

# CHANGES PROPOSED TO NERFA BY-LAWS 2025

*By-law Review Committee: Jillian Matundan, Amy Putnam, Laini Sporbert, Dan Tappan*

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These are the proposed changes from the NERFA Governance Committee. The Committee took time to go through all suggestions and draft language that was submitted. This submitted document aimed to make changes that were fair, clarified language that needed it, and rearranged the Articles into a more logical fashion, adding many bullet points and outline form for ease of reading.

The NERFA Board has approved these proposed changes. The next step is to gather and implement community feedback, submit to the NERFA Board for approval (if there are additional proposals to this submitted language), submit to the regions committee and FAI board, and finally, to the community for a final vote.

This is an outline of the changes that were made. The bylaws with the proposed changes follow.

## Article 1: Name, Location and Purpose

- Changed “corporation” to “organization”

## Article 2: Members

- More clearly defined “voting members” and added voting rights including Recall of (any Director)

## Article 3: Directors

- Updated the Director qualifications
- Added language to allow any Director to rectify non-membership of FAI within 30 days of Election.

## Article 4: Duties and Powers of Directors

- Added “Duties” to Powers of Directors
- Clarified quorum and what can be done if no quorum is present.
- Clarified language of when Annual Meeting will take place
- Added limits of two terms, with ability to run again after one year off
- Clarified language and process of filling of vacancies on the Board
- Added required announcement to membership of resignation of Board member/s
- Added language and process about Removal of Directors

## Article 5: Officers

- Added language about Directors being elected in, not appointed, with only exception of specialized skill set that the Board might need (ex: Treasurer)
- Board has ability to name their own Officers
- Mid-term appointments for any vacancy to maintain position until next annual officer election

- Secretary responsible for being familiar with and enforcing bylaws and process of
- NERFA meetings
- Board can remove officer from post with reasonable notice, and opportunity to be heard by entire Board

#### Article 6: Duties of Officers

- Cleaned up language of duties and expectation of officers

#### Article 7: Elections

- Created Voting Rights, Voting Method, and Nomination and Election process sections
- Removed requirement of Board nominations
- Removed 1:1 slate of candidates to open seats

#### Article 8: Appointment of Committees

- Simplified wording of Executive Committee
- Added language for process of nominations and elections

#### Article 9: Inspection of Records

- Improved clarification of access to Records, Meeting Notes and Membership

#### Article 10: Checks, Notes, Drafts and other Instruments - *No changes*

#### Article 11: Fiscal Year - *No changes*

#### Article 12: Amendments

- Added Process, Notification and Description of any Amendment changes

#### Article 13: Compliance with Internal Revenue Code - *No changes*

#### Article 14: Director, Officer and Volunteer Liability

- Only change was changing “corporation” to “organization”

#### Article 15: Ratification of These By-Laws

- Will update review dates and ratification of amendments after voting

**NorthEast Regional Folk Alliance (NERFA) Bylaws**  
**(As proposed by the 2025 NERFA Governance Committee)**  
*Last Amended 05/04/2022*

**ARTICLE 1. NAME, LOCATION AND PURPOSE**

**SECTION 1. NAME.** This Organization shall be known as NorthEast Regional Folk Alliance (NERFA). The Organization is organized under the Non-Profit Organization by-laws of the parent organization, Folk Alliance International (FAI), as an educational, charitable, tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. NERFA is an affiliate of FAI.

**SECTION 2. LOCATION.** The current address of the Organization is 1153 South 8th Street, Philadelphia, PA 19147. The official address may be changed by the NERFA Board of Directors (BOD) as may be required from time to time.

**SECTION 3. PURPOSE.** The purposes of NERFA are as follows:

1. Serve the purposes of Folk Alliance International (FAI),
2. Hold an annual regional folk music conference in the Northeast,
3. Represent the interests of our members and the region to the parent organization, FAI.
4. Carry out such other projects as are of benefit to the Folk Alliance members in the Northeast and which are supported by them.

**ARTICLE 2. MEMBERS**

**SECTION 1. MEMBERSHIP.** Members in NERFA are defined as:

- A. All members in good standing of Folk Alliance International who reside in the following states: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Washington, D.C. and its metro area including the counties in Virginia of Fairfax, Loudon, and Prince William. Also members in good standing residing in the Canadian provinces Labrador, New Brunswick, Newfoundland, Nova Scotia, Ontario, Prince Edward Island, Prince William, and Quebec.
- B. By application to the FAI Home office, interested members in good standing of FAI who reside outside the above named states and Canadian provinces.
- C. Members of FAI with voting memberships in good standing of the Region are eligible to vote in NERFA elections and have voting rights to:
  - a. Ratify the by-laws (new and revised)

- b. Elect the Board of Directors
- c. Nominate additional candidates to the board
- d. Initiate by-law changes as described
- e. Any member of NERFA shall have the right to file charges to recall a Director for reasons of malfeasance of maladministration, including but not limited to:
  - i. Willfully violating the FAI bylaws
  - ii. Willfully violating the NERFA bylaws
  - iii. Willfully disobeying a binding decision or order of the NERFA Board of Directors
  - iv. Willfully acting in a discriminatory or harassing manner with regard to NERFA members, Board, or employees
  - v. Other offenses of an equally serious nature that bring NERFA into disrepute or seriously compromise NERFA's interests.

D. NERFA aims to be a safe space for all of its members. Members are expected to adhere to the FAI "[Committing to a Safe Community](#)" Pledge at all times. The Board may determine course of action if a member is found to be violating the Pledge.

**SECTION 2. EXPULSION OF MEMBERS.** May be done only by and through FAI by following the directions in the FAI bylaws (Article III - Members, Section 12 - Expulsion of Members).

### **ARTICLE 3. DIRECTORS**

**SECTION 1. BOARD OF DIRECTORS.** The Board of Directors is vested with the responsibility for management of the business and affairs of NERFA.

**SECTION 2. QUALIFICATIONS.** The qualifications for becoming and remaining a Director of this Corporation are as follows:

- A. Directors are elected or appointed to the position as individuals, not as representatives of organizations. Directors need not be residents of the state of incorporation of the Organization.
- B. Directors must have an interest in the promotion of the purposes of NERFA.
- C. Directors must be members of NERFA in good standing. A director whose membership has lapsed for any reason may not vote until membership is renewed. If membership is not renewed after 30 days, steps shall be taken to remove the Director from the Board, per the process outlined in Article 4, Section 7.

**SECTION 3. SINGLE DIRECTOR CLASS.** The Board of Directors of the Organization will constitute a single class.

## **ARTICLE 4. DUTIES & POWERS OF DIRECTORS**

### **SECTION 1. DUTIES & POWERS.**

- A. The Board shall have the entire charge, control, and management of NERFA and its property and may exercise all or any of its powers.
- B. The quorum necessary for action by the Board of Directors shall be 50% + 1 of the elected Directors. When a quorum is not present, the meeting may be allowed to proceed, but only informational reports be read and no votes may be taken other than adjourning, recessing, or scheduling of future meetings. Minutes should reflect a gathering without quorum.

### **SECTION 2. FIDUCIARY RESPONSIBILITY.**

- A. The Board of Directors shall be the fiduciary agent for the revenue generated at the NERFA Conference and any other sanctioned activities in the region, and any other monies received. As such, it exercises sole discretion over the use of funds and their allocation.
- B. It is also responsible for IRS filings and other necessary financial reporting required to maintain the 501(c)(3) status of the organization.

### **SECTION 3. ANNUAL MEETING.**

- A. The annual meeting shall be held in conjunction with the annual Regional Conference.
- B. Announcement of the Annual Regional Conference shall constitute the announcement of the annual meeting.
- C. At the annual meeting, the Board will report on the financial status of the organization and other issues they deem appropriate.

### **SECTION 4. NUMBER AND TERM OF DIRECTORS.**

- A. There shall be nine (9) elected directors.
- B. The term of the directorship shall be three (3) years.
- C. Directors may serve up to two (2) consecutive terms and may subsequently be considered for the Board only after they have stepped down for one (1) full year.

### **SECTION 5. VACANCIES.**

- A. Any vacancy existing on the Board of Directors with more than 90 days remaining in the term may be filled by appointment by the Board at any Board meeting, after soliciting interest and suggestions from members of the NERFA community.
- B. Any director so appointed shall serve until the next election and must run to maintain the seat for the remainder of the full term ONLY; they are not eligible to run for a full three year term at that point. If the appointed director does not win the election to fill the remainder of that term, the winners of the election must decide amongst themselves who would fill the remainder of the term.
- C. Current directors whose terms are concluding may not be appointed into any vacant seats and thus extend board service in this fashion. Appointees to open seats must come from

membership.

#### **SECTION 6. RESIGNATIONS.**

- A. Any Director may resign by delivering their written resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
- B. Resignations from the Board must be announced to the membership within 15 days of the resignation date.

#### **SECTION 7. REMOVAL.**

- A. A Director may be removed from office for reasons of malfeasance or maladministration as described under Article 2. Section 1.D.
- B. Members may initiate a recall movement for a Director by collecting 25 signatures from members in good standing, submitted to and verified by the entire NERFA Board of Directors.
- C. A Director may be removed for cause only after reasonable notice (30 days from the verification of the petition) and opportunity to be heard before the body of the board of directors proposing to remove him/her.
- D. If FAI determines that a membership of a director should be revoked, that process will be dictated by FAI bylaws.

**SECTION 8. EX-OFFICIO DIRECTORS.** All members of the FAI Board of Directors whose address of record with FAI is within states enumerated in Article 1 shall be considered ex-officio members of the Board of Directors of NERFA. As such they are welcome and encouraged to participate in the activities of the NERFA as non-voting members and their participation shall not affect the quorum of the board, which shall be determined only by participation of the Directors nominated and ratified as NERFA Directors.

Upon the completion of their term, all officers of the NERFA board shall be eligible to be ex-officio, non-voting members of the board for a period of one year, if approved by the majority of the board.

#### **SECTION 9. NOTICE OF DIRECTORS' MEETINGS.**

- A. Notice stating the place, day and hour of any meeting, special or regular, of the Board of Directors will be sent to each Director not less than ten days before the date of the meeting, either personally, by electronic mail, or by overnight mail, by or at the discretion of the President, or the Secretary, or, if a special meeting, the Directors calling the meeting.
- B. Such notice must state the business to be transacted at, or the purpose of, such meeting. A meeting of the Board of Directors may take place with less than ten days notice should each director currently seated notify the Secretary by electronic mail or facsimile of his or her consent before such meeting.

**SECTION 10. WAIVER OF NOTICE.** Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**SECTION 11. ATTENDANCE.** Any Board member not present for two consecutive meetings shall be considered removed, subject to a two thirds (2/3) majority approval of the remaining members.

## **ARTICLE 5. OFFICERS**

### **SECTION 1. ENUMERATION.**

- A. The officers of the association shall be a President, a Treasurer, a Secretary, and other officers as may from time to time be determined by the Directors.
- B. With the exception of the Treasurer because of the specialized skill set involved, all officers elected within the Board must have gained their seats via election by the membership, not having been appointed to an open seat.

### **SECTION 2. ELECTION AND VACANCIES.**

- A. The President, Treasurer, and Secretary shall be elected annually by the Directors at their first meeting following the annual Conference in November.
- B. Other officers may be chosen by the Directors at said meeting or at any other meeting.
- C. Any officer vacancy may be filled by the Directors at any meeting. The successor in office shall hold office until the next annual officer election.

### **SECTION 3. QUALIFICATIONS.**

- A. All officers must be Directors.
- B. All officers shall be members in good standing.
- C. Any two offices may be held by the same person.
- D. The Secretary shall be the officially designated agent responsible for knowing and enforcing the process and bylaws of NERFA.

**SECTION 4. RESIGNATION.** Any officer may resign by delivering his/her written resignation to the Board of Directors and such resignation shall be effective upon receipt unless it specifies to be effective at some other time. The Board of Directors would be required to elect a replacement by the next formal Board meeting.

**SECTION 5. REMOVAL.** The Directors may remove any officer for cause by a vote of two-thirds (2/3) of the entire number of Directors then in office, provided that an officer may be removed for cause only after reasonable notice (thirty days from notice) and opportunity to be heard by the Board of Directors prior to action thereon.

## **ARTICLE 6. DUTIES OF OFFICERS**

### **SECTION 1. PRESIDENT.**

- A. The President, when present, shall preside at all meetings of the membership and of the Directors.
- B. They shall be the chief executive officer of the association. It shall be their duty and they shall have the power to see that all orders and resolutions of the Directors are carried into effect.
- C. They shall communicate all relevant and necessary information to the Directors.
- D. The President shall perform other duties as designated by the Directors.
- E. The President serves as the main contact for business and communications with FAI.

**SECTION 2. VICE-PRESIDENTS.** In the absence or disability of the President, their powers and duties shall be performed by the Vice President, or another Director designated for the purpose by the Directors.

### **SECTION 3. TREASURER.**

- A. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Organization, report on and provide timely and consistent financial reports and statements as needed, and shall cause to be kept accurate books of accounts.
- B. They shall have custody of all funds, securities, and valuable documents of the Organization, except as the Directors may otherwise provide.
- C. The Treasurer is responsible for timely reporting of NERFA financial information to Folk Alliance International, and the furnishing of annual financial records pursuant to the maintenance of NERFA's status as a participant in Folk Alliance's Group Exemption Program.
- D. The Treasurer shall perform such duties and have additional powers as designated by the Directors.

### **SECTION 4. SECRETARY.**

- A. The Secretary shall record, all votes and proceedings of the members and of the Directors at their meetings.
- B. The Secretary shall perform such duties and have additional powers as designated by the Directors.

## **ARTICLE 7. ELECTIONS.**

### **SECTION 1. VOTING RIGHTS**

Per ARTICLE 2. SECTION 1, Members of FAI with voting memberships in good standing of the Region are eligible to vote in NERFA elections as defined by the bylaws of FAI.

### **SECTION 2: VOTING METHOD**

Voting shall be through Electronic ballot votes administered by FAI as defined in the Regional Agreement.

### **SECTION 3. ELECTION PROCESS**

The election process shall be carried out by the Elections Committee, as appointed by the Directors, as defined in Article 8, Section 2.

## **ARTICLE 8. APPOINTMENT OF COMMITTEES.**

### **SECTION 1. THE EXECUTIVE COMMITTEE.**

- A. The Executive Committee will consist of the Officers and any other Directors as designated by the Board.
- B. The Executive Committee which will act for the Board of Directors in the day-to-day management of this Organization in the absence of action by the Board, where legally permissible.
- C. The Executive Committee cannot modify any actions taken by the Board.

**SECTION 2. ELECTIONS COMMITTEE.** Annually, the board will appoint an Elections Committee of members as defined in Article 7. Section 3.

- A. The Elections Committee will oversee the candidate process, verify candidate eligibility, serve as a conduit to FAI and the NERFA Board as it relates to the election timeline, notifications, and communications regarding the election, and to facilitate the Candidate Forum.
- B. The Elections Committee will communicate a call for Nominations to the NERFA membership no less than 90 prior to the annual Conference.
- C. All members in good standing interested in running for the Board of Directors must submit letters of support from at least ten (10) members in good standing to the Elections Committee no later than 60 days ahead of the annual Conference. These 10 letters must be from 10 unique memberships.
- D. The Elections Committee will verify the eligibility of the candidates and work with FAI to ensure their membership status and Region.
- E. The Elections Committee will notify the membership 45 days prior to the annual NERFA Conference of the candidates for the Board.
- F. The Elections Committee would also be responsible for hosting a candidate forum (via Zoom or web conference) to present the candidates to the NERFA community at large to ensure the community has an opportunity to see and meet them before the ballots are distributed.
- G. An electronic ballot will be distributed via FAI's voting mechanism to all eligible voting members by 30 days prior to the annual NERFA conference with the results to be announced at the conference. No part of the balloting shall be administered by NERFA.
- H. The nomination process outlined here will be the same for full seat terms, or any seat left open before a term expires.
- I. All election notices shall be published to all voters through FAI, and also through all

NERFA web, social media, and email channels to ensure that all eligible and potential voters are informed.

## **ARTICLE 9. INSPECTION OF RECORDS**

**SECTION 1. INSPECTION.** Any Director may request of the Secretary or Treasurer to see books, accounts, documents, and records of the Organization.

### **SECTION 2. MEETING RECORDS.**

- A. The original copies of the by-laws and records of all meetings of the organization shall be kept by the Secretary.
- B. Folk Alliance International staff or members may request meeting records from the Board of Directors.

### ***SECTION 3. MEMBERSHIP RECORDS***

- A. The Secretary is responsible for maintaining the list of all attendees of the NERFA Conference.
- B. The official NERFA membership list is to be maintained by FAI, pursuant to the definition of members in Article 1, Section 1.

## **ARTICLE 10. CHECKS, NOTES, DRAFTS, AND OTHER INSTRUMENTS**

Checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the Organization may be signed by the President, the Treasurer or the Director or Chair of the Annual Conference. Other signers may be authorized by the Directors if deemed necessary.

## **ARTICLE 11. FISCAL YEAR**

The fiscal year of the NERFA shall be the calendar year.

## **ARTICLE 12. AMENDMENTS.**

These by-laws may at any time be amended by vote of the members, by a simple majority of votes returned in an electronic ballot.

### **SECTION 1. PROCESS.**

- A. Proposed by-law amendments may originate with the Board or from the membership upon letter to the Board supported by ten (10) or more members.

- B. The proposals shall go to the NERFA Board of Directors who shall refer them to the Governance Committee.
- C. The Governance Committee has thirty (30) days to review the proposals and speak with the author(s) of the proposed amendments to make a recommendation to the NERFA Board.
- D. If there are changes suggested to the proposed by-laws, the Governance Committee will attempt to make friendly amendments with the author(s). Should friendly amendments not be considered, the Governance Committee may make an alternate proposal to the Board.
- E. The Board will review the recommendation by the Governance Committee and submit the proposal to the FAI Regions Committee.
- F. The FAI Regional Committee process will commence per the Regional Agreement.
- G. If the proposed changes are approved by the FAI Regions Committee, and by the FAI Board, the changes shall be voted on by the membership as described below
- H. Notification to membership of the proposed changes, followed by a general meeting within 14 days describing proposed changes.
- I. Fourteen (14) days after the community meeting, FAI will send out electronic ballots.
- J. Voting period will be open for 30 days to vote. Results to be announced within 24 hours after the conclusion of the vote.

**SECTION 2. NOTIFICATION.** Notices of a by-law revision vote shall be published to all eligible voters through FAI, and also through all NERFA web, social media, and email channels to ensure that all eligible and potential voters are informed.

**SECTION 3. DESCRIPTION.** Description of the substance of the proposed amendment(s) must be stated in the ballot notice.

## **ARTICLE 13. COMPLIANCE WITH INTERNAL REVENUE CODE**

**SECTION 1.** No part of the organization's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to and in support of the organization and its mission.

**SECTION 2.** Upon dissolution, the assets of the organization shall be distributed to Folk Alliance International.

**SECTION 3.** The organization shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

**SECTION 4.** It is intended that the organization shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.

**SECTION 5.** The organization subscribes to the general purposes of Folk Alliance International (FAI).

## **ARTICLE 14. DIRECTOR, OFFICER AND VOLUNTEER LIABILITY**

**SECTION 1.** In accordance with - and to the fullest extent permitted by - the law, all directors, trustees or members of the governing bodies of the Organization shall be immune from suit relating to their actions while serving the Organization in any of those capacities. Each Director shall discharge their duties in compliance with standards of the law. A director shall discharge all duties as a director, including duties as a member of a committee: (1) In good faith; (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) In a manner the director reasonably believes to be in the best interests of the Organization..

**SECTION 2.** In addition, Directors shall be indemnified to the fullest extent permitted under the law, and the Organization agrees that when a determination must be made by any of its governing bodies in order to permit indemnification, that such a determination will be undertaken promptly so as to permit the fullest and most timely advance of expenses and indemnification where either is available.

**SECTION 3.** All Officers, employees and volunteers of the Organization shall be indemnified to the fullest extent permitted under the law, and the Organization agrees that when a determination must be made by any of its governing bodies in order to permit indemnification, that such a determination will be undertaken promptly so as to permit the fullest and most timely advance of expenses and indemnification where either is available.

**SECTION 4.** The Organization shall, at its own cost, obtain what is generally referred to as Directors and Officers insurance to cover all Directors, Officers, employees and volunteers of the Organization, the premium for which shall not exceed an amount set annually by the Board in its approved budget for the coming year, and the coverage and deductible for which shall be the best available at that price from a reputable insurance company. In the event coverage is obtained for actions that are not permissible subjects for indemnification, or fail to meet the standards of performance under the law for directors or comparable provisions for Officers, the covered Directors and Officers shall be required to pay their proportionate (that is, per capita) share of the premium attributable to that added coverage.

**SECTION 5.** Any change in the scope of permissible standards of care, indemnification, advancement for indemnification or insurance shall work a change in these bylaws, but only prospectively. Likewise, any change in these bylaws shall be effective no sooner than the date the change is voted upon and passed in conformity with these Bylaws, and shall not affect the Organization's responsibility for indemnifying or advancing funds for actions taken before that date.

## ARTICLE 15. RATIFICATION OF THESE BY-LAWS

These by-laws have been amended and updated by a by-law review committee appointed by the Board of Directors of NERFA. They shall be considered ratified, and the organization empowered to operate under them upon approval by a simple majority of members voting on them.

*Completed 11-13-04*

*April 25, 2002*

*Amended 11-13-04*

*Proposed amendments 7-6-15 by Terry Mutchler*

*Proposed amendments and changes in wording by Robert M Cohen MD on 9/03/15*

*Proposed amendments by Daniel Gottfried, Treasurer*

*Amended 5-6-22*

*Submitted proposed amendments (date) by By-Laws subcommittee: Amy Putnam (Board),*

*Jillian Matundan, Laini Sporbert, Dan Tappan*

- *Submitted to NERFA Board (date), (approved, denied, other)*
- *Submitted to Regions Committee of FAI (date), (approved, denied, other)*
- *(Re-submitted to Regions Committee of FAI (date)*
- *NERFA Community vote (date)*
- *Proposed amendments approved (date)*

Signed: \_\_\_\_\_

Date: