Board.
- 5.4 Each Director is entitled to one vote on each matter submitted to a vote by the Directors of the Association. Voting at duly held meetings shall be by voice vote.
- 5.5 New Directors shall be appointed by either the consensus of all current Directors present and voting, or an affirmative vote by all but one of the current Directors present and voting.
- 5.6 Any Director may be removed, either with or without cause, by the Board at any time, by either the consensus of all current Directors present and voting, or an affirmative vote by all but one of the current Directors present and voting.
- 5.7 A Director may resign at any time by giving notice to the Board of Directors or to the President or Secretary of the Association.
- 5.8 The term of each Director shall be a maximum of two years measured from the nearest annual meeting of the Association. There is no limit to the

number of terms a Director may serve, but renewing a term requires an affirmative vote of the Board. No more than one negative vote may be cast to renew a term. Each Director shall complete each term unless he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected, whichever occurs first.

- 5.9 This Association reserves the right to amend or repeal any of the provisions contained in the Articles of Incorporation by either the consensus of all current Directors present and voting, or an affirmative vote by all but one of the current Directors present and voting.
- 5.10 This Association reserves the right to adopt, modify, or amend the Bylaws, and the same may be changed by either the consensus of all current Directors present and voting, or an affirmative vote by all but one of the current Directors present and voting.
- 5.11 The Board may from time to time establish committees to carry out specific tasks consistent with the purposes of the Association. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.
- 5.12 The Board shall meet at least annually at a place and time to coincide with the annual music festival, or as otherwise specified by the Board. Special meetings of the board may be called by any officer or any two board members. Prior notice will be given to all Directors.

## **Article VI—Officers**

- 6.1 The officers of this Association shall consist of a President, Secretary and Treasurer, which will meet the requirements set by the state in which it is incorporated, and other such officers with such titles as may be determined from time to time by the Board of Directors.
- 6.2 Only those persons who have signified their consent to serve if elected shall be nominated for or elected to an office.
- 6.3 Anyone who shares an interest in the objectives of the Association can be nominated as an officer of this Association.
- 6.4 Officers shall be elected by an affirmative vote of a majority of those Directors present at a meeting where a quorum of Directors exists. Each officer shall hold office for one year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.
- 6.5 A vacancy occurring in any office shall be filled for the unexpired term by the Board of Directors.
- 6.6 One person may hold more than one office of the Association.
- 6.7 Any officer may be removed, either with or without cause, by the Board of Directors, at any time, according to the laws of the state of incorporation. Any officer may resign at any time by giving verbal notice to the Board of Directors or to the President or Secretary of the

Association. Any such resignation shall take effect as of the date of notice of resignation.

#### **Article VII—Duties of Officers**

- 7.1 The President shall perform the duties prescribed in these Bylaws or assigned to the President by the Association or by the Board of Directors and shall coordinate the work of the officers and committees of the Association in order that the purposes may be promoted.
- 7.2 The Secretary shall record the minutes of the meetings of the Association and of the Board of Directors or appoint a record keeper to do such recording and shall perform other duties as may be designated to the office.
- 7.3 The Treasurer shall have custody of and be responsible for all funds and securities of the Association, and shall maintain all such funds in the name of the Association in the banks or other depositories as shall be selected by the Board of Directors and shall make disbursements in accordance with the approved budget or approve expenditures as authorized by the Association or Board of Director or officers. The Treasurer shall be responsible for the maintenance of such books of account and records as conforms to the requirements of the Bylaws, the requirements of the state statutes of incorporation and Section 501(c)3 of the Internal Revenue Code.

#### **Article VIII—Indemnification**

To the full extent permitted by the state statutes in which it is incorporated, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit, or proceeding (whether brought by or in the right of the Association or otherwise) by reason of the fact that they are or were a director or officer of the Association, or are or were serving at the request of the Association as a director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the Association has the power to indemnify under state statutes. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

#### **Article IX—Dissolution**

Upon the dissolution of this Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations, organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization under Section 501(c)3 of the Internal Revenue Code of 1986 and to the municipal Associations that qualify under section 70(c)1 of such code for exclusively public purposes, as the Board shall determine.

## **Adoption of Bylaws**

We the undersigned, are all the initial Directors or Incorporators of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this Association.

Dated this 11th day of February, 1999.

Guy Tauscher

Rachel Katz

Ellen L Falconer

Stacy Sabella

Graham Burdekin

## **Revision history**

- 12/6/2009 Added a new Article IV – Membership and renumbered the Bylaws to incorporate the new article. Amended the references to “the Corporation” from “the Corporation” to “the Association”. Corrected typographical errors. In Article V, specified minimum and maximum number of Directors, removed reference to original Directors in Article V [as they are listed at the end and in the Articles of Incorporation], and changed the wording of Article 5.1 from “Directorship in the Association is open to any individual” to “Directorship in the Association is open to any member”.
- 2/7/2010 Amended Article I to include current address. Amended Article II to incorporate the goals that were created at the Zimfest Association Board retreat December 2007. Made changes to Article V to institute terms for Board membership, create consensus minus one for certain decisions, and to clarify language. Amended Article VII to require the signature of any two directors to co-sign checks rather than the Treasurer and any officer.
- 3/7/2010 Removed typographical error in 5.3 and 9. (“or in” replaced with “for” in 5.3 and “disposes” changed to “dispose” in 9.) Added page numbers to help identify that Adoption of Bylaws “consisting of \_5\_ preceding pages” number is accurate.
- 4/12/2015 Replaced “1736 James Street, Bellingham, Washington 98225” with “615 18th Ave S, Seattle, WA 98144” in 1.2. Replaced “three (3)” with “eight (8)” in 5.2 per the 5/11/2014 Board meeting minutes. Replaced “deposit” with “maintain” in 7.3 to clarify that the Treasurer need not personally deposit all Festival funds into accounts him- or herself. Removed sentence “The signature of two directors of the Association is required for all checks written” from 7.1 Substituted “or” with “of” in Article VIII to correct a typographical error. Removed “consisting of \_5\_ preceding pages” clause from the Adoption of Bylaws section to reflect the non-paginated nature of the bylaws when represented in a digital form.