

RIO GRANDE VALLEY MUSIC FESTIVAL

(Founded November 11, 2005)

Mercedes Livestock Showgrounds, Mercedes, Texas

(Third Week, February, Wednesday thru Sunday, every year)

MISSION STATEMENT

Excess monies primarily shall go to assisting musicians; to provide Festival Awards and Prizes for competitions, and scholarships and/or training of students.

CONSTITUTION OF THE RIO GRANDE VALLEY MUSIC FESTIVAL
(Founded November 11, 2005)

Article I.

1.01-The name of this organization shall be Rio Grande Valley Music Festival. (Hereinafter shown as: Music Festival.)

1.02-The Music Festival shall be unincorporated. The Music Festival is not organized for profit, and no part of the receipts or proceeds of the organization shall inure to the benefit of any member, individual, firm, corporation or person.

Article II

2.01-The purposes of the Music Festival are:

To unite in a common organization those persons who are entertainers and performers, and are interested in participating in the Music Festival.

To educate and inform its members, and other persons, related to music jams.

To promote and to encourage uniformity in the application of performance etiquette and standards affecting jam participation.

To aid and assist Rio Grande Valley park jam organizing.

To do any and all lawful acts and to carry on all lawful activities which may be necessary, useful, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Music Festival is organized, and to aid and assist other organizations in order to attain any of such purposes set forth in applicable section(s) of the Internal Revenue Code and the Regulations thereunder as now in effect or hereafter amended.

Article III

3.01-The powers, property and affairs of this Music Festival shall be exercised, conducted and controlled entirely and exclusively by the Officers and Board of Trustees, except as otherwise provided by the Charter, the Code of Regulations or the By-Laws.

3.02-A majority of Trustees shall constitute a quorum at any meeting. An absentee Trustee may tender a proxy vote by submitting a signed and dated document, or by telephone or e-mail, followed by submitting a signed and dated document, to confirm the proxy vote.

3.03-The Trustees present at a meeting at which a quorum is present shall take action by a majority vote unless a different number is required by law, the Constitution, Code of Regulation or By-Laws.

3.04-For the government of the Music Festival, the Trustees may adopt a Code of Regulations and/or By-Laws. Such Code of Regulations and/or By-Laws may be amended by the majority vote of the Officers and Trustees present at any meeting at which a quorum is present.

3.05-The Secretary shall give notice of a meeting of the Officers and Board of Trustees not less than two (2) days prior to the date of such meeting. Such notice may be written or oral.

3.06-The President or any two (2) trustees may call a meeting of the Officers and Board of Trustees.

Article IV

4.01-Fifty-one percent (51%) or more Trustees (see Article III, 3.02) present shall constitute a quorum at any meeting of the Trustees.

4.02-The Trustees present, constituting a quorum, at a meeting of the Board of Trustees may take action by a majority vote unless a different number is required by law, this Constitution, Code of Regulations, or By-Laws.

4.03-The Secretary shall give notice of a meeting of the Trustees not less than 5 days prior to the date of such meeting. Such notice may be written or oral.

(Page 1 of 2, Constitution, 03-18-08)

4.04-The President or any two (2) Trustees may call a meeting of the Board of Trustees.

4.05-The members of the Board of Trustees shall be elected by a vote of a majority of members present at the annual meeting and shall serve for a period of three (3) years or until their successors have been elected. Provided, however, that at the first annual election, five (5) directors shall be elected for a period of one (1) year; five (5) directors for a period of two (2) years; and five (5) directors for a period of three (3) years. The Board of Trustees shall consist of not more than fifteen (15) nor less than six (6) members. The Board of Trustees may, by majority vote, increase or decrease its number of members as it shall determine, and the numbers of directors serving in the categories specified above (3 years, 2 years, and 1 year) shall be adjusted accordingly.

4.06-The members of the Board of Trustees shall not include a married couple.

Article V

5.01-This Constitution may be amended by the majority vote of the members present at a meeting of the Board of Trustees.

Article VI

6.01-The Music Festival shall be dissolved upon the affirmative vote of two thirds (2/3) of the members present at a meeting of the members.

6.02-Upon passage of a resolution to dissolve, the officers of the Music Festival shall cease to function except for necessary functions incidental to the termination and winding up of the affairs of the Music Festival.

6.03-Upon passage of a resolution to dissolve, the officers of the Music Festival shall liquidate and distribute all assets of the Music Festival in accordance with Article VII, as mandated by the Internal Revenue Service.

Article VII

(Amended, As Mandated by the Internal Revenue Service, 08-04-06; effective 08-20-06)

7.01-Said organization is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations under section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

7.02-No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c) (3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and organization 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.

Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

7.03-Upon dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for public purpose.

(Page 2 of 2, Constitution, 03-18-08)

CODE OF REGULATIONS OF RIO GRANDE VALLEY MUSIC FESTIVAL

(Founded November 11, 2005)

Article I

Membership

SECTION I, ELIGIBILITY:

Any person or persons who have qualified to become a member of the Rio Grande Valley Music Festival, its liability or obligations, or who regularly represents or provides a service to fellow jammers and/or park groups forming jams shall be eligible for membership in the Rio Grande Valley Music Festival. (Hereinafter shown as: Music Festival.)

SECTION II, MEMBERSHIP:

Member – Any person who entertains, participates in Rio Grande Valley jams, or actively supports Valley jams, shall be eligible to become a voting member of the Music Festival. As such, they shall be able to vote on all business brought before the general membership as well as serve as a member of the Board of Trustees, and hold office on the Board of Trustees. Each membership shall entitle such member to one vote.

Honorary Lifetime Membership – An Honorary Lifetime Membership may be bestowed upon one who exhibits outstanding support and dedication to the success of the Rio Grande Valley Music Festival. One must be nominated and approved for consideration by a majority vote of the Board of Trustees; that individual must be nominated and approved by a majority vote of the membership at a General Meeting.

SECTION III, TERMINATION:

Membership may be terminated in the event that a member shall: (1) cease to have eligibility as defined in Article I, Section I, hereof; (2) be guilty of conduct detrimental the best interest of the Music Festival. After giving the member notice and an opportunity to be heard, the Board of Trustees, by a majority vote

of its members may terminate or suspend said membership.

Any member in good standing may voluntarily terminate the membership at any time on written notice to the Secretary.

The Treasurer shall, upon request, refund to any member, whose membership is terminated, the amount of the dues representing the unexpired portion of the year for which they were paid.

ARTICLE II

BOARD OF TRUSTEES

SECTION 1: POWER AND DUTIES.

The powers, property and affairs of this Festival shall be exercised, conducted and controlled, entirely and exclusively, by the Board of Trustees, except as otherwise required by law or provided in these regulations.

Each Trustee is required to attend no less than fifty-one percent (51%) of the Board of Trustee Meetings. Failure to do so shall cause the term of office for that Trustee to be terminated.

A Trustee who misses more than three (3) consecutive meetings may be replaced.

A vacancy on the Board of Trustees for any cause shall be filled for the unexpired portion of the term by a vote of a majority of the Trustees.

SECTION 2: NUMBER.

The Board of Trustees shall be composed of not more than fifteen (15) nor less than six (6) members. The Board of Trustees may by majority vote increase or decrease its numbers as it shall determine. (Note: Fiscal year commences April 15, each year.)

(Page 1 of 3, Code of Regulations, 03-18-08)

SECTION 3: ELECTION, TERM OF OFFICE AND VACANCIES.

The members of the Board of Trustees shall be elected by a vote of a majority of members present at the annual meeting of the members, and shall serve until the close of the next annual meeting of members or until their successors have been elected. (Note: Fiscal Year commences April 15, each year.)

Trustee may resign at any time by written notice filed with any officer of the Board of Trustees, other than him/herself. A vacancy on the Board of Trustees for any cause shall be filled for the unexpired portion of the term by a vote of a majority of the Board of Trustees.

ARTICLE III

OFFICERS

SECTION 1: NUMBER.

The officers of this Music Festival shall be the President, the Vice-President, the Secretary, and the Treasurer, all of whom shall be members of the Board of Trustees.

SECTION 2: ELECTION TERM OF OFFICE AND VACANCIES.

The officers shall be chosen annually by vote of the majority of the Board of Trustees at its annual meeting and shall at all times be subject to the orders, rules and regulations of the Board of Trustees. Each officer shall serve until the close of the next annual meeting of members or until a successor has been elected. An

officer may resign at any time by written notice filed with any officer of the Festival other than him/herself. A vacancy in any office for any cause shall be filled for the unexpired portion of the term by a vote of a majority of the Board of Trustees. Nothing herein contained shall prevent an officer from being re-elected to any office. The same person may not hold two (2) or more offices.

SECTION 3: PRESIDENT.

The President shall have general supervision and direction of the Music Festival and shall preside at meetings of the Music Festival and of the Board of Trustees and shall perform such other duties as the Board of Trustees may require.

SECTION 4: VICE-PRESIDENT.

The Vice-President shall perform such duties as the Board of Trustees or the President may require and, in the absence or incapacity of the President, shall perform the duties of the office until a president is elected.

SECTION 5: TREASURER.

The Treasurer shall submit to the Board of Trustees at each annual meeting a statement reviewing the financial operation of the Festival for the previous year and shall at all reasonable times exhibit the books of account and records to the Board of Trustees. The Treasurer shall perform all the usual duties of this office and such other duties as the Board of Trustees or the President may require.

SECTION 6: SECRETARY.

The Secretary shall keep the Festival records, including minutes of the meetings of the Festival, of the Board of Trustees, and of the Executive Committee. The Secretary shall perform all the usual duties of this office and such other duties as the Board of Trustees or the President may require.

(Code of Regulations, Page 2 of 3, 03-18-08)

ARTICLE IV EX-OFFICIO MEMBERS

SECTION 1: Ex-Officio Members:

Geri Clark
Edy McKenzie
Ike Warkentin

SECTION 2: Life-Time Memberships shall be issued to the Ex-Officio Members.

SECTION 3: POWER AND DUTIES:

Ex-Officio Members may attend Trustee Meetings, but may not vote on matters presented to the Board of Trustees for a majority vote.

Ex-Officio Members may participate in preparation for the Music Festival as a volunteer and/or an appointee.

(Page 3 of 3, Code of Regulations, 03-18-08)

BY-LAWS

(Founded November 11, 2005)

1. The President, Vice-President, Secretary, and Treasurer shall constitute an Executive Committee of which the President shall be the presiding officer.
2. The President shall appoint such other committees and assign to them such duties and powers as it deems desirable to further the purposes of the Music Festival.
3. Fifty-one percent (51%) or more members shall constitute a quorum at any meeting of the Board of Trustees.
4. The Annual Meeting of the Music Festival shall be held during the month of March, or at such other time as shall be designated by the Board of Trustees at a place designated by the Board of Trustees.

(Fiscal year commences April 15, each year.)

5. The President, or a designated representative, will be a member of the Music Festival. Expenses to attend meetings may be paid by the Music Festival, subject to approval by the Executive Board and the Board of Trustees.

6. The Executive Committee and Board of Trustees will meet periodically as required to plan meetings and conduct the business of the Music Festival. A majority of Trustees shall constitute a quorum at any meeting. An absentee Trustee may tender a proxy vote by submitting a signed and dated document, or by telephone or e-mail, followed by submitting a signed and dated document, to confirm the proxy vote.

7. The annual membership fee shall be Twenty-five Dollars (\$25.00) per member, per year, payable on or before the second Thursday of March, annually. Memberships may be sold throughout the year at Twenty-five and 00/100 Dollars; fee is not to be pro-rated if sold after the second Thursday of March, annually. Each membership shall entitle such member to one vote. The annual membership fee of Twenty-five Dollars (\$25.00) shall entitle the member admittance and parking to the Music Festival.

8. No member, officer, or trustee, shall incur any debt or liability on behalf of the Music Festival in excess of Two Hundred Fifty and 00/100 dollars (\$250.00) without approval of the Board of Trustees.

9. Fees/Expenses are to be paid for items or services necessary to do any and all lawful acts, and to carry on all lawful activities which may be necessary, useful, desirable or proper for the furtherance and accomplishment of any and all purposes for which the Music Festival is organized, and to aid or assist other organizations in order to attain any such purposes set forth in applicable sections of the Internal Revenue Service Codes and the Regulations thereunder as now in effect or hereafter amended. (Ref.: See Article VII, of the Constitution; effective August 20, 2006.)

10. The signature of the Treasurer, on a check, shall be sufficient for an amount not more than Two Hundred Fifty and 00/100 Dollars (\$250.00). The signature of the Treasurer and one (1) officer (President, Vice President, Secretary) shall be required to execute a check for more than Two Hundred Fifty and 00/100 Dollars (\$250.00).

11. Two Officers (one of the two officers being the President) may draft and enter into formal contracts with issues relating to Rio Grande Valley Music Festival.

12. Qualifications of a Trustee includes their being a member in good standing, and in the Valley no less than three (3) months (December, January and February), and that qualifications of a Trustee elected Officer includes their being in the Valley no less than five (5) months.