



# World Concertina Congress, Incorporated

## Bylaws

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### ARTICLE I: DEFINITIONS

#### Section 1. Definitions

For purposes of these Bylaws, the following terms shall have the meanings set forth below:

- **"Board of Directors"** means the board consisting of the Executive Committee and Board of Trustees, acting collectively to govern the World Concertina Congress.
- **"Board of Trustees"** means the voting members elected or appointed pursuant to Article V.
- **"Executive Committee"** means the officers of the World Concertina Congress serving as described in Article IV.
- **"Member" or "Membership"** means a person who has paid the applicable annual or lifetime membership fee and maintains good standing with the World Concertina Congress. Good standing means the member is current on all applicable membership fees and is not subject to suspension or disciplinary action under the Whistleblower, Conflict of Interest, or Discrimination and Harassment Policies.
- **"Quorum"** means a simple majority of the currently elected Board of Directors, as provided in Article VII, Section 5.
- **"Simple majority"** means more than fifty percent (50%) of those voting.
- **"Trustee"** means an elected member of the Board of Trustees.
- **"Officer"** means a person serving in the role of President, Vice President, Secretary, or Treasurer.
- **"Shall"** is mandatory; **"may"** is permissive.
- **"Due Cause"** means conduct that materially violates the Organization's governance obligations or policies, including but not limited to: repeated violation of the Conflict of Interest Policy, breach of confidentiality, violation of the Discrimination and Harassment Policy, conduct detrimental to the World Concertina Congress' mission and reputation, or breach of fiduciary duty.



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### ARTICLE II: NAME AND NONPROFIT POLICY

#### Section 1. Name

The name of the organization shall be the **World Concertina Congress, Incorporated** ("WCC"). It was organized and operated under and through the State of Michigan Department of Commerce on May 17, 1984, in conformity with Act 162, Public Acts of 1982, Lansing, Michigan, and incorporated as a 501(c)(4) registered charitable, non-profit organization on June 30, 2014, in the State of Wisconsin Department of Financial Institutions under the 1997 Wisconsin Act 79.

#### Section 2. Nonprofit Policy

The WCC is a non-profit organization of Chemnitzer concertina enthusiasts. It 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 Articles of Incorporation and these Bylaws, as the same may from time to time be amended.

#### Section 3. Relationship to Articles of Incorporation

In the event of any conflict between these Bylaws and the WCC's Articles of Incorporation as filed with the Wisconsin Department of Financial Institutions, the Articles of Incorporation shall control. These Bylaws are subordinate to and must be consistent with the Articles of Incorporation, applicable Wisconsin law, and the Internal Revenue Code.



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### ARTICLE III: PURPOSE AND GOAL

#### Section 1. Purpose

The purpose of the WCC is to honor the living and to commemorate the deceased who in time have labored and contributed unselfishly toward the production, preservation, and promotion of the Chemnitzer concertina and its diverse cultural music across the globe.

#### Section 2. Goal

The goal of the WCC is to recognize, preserve, educate, and provide live musical performance(s):

- To preserve and promote the diverse cultural music of those playing the Chemnitzer concertina
- To elevate the image of the Chemnitzer concertina as a musical instrument
- To provide students and the public with educational opportunities
- To promote the organization's Hall of Fame
- To recognize deserving individuals with a Certificate of Appreciation
- To collaborate and partner with other Chemnitzer concertina organizations and clubs
- To solicit donations, grants, and philanthropic awards to assure perpetuation of the organization's funds
- To research, document, and disseminate information on the musical heritage of the Chemnitzer concertina



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### ARTICLE IV: EXECUTIVE COMMITTEE AND OFFICERS

#### Section 1. Executive Committee

The Board of Directors shall, by an affirmative vote of a simple majority, appoint an Executive Committee. The Executive Committee shall consist of the officers of the organization, including the President, Vice President, Secretary, and Treasurer. 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 Directors, all the authority of the Board of Directors, except that the Executive Committee shall:

- NOT amend or repeal these Bylaws;
- NOT elect or remove members of the Board of Trustees;
- NOT approve the dissolution of the WCC; and
- NOT exercise authority prohibited by Wisconsin law or these Bylaws.

The Executive Committee shall report all its actions at the next meeting of the Board of Directors. Any reference in these Bylaws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise provides.

#### Section 2. Election of Officers

The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer of the WCC. Each officer shall be elected at the December meeting for years ending in an odd number. The officers shall serve a term of two years effective with the January meeting for years beginning with an even number. Officers may be reelected without limitation. The Board of Directors shall fill any vacancy in the above offices within sixty (60) days. During any vacancy period, the Vice President shall assume the vacant duties, or the President may designate another Officer to assume the vacant duties. A person filling a vacancy shall serve the remainder of the unexpired term of the vacant position. Nominations for any officer position must be submitted verbally or in writing to the Board of Directors in time for discussion at the November meeting.

#### Section 3. Resignation of Officers

Any Officer may resign by providing written notice to the President and Secretary. Such resignation shall be effective upon receipt or at such other date as specified in the notice.



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### **Section 4. Removal for Cause**

At any meeting of the Board of Directors duly called, any Officer of the WCC may, by a simple majority vote of the Board of Directors, be removed from office for due cause and another may be elected by the Board of Directors in the place of the Officer so removed, to serve the remainder of the removed Officer's term. "Due cause" includes, but is not limited to, repeated violation of the Conflict of Interest Policy, breach of confidentiality, or conduct detrimental to the WCC's mission and reputation.

### **Section 5. President**

The President shall be the presiding officer of the Board of Directors and the Executive Committee with the power and duty to exercise general supervision over the affairs and operations of the WCC. He, she, or they shall act as chairman of and preside at all meetings of the Board of Directors and the Executive Committee. He, she, or they shall oversee all committees, except the Hall of Fame and Certificate of Appreciation Committees. The President shall have such other powers and duties as may be designated by the Board of Directors.

### **Section 6. Vice President**

The Vice President shall perform the duties and exercise the functions of the President at the request of the President, or in his, her, or their absence. If the President is unable or unwilling to serve, the Vice President shall assume the role of President until a successor is elected or the President returns to duty. The Vice President shall have such other powers and duties as may be designated by the Board of Directors or the President.

### **Section 7. Secretary**

The Secretary shall be responsible for keeping minutes of all meetings of the Executive Committee or the Board of Directors. He, she, or they 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 the seal or seals of the WCC. The Secretary shall also be responsible for all official correspondence of the WCC and make certain that condolences are sent to the family of a WCC Hall of Fame member who has passed away. The Secretary serves as the WCC Compliance Officer and as chair of the Compliance Committee and shall have such other powers and duties as may be designated by the Board of Directors or the President.



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### **Section 8. Treasurer**

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



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### ARTICLE V: BOARD OF TRUSTEES

#### Section 1. Board of Trustees

The Board of Trustees represents the general membership of the WCC as members of the Board of Directors. They shall be appointed from the general membership of the WCC with an effort to provide appropriate representation of the geographically and culturally diverse membership. Trustees shall be elected at the December meeting of the Board of Directors and assume their term at the January meeting. Each Trustee shall serve until his, her, or their successor is elected and qualified, unless his, her, or their Trusteeship be theretofore vacated by resignation, death, removal, or otherwise.

#### Section 2. Number of Trustees and Qualifications

The number of Trustees constituting the entire Board of Trustees shall be no less than six (6), nor more than twelve (12). Initially, six (6) Trustees will be appointed by the President, two (2) to a one-year term, two (2) to a two-year term, and two (2) to a three-year term. This requires a minimum of two (2) Trustees to be elected every year. Following the initial staggered terms, the standard term for all Trustees shall be three (3) years.

Trustees may serve unlimited consecutive terms unless term limits are established by the Board of Directors through policy adoption. The Board of Directors shall fill any Trustee vacancy to meet minimum number requirements within sixty (60) days. Nominations for any Trustee position for the normal annual election cycle must be submitted verbally or in writing to the Board of Directors in time for discussion at the November meeting.

Trustees must meet the following qualifications:

- Be an active WCC member, OR
- Be a representative of an active concertina club (defined as a group of concertina players or enthusiasts having five or more members).

Trustees shall agree to the WCC's Conflict of Interest Policy and commit to regular attendance at Board meetings. The Board of Directors, by a simple majority vote, may resolve to increase or decrease the number of Trustees to the extent permitted in the Bylaws, provided that no decrease shall shorten the term of any incumbent Trustee. A concertina club representative may be considered for the Board of Trustees if he, she, or they sends a letter of intent to the WCC President via post mail or electronic mail prior to the November meeting.



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### **Section 3. Vacancies**

In case of any vacancy on the Board of Trustees, a qualified successor may be elected by a simple majority of the Board of Directors to serve the remainder of the vacant term.

### **Section 4. Attendance and Deemed Resignation**

If any Trustee fails to attend three (3) consecutive meetings of the Board of Directors without excuse accepted as satisfactory by the Board of Directors, such Trustee shall be deemed to have resigned, and the vacancy shall be filled. Absences without prior notification to a member of the Executive Committee before the scheduled meeting will be deemed unexcused.

### **Section 5. Removal for Cause**

At any meeting of the Board of Directors duly called, any Trustee may, by a simple majority vote of the Board of Directors, be removed from office for due cause and another may be elected by the Board to serve the remaining term of the removed Trustee. "Due cause" includes, but is not limited to, repeated violation of the Conflict of Interest Policy, breach of confidentiality, or conduct detrimental to the WCC's mission and reputation.



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### ARTICLE VI: BOARD OF DIRECTORS

#### Section 1. Board of Directors

The Board of Directors shall consist of the current members of the Executive Committee and the Board of Trustees. The Board of Directors shall be responsible for conducting all matters of business for the WCC and shall have custody, control, and direction of the WCC, its collections, property, and other assets. Only Officers and Trustees (i.e., members of the Board of Directors) have voting rights on Board matters. Volunteers and committee members who are not Trustees do not have Board voting rights even when present at Board meetings.

#### Section 2. Powers and Duties of the Board

The Board of Directors shall have the power to:

- Adopt and maintain the budget and financial policies
- Approve all contracts, loans, and financial obligations
- Approve the selection of Hall of Fame and Certificate of Appreciation recipients
- Amend the Bylaws (by simple majority vote, with notice)
- Resolve to increase or decrease the number of Trustees
- Establish and maintain committees as needed
- Set membership fees (subject to notice and Board approval)
- Delegate authority to officers and committees as appropriate, consistent with these Bylaws and applicable law
- Adopt, amend, and repeal written policies consistent with these Bylaws to govern the operations of the WCC. In the event of any conflict between a Board policy and these Bylaws, these Bylaws shall control.



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### ARTICLE VII: MEETINGS

#### **Section 1. Regular Meetings**

Meetings of the Board of Directors shall be held on the first Monday of each month at 7:00 p.m. Central Time via telephonic conference call or on such date and at such time and place as may be designated by the Board of Directors. The Board may modify or waive the regular meeting schedule by Board resolution. The Board may hold meetings by videoconference, teleconference, or other electronic means that allow all participants to communicate effectively.

#### **Section 2. Special Meetings**

Special meetings of the Board of Directors may be held at any time as deemed necessary by the Executive Committee or by request of a member of the Board of Trustees, provided that notice is given as required in Section 4 below.

#### **Section 3. Agenda for Meetings**

The agenda or order of business for WCC Board of Director meetings shall include the following:

1. Call to Order
2. Roll Call
3. Approval of Previous Meeting Minutes
4. Financial Report
5. Report of the President
6. Reports of Regular Committees
7. Reports of Special Committees
8. Old Business
9. New Business
10. Adjournment

#### **Section 4. Notice of Meetings**

Notice of the time and place of every meeting of the Board of Directors shall be distributed by the Secretary not less than seven (7) days before the meeting to each member of the Board of Directors via electronic mail (or other agreed-upon electronic means). Notice is deemed delivered when sent to the last email address on file with the Secretary. Each member of the Board of Directors is responsible for providing and maintaining their correct electronic mail address with the Secretary.



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### **Section 5. Quorum and Voting**

A simple majority of the currently elected Board of Directors shall constitute a quorum at any meeting of the Board of Directors, and except as otherwise provided by law or herein, such quorum shall decide any question that may come before the meeting. Decisions are made by a simple majority of those present and voting. Abstentions are not counted as votes cast. Members of the Board of Directors present at any regular or special meeting representing less than a quorum may adjourn the meeting and note the circumstances in the meeting minutes. At such adjourned meeting at which a quorum is not present, no business may be transacted which might have been completed at the meeting if a quorum was present.

### **Section 6. Attendance by Telephonic or Electronic Means**

Any one or more members of the Board of Directors or any committee may participate in a meeting by means of a telephonic conference call, videoconference, or other similar electronic communications method that allows all people 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 7. Action Without a Meeting**

The Board of Directors may take action without holding a meeting if all members of the Board of Directors consent in writing (including by electronic mail or facsimile) to such action. Such written consent shall be filed with the Secretary and shall have the same force and effect as a vote taken at a duly held meeting.



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### ARTICLE VIII: VOLUNTEERS

#### Section 1. Volunteers

A person who voluntarily offers himself, herself, or themselves to the WCC 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 WCC. A volunteer is encouraged to attend Board or Director meetings or committee meetings that pertain to their volunteer assignment.



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### ARTICLE IX: COMMITTEES

#### Section 1. General Committee Provisions

The President or the Board of Directors shall appoint the following standing committees, each of which shall consist of at least two (2) Trustees or otherwise noted in these Bylaws and shall have the authority to carry out its purpose. In making these appointments, the President or the Board of Directors shall designate a chairman of each committee other than the Finance Committee and Compliance Committee. All committees shall:

- Report to the Board of Directors at each regular Board meeting; and
- Maintain records of any meeting and decisions.

Committees are advisory to the Board of Directors unless the Board explicitly delegates specific authority by resolution. Any delegated authority remains subject to Board oversight and rescission. Committee actions taken under delegated authority may be modified or rescinded by the Board of Directors at any time.

#### Section 2. Finance Committee

There shall be a Finance Committee chaired by the Treasurer. The Finance Committee shall review and audit policies and provide an annual audit report for the Board of Directors. The Finance Committee shall be responsible for:

- Conducting an annual audit by two members of the Board of Directors or an independent outside auditor if required
- Developing and recommending annual budgets
- Managing grants and fundraising activities
- Overseeing accounting and financial records
- Government financial reporting, including State and Federal tax returns
- Insurance (as may be required)
- Approving and monitoring investments and endowments (if any)
- Ensuring the WCC maintains adequate reserves

The Finance Committee may include qualified members who are not Trustees, subject to Board approval.



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### Section 3. Compliance Committee

There shall be a Compliance Committee chaired by the Secretary. The Compliance Committee shall be responsible for:

- All legal issues, including indemnification, confidentiality, conflict of interest, and discrimination and harassment
- Maintaining the Whistleblower and Conflict of Interest Policies
- Reviewing, maintaining, and updating the WCC Bylaws
- Ensuring government regulatory compliance (non-financial)
- Copyright protection of logo and name
- Maintaining historical information, archives, and artifacts
- Responding to complaints and investigations as outlined in the Whistleblower Policy

### Section 4. Hall of Fame Committee

There shall be a Hall of Fame Committee that shall be responsible for:

- Reviewing nominations and selecting nominees for induction into the WCC Hall of Fame
- Establishing and maintaining the process and criteria used to determine a candidate's eligibility for consideration for induction into the Hall of Fame
- Presenting the Board of Directors with Hall of Fame candidates for their consideration and approval
- Arranging for presentation of the Hall of Fame awards
- Establishing a regular nomination schedule (e.g., annual, with nominations due by a specified date)

**Committee Members:** The Hall of Fame Committee may include voting members who are not Trustees, subject to Board approval. Non-Trustee members shall have the same removal rights and obligations as Trustee members.

### Section 5. Certificate of Appreciation Committee

There shall be a Certificate of Appreciation Committee that shall be responsible for:

- Reviewing nominations and selecting nominees to receive a Certificate of Appreciation
- Establishing and maintaining the process and criteria used to determine a candidate's eligibility to receive a Certificate of Appreciation
- Presenting the Board of Directors with Certificate of Appreciation candidates for their consideration and approval
- Arranging for presentation of the Certificate of Appreciation
- Establishing a process for timely review and approval of candidates



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**Committee Members:** The Certificate of Appreciation Committee may include voting members who are not Trustees, subject to Board approval. Non-Trustee members shall have the same removal rights and obligations as Trustee members.

### **Section 6. Special Committees**

The President, with the approval of the Board of Directors, 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.



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### ARTICLE X: MEMBERSHIP AND FEES

#### Section 1. Eligibility for Membership

Membership in the WCC is open to all Chemnitzer concertina enthusiasts and is not restricted to concertina musicians. Members must be willing to support the Purpose and Goal of the WCC. Members shall not have voting rights in the election of Trustees or on matters reserved to the Board of Directors. The Board may, at its discretion and by written policy, establish limited advisory voting opportunities on non-governance matters such as event planning or program feedback, provided that all governance authority remains vested in the Board of Directors. All governance authority is vested in the Board of Directors.

#### Section 2. Membership Application and Types

All potential new members must complete the WCC membership application form in order to become a member of the organization. There are two types of membership terms: Annual Membership and Lifetime Membership.

**Annual Membership:** Annual membership fees are US\$10.00 per year. Annual membership payments may be made any time during the year. Annual membership payments made after October 1 of the current year will be considered paid for the entire next calendar year.

**Lifetime Membership:** Lifetime membership fees are US\$50 for applicants who are ages 65 years and older, and US\$100 for applicants who are ages less than 65 years. Lifetime membership payments may be made any time during the year, and no proof of age is required.

**Payment:** Annual and Lifetime Membership payments are payable to the WCC Treasurer using the WCC Membership Application form sent via post mail or using the electronic online payment option made available on the current WCC website.

#### Membership Includes:

- WCC Membership Card
- Quarterly Newsletter
- Access to WCC meetings and public information
- Concertina instruction through interaction with other WCC members
- Inclusion on Concertina People feature of the WCC website (optional)
- Consideration for nomination to WCC Hall of Fame



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- Condolences sent to all WCC Hall of Fame members' families upon notification of their death

### **Section 3. Changes to Membership Fees**

The Board of Directors may, by simple majority vote, increase or decrease membership fees. Any change to fees shall be effective prospectively (for future payment periods) and shall be announced to the membership with at least thirty (30) days' notice.

### **Section 4. Membership Card**

A receipt in the form of a WCC Membership Card (Annual or Lifetime) will be issued to all paid members. Replacement cards can be supplied upon request.

### **Section 5. Membership Termination**

Membership may be terminated by: (a) voluntary resignation upon written notice to the Treasurer; (b) failure to pay applicable fees (if annual membership); or (c) removal by the Board of Directors for conduct that materially violates the WCC's Conflict of Interest, Whistleblower, or Discrimination and Harassment Policies. The Board shall provide the member with notice and a reasonable opportunity to respond before termination. Membership may be suspended by the Board for a specified period as an alternative to termination, provided the member receives notice and an opportunity to respond.

### **Section 6. Additional Membership Categories**

The Board of Directors may, by written policy adopted by simple majority vote, establish additional membership categories (e.g., youth, student, institutional, honorary) without amending these Bylaws, provided that all such categories comply with Section 1 regarding voting rights and governance authority.

### **Section 7. Concertina Club Affiliation**

Any Chemnitzer concertina club can be officially affiliated with the WCC by agreeing to its Purpose and Goal and by encouraging their members to join the WCC as paid members. The WCC maintains the right to sever any such affiliation for due cause. The Board of Directors shall define the process for affiliation and disaffiliation.



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### ARTICLE XI: HALL OF FAME

#### **Section 1. Hall of Fame**

The WCC Hall of Fame is not a physical place, but a shared tribute—a heartfelt way for concertina musicians to honor their peers. It celebrates international, national, and regional Chemnitzer concertina players, many of whom embody the spirit of everyday musicians who keep this cherished tradition alive.

#### **Section 2. Committee Function**

The Hall of Fame Committee is responsible for reviewing candidates and selecting nominees for induction into the WCC Hall of Fame. The Committee shall select people, living or deceased, who in its opinion most nearly epitomize the Purpose and Goal of the WCC.

#### **Section 3. Committee Membership**

The Hall of Fame Committee shall consist of five (5) WCC members approved by a simple majority vote by the Board of Directors. One member of the Hall of Fame Committee shall be designated the chair of the Committee. The Board of Directors shall strive to establish geographically and culturally diverse representation of members on the Committee. Appointment to the Hall of Fame Committee shall be for a minimum term of one year. Committee members shall be eligible to renew their annual volunteer participation on the Hall of Fame Committee with no predetermined term limit. However, the Board of Directors shall maintain the ability to replace members of the Committee as deemed necessary. Committee members may be removed for due cause by a simple majority vote of the Board of Directors.

#### **Section 4. Hall of Fame Criteria and Process**

The Hall of Fame Committee shall be responsible for establishing and maintaining the process and criteria used to determine a nominated candidate's eligibility for consideration for induction into the Hall of Fame. This includes, but is not limited to:

- The Hall of Fame application document
- Required application supporting material
- Application process schedule (with nomination deadlines and decision timelines)
- Retention of candidate application materials
- Final candidate presentation to the Board of Directors



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### **Section 5. Hall of Fame Candidates**

Each year, to the extent that sufficient candidate applications are received, the Hall of Fame Committee shall strive to present the Board of Directors with a minimum of three (3) and a maximum of eight (8) Hall of Fame candidates for their consideration. This may include candidates designated as qualified pioneers, which would not be required to follow the normal application process.

### **Section 6. Hall of Fame Candidate Approval and Presentation**

Each candidate's induction into the WCC Hall of Fame shall be approved by a simple majority vote by the Board of Directors. Approved candidates into the Hall of Fame shall be presented with an award of distinction and, at the organization's discretion, induction into the Hall of Fame with a ceremony that is part of a formal awards function endorsed by the WCC. Approved candidates shall be notified in advance of their selection, if possible, to allow them or their families the opportunity to participate in any ceremonial recognition.



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### ARTICLE XII: CERTIFICATE OF APPRECIATION

#### **Section 1. Certificate of Appreciation**

The WCC presents its Certificate of Appreciation to individuals or groups who have shown outstanding commitment to the Chemnitzer concertina, its music, its musicians, and its enduring legacy.

#### **Section 2. Committee Function**

The Certificate of Appreciation Committee is responsible for reviewing nominations and selecting candidates for a Certificate of Appreciation for presentation to the Board of Directors.

#### **Section 3. Committee Membership**

The Certificate of Appreciation Committee shall consist of two (2) WCC members approved by a simple majority vote by the Board of Directors. One member of the Certificate of Appreciation Committee shall be designated the chair of the Committee. The Board of Directors shall strive to establish geographically and culturally diverse representation of members on the Committee. Appointment to the Certificate of Appreciation Committee shall be for a minimum term of one year. Committee members shall be eligible to renew their annual volunteer participation on the Certificate of Appreciation Committee with no predetermined term limit. However, the Board of Directors shall maintain the ability to replace members of the Committee as deemed necessary. Committee members may be removed for due cause by a simple majority vote of the Board of Directors.

#### **Section 4. Certificate of Appreciation Criteria and Process**

The Certificate of Appreciation Committee shall be responsible for establishing and maintaining the process and criteria used to determine a nominated candidate's eligibility to receive a Certificate of Appreciation. This includes:

- Appropriate review of supporting material
- Retention of candidate application materials
- Timely consideration of nominations (e.g., within three (3) months of receipt)

#### **Section 5. Certificate of Appreciation Candidates**

Applications may be received at any time for people, living or deceased, who have contributed to the promotion and continuation of the concertina. All candidates endorsed by the Committee shall be presented to the Board of Directors.



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### **Section 6. Certificate of Appreciation Approval and Presentation**

Each Certificate of Appreciation shall be approved by a simple majority vote by the Board of Directors. Approved Certificate of Appreciation recipients shall be presented with an award of distinction by the WCC. The Committee shall notify approved recipients (or their families) and arrange timely presentation of the award.



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### ARTICLE XIII: AMENDMENTS AND OTHER PROVISIONS

#### **Section 1. Amendments**

These Bylaws may be adopted, amended, or repealed as a whole or in part by simple majority vote by the Board of Directors. Any proposed changes to the Bylaws 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 of Directors, together with a concise statement of the changes proposed to be made. The Compliance Committee shall review all proposed amendments before they are presented to the Board for a vote.

#### **Section 2. Bylaw Review Schedule**

The Board of Directors shall conduct a comprehensive review of these Bylaws at least once every three (3) years. The Compliance Committee shall coordinate the review and present recommendations to the Board.

#### **Section 3. Conduct of Meetings**

Except as otherwise provided in these bylaws, by applicable law, or by resolution of the Board of Directors, all meetings of the Board of Directors or of any committee designated by the Board of Directors shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time. The hierarchy of parliamentary authority shall be: (1) Articles of Incorporation; (2) these Bylaws; (3) Board-adopted policies; (4) Robert's Rules of Order. If an Officer, Trustee, or visitor becomes unruly or disruptive during a meeting, the Board of Directors, by a simple majority vote, may remove the individual or individuals from the meeting. The Board shall take reasonable steps to ensure that meetings are conducted in a professional and respectful manner.

#### **Section 4. Financial Reporting and Fiscal Year**

For financial reporting purposes, the WCC fiscal year shall run from January 1 to December 31 of each year. The Treasurer shall provide monthly financial reports to the Board of Directors, and an annual financial statement shall be prepared and made available to members upon request.



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### **Section 5. Records Retention and Document Management**

The Board of Directors shall establish and maintain a records retention policy that specifies how long various categories of WCC documents and records (financial records, meeting minutes, contracts, correspondence, etc.) shall be retained. The Secretary is responsible for maintaining corporate records, including:

- Bylaws and amendments
- Board meeting minutes and materials
- Committee records
- Membership records
- Financial records and audit reports
- Conflict of Interest Policy disclosures and compliance records

Records shall be retained in accordance with applicable law and the records retention policy. The WCC may maintain records in electronic form, provided that they are backed up and protected against loss or unauthorized access.

### **Section 6. Indemnification**

The WCC 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 intestate, is or was a Trustee or Officer of the WCC and (b) any Trustee or Officer of the WCC who served on 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 WCC, to the maximum extent permitted by the Not-for-Profit Corporation Law of Wisconsin, as amended from time to time. Indemnification shall be limited to persons who acted in good faith and in a manner reasonably believed to be in the best interests of the WCC. The WCC may, in the discretion of the Board of Directors, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

### **Section 7. Confidentiality**

It is the policy of the WCC that each Officer, Trustee, volunteer, or visitor shall keep confidential any and all information relating to discussions at WCC Board or Director meetings. While results of Board of Director agenda items may be disclosed, information concerning the discussions during the Board of Director meetings is prohibited. Anyone who violates this policy may be subject to discipline, including termination of his, her, or their Officer or Trustee position, or WCC membership. This confidentiality obligation is subject to applicable law and shall not prevent disclosure to regulators, law enforcement, or legal counsel as required or permitted by law.



# World Concertina Congress, Incorporated

## Bylaws

### **Section 8. Conflict of Interest**

It is the policy of the WCC to comply with a Conflict of Interest Policy to deal with conflicts and related-party transactions. The WCC seeks transparency in its transactions and to avoid the appearance of impropriety. Therefore, the Board of Directors maintains a Conflict of Interest Policy that is to be reviewed and agreed to by each Officer and Trustee.

**Operative Conflict of Interest Procedure:** Each Officer and Trustee shall disclose any potential conflict of interest in connection with any Board action. If a potential conflict exists, the interested person shall:

- Disclose the conflict fully to the Board
- Recuse themselves from discussion and voting on the matter unless the Board determines, by majority vote, that the Director's participation is necessary
- All conflicts of interest and Board actions shall be documented in Board minutes

This Conflict of Interest Policy will include a Statement of the Conflict of Interest Policy as well as the following: 1) Disclosure 2) Board of Director Action 3) Records of Conflict 4) Other Procedures as needed or required by Law. [Refer to the official WCC Conflict of Interest Policy published on the WCC website.]

### **Section 9. Discrimination and Harassment**

The WCC 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, sexual orientation, disability, age, or any other category or class protected by applicable law. If anyone encounters what they believe to be discrimination or harassment, the WCC requests that you immediately report it in writing to a member of the Board of Directors or the Compliance Officer (Secretary). All complaints shall be investigated fairly and promptly by the Board or Compliance Committee, and corrective action shall be taken as warranted.

### **Section 10. Whistleblower Policy and Protections**

The WCC requires its Officers, Trustees, volunteers, and visitors to observe high standards of ethics in the conduct of their duties and responsibilities. The WCC strives to maintain integrity and honesty in fulfilling its responsibilities to comply with all applicable laws and regulations. The WCC Whistleblower Policy is intended to encourage awareness of any concerns of violations of the Bylaws or suspected violations of law or regulations that govern the WCC's operations. There will be no retaliation for good faith reporting of violations or suspected violations. Any retaliation is subject to discipline, including termination. Anyone who retaliates is subject to discipline, including termination.



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To report any concerns or complaints, please provide a written report of the alleged incident to any member of the Board of Directors who is obliged to investigate any complaint. The WCC Secretary is the WCC Compliance Officer for complaints and the Chairperson of the Compliance Committee, who will advise the Board of Directors 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. However, nothing in this Policy shall prevent disclosure to regulators, law enforcement, or governmental authorities as required or permitted by law. [Refer to the official WCC Whistleblower Policy published on the WCC website.]

### **Section 11. Severability**

If any provision of these Bylaws is held to be invalid or unenforceable by a court of competent jurisdiction, the remaining provisions shall remain in full force and effect, and the invalid or unenforceable provision shall be reformed to the minimum extent necessary to make it enforceable while preserving the intent of the WCC.



# World Concertina Congress, Incorporated

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### ARTICLE XIV: DISSOLUTION AND PERPETUATION

#### **Section 1. Dissolution**

This association shall not be dissolved without the written consent of eighty percent (80%) of the Board of Directors. Prior to dissolution, the Board shall consult with legal and tax advisors regarding tax and fiduciary obligations. In the event of its dissolution, any assets remaining after payment of all claims against the organization shall be distributed to an organization described in Section 501(c)(4) of the Internal Revenue Code. No Director, Officer, member, or other person shall receive any portion of the net assets of the WCC upon dissolution, except for reimbursement of bona fide obligations or debts owed to such person by the WCC.

#### **Section 2. Perpetuation of the Hall of Fame**

To ensure the continued perpetuation of the WCC Hall of Fame in the event that the WCC organization ceases to exist, a simple majority vote by the Board of Directors may establish the WCC Hall of Fame as a separate entity and rename it to the World Concertina Hall of Fame. If the separate Hall of Fame entity is established and qualifies as a 501(c)(4) organization, such entity shall receive priority consideration for receipt of assets related to Hall of Fame operations and records. This action allows for continued perpetuation of the Hall of Fame by existing concertina clubs and shall be organized and operated as a nonprofit entity consistent with the Purpose and Goal of the WCC.

#### **Section 3. Transition of Operations**

At such time that it is necessary for the daily operations of the WCC to be passed on to another existing concertina club, the Board of Directors shall determine the criteria for eligibility and the role of the receiving organization. The proposed club(s) shall be evaluated and voted on by the existing Board of Directors of the WCC organization and shall be carried out by the President to ensure perpetuation of the World Concertina Hall of Fame.



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### ARTICLE XV: COMPENSATION AND REIMBURSEMENT

#### Section 1. Compensation

Officers and Trustees shall serve without compensation for their service to the WCC. The WCC shall not provide salaries, fees, or other direct compensation to any Officer or Trustee in connection with their Board duties.

#### Section 2. Reimbursement of Expenses

Officers, Trustees, volunteers and committee members may be reimbursed for reasonable and necessary out-of-pocket expenses incurred in the performance of their duties, provided that:

- The expense is approved in advance by the President or Treasurer (or by Board resolution for material expenses);
- A receipt or invoice is submitted for reimbursement;
- The expense is consistent with the WCC's budget and reimbursement policies; and
- The reimbursement is documented in Board or committee meeting minutes.

Reimbursements exceeding \$500 must be approved by the Finance Committee or Board of Directors.



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### REVISION HISTORY

| Revision | Date       | Changes  |
|----------|------------|--|
| 1        | 02/06/2019 | Repeal the 26 May 2015 Constitution  |
| 2        | 05/18/2020 | Correct wording to commemorate   |
| 3        | 07/20/2020 | Specific language clarifying governance updates  |
| 4        | 09/18/2023 | Hall of Fame Committee and Hall of Fame Application changes  |
| 5        | 11/13/2023 | Add Lifetime Membership option and clarify membership payments   |
| 6        | 03/08/2025 | Add new logo on the cover page   |
| 7        | 02/02/2026 | Comprehensive governance review: corrected cross-references, clarified definitions, strengthened Board and committee authority structures, improved member rights clarity, added new governance provisions (severability, policy authority, parliamentary hierarchy), enhanced transparency and dispute resolution framework |