

By-laws for Christian Bluegrass Association:

ARTICLE I

Principal Office

The principal office of the Association is hereby fixed and located at 309 Beverly Ave. San Leandro, CA 94577, Alameda County. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another in the County of Alameda.

ARTICLE II

Members

Section 1. Classification of Members

There shall be three types of membership in the association:

- 1) Individual membership
- 2) Family membership
- 3) Youth membership

Section 2. Eligibility of Membership

Any person interested in the purposes for which the Association has been formed is eligible for membership and shall become a regular member of the Association upon payment of dues

Section 3. Dues

Suggested membership donation shall be:

Individual membership = \$20.00 per year = One voting member

Family membership = \$25.00 per year = Two adult voting members

Youth membership = \$10.00 per year = One voting member

or such other sum as may be fixed from time to time by the Board of Directors.

Section 4. Termination of Membership

A membership shall terminate upon the death or resignation of the member, upon his expulsion by a majority vote of the Board of Directors, or upon failure to pay annual dues within ninety days of the due date set by the Board of Directors. A member may be expelled for conduct which the Board of Directors shall deem inimical to the best interests of the Association. A member may not transfer his membership, and any attempted transfer of a membership shall cause such membership to terminate automatically. All rights of a member in the Association or its property shall cease upon termination of membership.

Section 5. Annual Meeting of Members

The annual meeting of the members of this corporation shall be held at the time and place determined by the Board of Directors, during the month of June. The first such meeting will be held June 20, 2008

Section 6. Special Meetings

Special meeting of the members of the corporation for any purpose or purposes may be called at any time by the president of the corporation, or by the Board of Directors.

Section 7. Voting

All members shall have equal voting. Each member shall be entitled to one vote which may be cast in person, by mail or by email.

Section 8. Quorum

The presence in person or by proxy of one-fifth of the members of the Association shall constitute a quorum for the transaction of business at any meeting of members.

ARTICLE III

Directors

Section 1. Number and Qualifications

The authorized number of Directors shall be no less than five and no more than thirteen, the exact number within such range to be fixed by a two-thirds vote of the Board of Directors. Changes to the fixed number of Board members shall not occur more than once during a twelve month period. A Director shall maintain current membership in the Association and shall cease to be a Director when for any reason he or she ceases to be a member.

Section 2. Election and Term of Office

A. The nominations for Board of Directors shall begin at the Annual Membership Meeting in June. Each incumbent Director, unless he or she makes a timely objection, shall automatically be nominated for reelection and his or her name shall be placed on the ballot. Nominations for Directors shall be made by a nominating committee established by the Board of Directors under procedures set by the Board. Other nominations may be made by petition signed by at least ten members of the Association, mailed or emailed to the Association's Board of Directors at the Association's principal office. Nominations should be submitted between June and September. Election to be held in November. Those persons receiving the highest number of votes shall be the Directors of the Association for the ensuing year. All outgoing Directors shall hold office until December 31.

B. The Directors shall meet as soon as reasonably practicable after each annual election of the Board of Directors and elect one of the Directors to serve as Chairman of the Board of Directors. The Chairman may call meetings of the Board of Directors and shall preside at all meetings of the Board. The Chairman shall appoint a Vice-Chairman to preside at meetings and assume other duties of the Chairman in the absence of the Chairman.

Section 3. Meetings

Meetings of the Board of Directors shall be called and held as may be ordered by the Directors. Minimum of one meeting per year.

Section 4. Vacancies

Any vacancy in the Board of Directors caused by death, resignation or disability of a Director shall be filled by the majority vote of the remaining Directors appointing a member of the Association in good standing to fill the vacancy. A sole remaining Director may make such appointments to fill vacancies.

A Director shall be deemed to have suffered disability upon receipt of notification of such event in writing by the Director or by a member of the Director's family. A Director shall be deemed to have resigned his position upon failure to attend three consecutive meetings of the Board of Directors.

Section 5. Quorum

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of

Directors unless a greater number be required by law or by the Articles of Incorporation.

Section 6. Powers

Subject to the limitations of the Articles of Incorporation and of the General Nonprofit Corporation Law of California on action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Such general powers shall include, but not be limited to, the following powers:

- a. To appoint and remove all officers, agents, and employees of the Association and to prescribe powers and duties for officers, agents, and employees as may not be inconsistent with law, with the Articles of Incorporation, or with these By-Laws.
- b. To conduct, manage, and control the affairs and business of the Association, and to make such rules and regulations as are not inconsistent with the law, with the Articles of Incorporation, or with the by-laws, as they may deem best.
- c. To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem best, provided the seal shall at all times comply with the provisions of the law.
- d. To borrow money and incur indebtedness for the purposes of the Association, and for that purpose, to cause to be executed and delivered, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities for them.
- e. To manage in the manner they may deem best all funds and properties, real and personal, received, acquired, or earned by the Association, and to distribute or dispense them.

Section 7. Approval of Minutes

The transaction of any meeting of the Board of Directors, however called or noticed or wherever held, shall be as valid as though had at a meeting duly held, if each of the Directors not present approves in writing the minutes of such meeting. All such approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 8. Fees and Compensation

Directors shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by resolution of the Board.

ARTICLE IV

Officers

Section 1. Officers

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The Association may also have such other officers as may be appointed by the Board of Directors. One person may hold two or more offices.

Section 2. Election

The officers shall be chosen annually by the Board of Directors and each shall hold his or her office until he or she shall resign, be removed, or be otherwise disqualified to serve, or until his or her successor shall be elected.

Section 3. Removal and Resignation

Any officer may resign, or may be removed with or without cause by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors, or by the President until such appointment by the Board of Directors.

Section 4. President

The President shall be the executive officer of the Association and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Association, and may appoint committees. He shall preside at all meetings of members.

Section 5. Vice President

The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary

The Secretary shall keep at the principal office of the Association a book of minutes of all meetings of the Directors and of the members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Director's meetings, and the proceedings thereof.

The Secretary shall keep at the principal office of the Association a register showing the names and addresses of each regular member, and shall conduct the official correspondence of the Association.

Section 7. Treasurer

The Treasurer shall have general charge of the financial records and accounts of the Association and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association, and an account of its cash and other assets, if any. Such books of account shall at reasonable times be open to inspection by any member or Director.

The Treasurer shall receive and safely keep all funds of the Association and deposit the same with such depositaries as are designated by the Board of Directors. Such funds shall be paid out as may be ordered by the Board of Directors. The Treasurer shall render to the President or the Board of Directors, quarterly or more often upon request, statements of the financial condition of the Association, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE V

Miscellaneous

Section 1. Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Association by any contractor or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Expenses and Fees

Officers, Directors, and members of the committees of the Association may each be reimbursed for expenses incurred in the performance of the business of the Association, in accordance with policies adopted by the Board of Directors. Officers may receive compensation for services in accordance with policies adopted by the Board of Directors.

Section 3. Inspection of By-Laws

The Association shall keep in its principal office the original or a copy of these by-laws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours. A copy of these by-laws will also be accessible on our web site www.christianbluegrassassociation.com.

Section 4. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these By-Laws.

Section 5. Rules of Order

The rules contained in Roberts Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Association, except in instances of conflict between said Rules of Order and the Articles or By-Laws of the Association or provisions of law.

ARTICLE VI

Amendment to By-Laws

Section 1. Amendment by Members

These by-laws may be amended by the vote or written assent of a majority of the directors

