

BUFFALO MUSIC HALL OF FAME BY-LAWS

Revised to repeal the June 2000 By Laws and the Constitution of January 11, 2011 and adopted at a Board Meeting on April 9, 2019

ARTICLE I

Name and Nonprofit Policy

Section 1. Name. The name of the organization shall be the Buffalo Music Hall of Fame, hereinafter referred to as "BMHOF". It shall be organized and operated under and through the State of New York as a 501(c) (3) registered charitable, non-profit organization.

Section 2. Nonprofit Policy. The BMHOF shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its By-Laws, as the same may from time to time be amended.

ARTICLE II

Purposes

Section 1. Purposes. The purpose of the BMHOF is to honor and protect the diverse cultural music heritage of Western New York through recognition, awarding scholarship(s), preservation, education and live musical performance(s) to wit:

- a. To preserve and promote the diverse cultural music heritage of Western New York
- b. Provide students and the public with educational opportunities
- c. Annual Induction Gala
- d. Collaboration and partnering with other historical organizations
- e. Solicit donations, grants and philanthropic awards
- f. To research, document and disseminate information on the musical heritage of Western New York

ARTICLE III

Board of Trustees

Section 1. Election and Powers. The Board of Trustees shall have custody, control and direction of the BMHOF, its collections, property and other assets. Trustees shall be elected at each Annual Meeting of the Board, and each Trustee shall serve until his or her successor is elected and qualified, unless his or her Trusteeship be theretofore vacated by resignation, death, removal, or otherwise.

Section 2. Number. The number of Trustees constituting the entire Board of Trustees shall be not less than five (5) or more than twenty-five (25), and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number of Trustees to the extent permitted in the Charter of the BMHOF, provided that no decrease shall shorten the term of any incumbent Trustee.

Section 3. Vacancies. In case of any vacancy in the Board of Trustees, a majority of the remaining Trustees may elect a successor to serve until his or her successor shall have been duly elected and qualified. Additional Trustees so elected shall serve until their successors shall have been duly elected and qualified.

Section 4. Absences. If any Trustee shall fail to attend three (3) consecutive meetings of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee shall be deemed to have resigned and the vacancy shall be filled. Absences without notification will be deemed as an unexcused absence. Notification consists of notifying an officer before the board meeting starts.

Section 5. Removal. At any meeting of the Board of Trustees duly called, any Trustee may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Trustee so removed.

Section 6. Meetings. The Annual Meeting of the Board of Trustees shall be held in January of each year on such date and at such time and place as may be fixed by the Board of Trustees and named in the notice. Regular Meetings of the Board of Trustees shall be held at such times as the board may, from time to time, determine. Special Meetings of the Board of Trustees shall be held at any time, on call by the President of the Board, or by the Secretary on the request in writing of a majority of the members of the Board.

Section 7. Agenda for Regular Meetings. The agenda or order of business for each Regular meeting shall include the following:

- a) Call to order
- b) Roll Call
- c) Approval of Minutes
- d) Financial report
- e) Report of the President
- f) Reports of Regular Committees
- g) Reports of any other Committees
- h) Old business
- i) New business
- j) Adjournment

Section 8. Notice of Meetings. Notice of the time and place of every meeting of the Board shall be distributed not less than seven (7) nor more than thirty-one (31) days before the meeting, to each Trustee at his or her address as set forth in the records of the BMHOF.

Section 9. Waiver of Notice. Notice of a meeting need not be given to any Trustee who submits a signed written waiver thereof, whether before or after the meeting, nor to any Trustee who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 10. Quorum. A majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Trustees present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or the committee.

Section 12. Personal Attendance by Conference Communication Equipment. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 13. Executive Committee. The Board of Trustees shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of the officers of the organization, including the President, Vice-President, Secretary, Treasurer, and a number of other members of the Board not exceeding half of the board and to be an odd number of members as the Board shall determine upon recommendation by the President. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Trustees all the authority of the Board of Trustees, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall report all its actions to the next meeting of the Board. Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provides.

Section 14. Advisory Board. The Advisory Board of the BMHOF is a body that provides non-binding strategic advice, knowledge and understanding of the music community to the management of the organization. Advisory Board members have the authority to make recommendations to the Board of Trustees but do not have the authority to take action to enforce them or bear legal fiduciary responsibilities. Advisory board members must attend the Annual Board meeting held in January and any meetings that involve discussion or action pertaining to their affiliated topic.

Section 15. Volunteers. A person who voluntarily offers himself or herself to the BMHOF for a service or undertaking willingly and without pay will be considered a volunteer. A volunteer does not have authority, voting privileges or fiduciary responsibilities to the BMHOF. A volunteer is encouraged to attend regular board meetings or committee meetings that pertain to their affiliated topic.

Section 16. Regular Committees. As soon as practicable each year following the Annual Meeting of the Board of Trustees and upon the recommendation of the President, the Board shall appoint the following Regular Committees, each of which shall consist of at least two (2) Trustees and shall have the authority to carry out its purposes as set forth in this Section 16. In making, these appointments, the Board shall designate the Chairman of each committee other than the Finance Committee.

(a) Finance Committee. There shall be a Finance Committee that will be chaired by the Treasurer. The Finance Committee shall review with the independent public accountants then serving the BMHOF audit policies and the proposed annual audit report to be submitted to the Board. The Finance Committee shall be responsible for:

- Budgets
- Grants
- Accounting
- Government Financial Reporting
- Insurance

(b) Music Committee. There shall be a Music Committee, that will be responsible for:

- Nominations for Induction into the BMHOF
- CD/Album Production
- Alumni Relations
- Artifacts / BMHOF Room at the Hard Rock Café
- Digital Archiving / WNY.FM

(c) Education Committee. There shall be an Education Committee, that will be responsible for:

- Scholarships
- Community Outreach, which will include participation in area festivals
- Musician Medics

(d) Events/Fundraising Committee. There shall be an Events Committee, which will be responsible for:

- Annual Induction Gala
- Special Events (A special event is an event that is created, supported and managed by the BMHOF)
- Fundraising / Development
- Merchandise

(e) Public Relations Committee. There shall be a Public Relations Committee, that will be responsible for:

- Media Relations
- Website
- Social Media
- Graphics and Branding
- Newsletter

(f) Advancement Committee. There shall an Advancement Committee, that will be responsible for:

- Legal
- Charter / By Laws
- Government Regulatory Compliances (Non Financial)
- Museum

Section 17. Other Committees. The President, with the approval of the Board of Trustees, may designate additional committees, each of which shall consist of at least two (2) Trustees and may include other persons who need not be Trustees. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 13 or on any regular Committee by Section 16 of this Article.

ARTICLE IV

Officers

Section 1. Election of Officers. The Board of Trustees shall elect a President, a Vice-President, a Secretary, and a Treasurer of the BMHOF. Each such officer shall be elected from among the Trustees at the Annual Meeting of the Board for a term of one year. The Board of Trustees shall fill any vacancy in the above offices as soon as practicable.

Section 2. Removal. At any meeting of the Board of Trustees duly called, any Officer of the BMHOF may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

Section 3. President. The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of the BMHOF. He or she shall act as Chairman of and preside at all meetings of the Board and of the Executive Committee. He or she shall serve on all Regular and other committees, except the Nominating Committee, in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Board.

Section 4. Vice-President. At the request of the President, or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Trustees or the President.

Section 5. Secretary. The Secretary shall be responsible for the keeping of Minutes of all meetings of the board of Trustees. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the BMHOF. The Secretary shall also be responsible for all official correspondence of the BMHOF. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

Section 6. Treasurer. The Treasurer shall have supervision over the financial records of the BMHOF. The Treasurer shall provide the Board of Trustees at each of its regular meetings, and upon written request, with a statement of the financial condition of the BMHOF. He or she shall serve as Chairman of the Finance Committee and shall have such other powers and duties as may be designated by the Board.

ARTICLE V

Amendments and Other Provisions

Section 1. Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Trustees, shall be distributed not less than seven (7) nor more than thirty-one (31) days before the meeting at which any amendment shall be voted upon. Written notice of the proposed amendment shall be distributed to each member of the Board, together with a concise statement of the changes proposed to be made.

Section 2. Conduct of Meetings. Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of Trustees, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time. If an Officer, Trustee or Visitor/Guest becomes unruly or disruptive during a Board meeting, by vote of two-thirds (2/3) of the Board, the individual or individuals will be asked to leave the premises.

Section 3. Financial Reporting. For financial reporting purposes, the BMHOF shall report from January 1, to December 31 of each year.

Section 4. Indemnification. The BMHOF shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or in testate, is or was a Trustee or Officer of the BMHOF and (b) any Trustee or Officer of the BMHOF who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the BMHOF, in the manner and to the maximum extent permitted by the Not-for-profit Corporation Law of New York, as amended from time to time; and the BMHOF may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 5. Interested Trustees and Officers.

Confidentiality: It is a policy of the BMHOF that each Board Member, Advisory Board Member, Staff and/or Volunteer shall keep confidential any and all information relating to discussions at BMHOF Board meetings. While results of Board agenda items may be disclosed, information concerning the discussions during the Board meetings is prohibited. Anyone who violates this policy, may be subject to discipline including termination of his/her position.

Conflict of Interest: It is the policy of the BMHOF to comply with a Conflict Of Interest Policy to deal with conflicts and related party transactions. The BMHOF seeks transparency in its transactions and to avoid the appearance of impropriety. Therefore the Board will distribute each year a Conflict Of Interest Policy that is to be reviewed and signed by each Board Member. This Conflict Of Interest Policy will include a Statement of the Conflict of Interest Policy as well as the following: 1) Duty to Disclose 2) Procedures for Addressing Related Party Transactions 3) Records of Proceedings 4) Violations of the Policy 5) Other Procedures as Needed or Required by Law.

Harassment: The BMHOF does not discriminate against anyone and will not tolerate any form of harassment. This includes but is not limited to discrimination based upon race, creed, religion, gender, sex or any other category of class. If anyone encounters what they believe to be discrimination, we request that you immediately report it to a Board Member.

Whistleblower: The BMHOF requires Board Members, Advisory Board Members, Staff and/or Volunteers to observe high standards of ethics in the conduct of their duties and responsibilities. The BMHOF strives to maintain integrity and honesty in fulfilling its responsibilities to comply with all applicable laws and regulations.

This Whistleblower Policy is intended to encourage awareness of any concerns of violations of the By-Laws or suspected violations of law or regulations that govern the BMHOF's operations. There will be no retaliation for good faith reporting of violations or suspected violations. Anyone who retaliates is subject to discipline including termination.

To report any concerns or complaints, please provide a written report of the alleged incident to any Board Member who is then obligated to investigate any complaint. The BMHOF Compliance Officer for complaints will be the Chairperson of the Advancements Committee who will advise the Board of any complaint and investigation. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an investigation.

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