

## Reggae Ambassadors Worldwide Bylaws

August, 2005

**ARTICLE I - GENERAL****§1.1 Name; Incorporation**

The name of this organization shall be Reggae Ambassadors Worldwide (herein "RAW"). This organization was incorporated on May 5, 1996 as a charitable, tax exempt organization in the State of Utah, and under IRS guideline 501(c)3.

**§1.2 Vision, Mission and Goals**

**1.2.1 Vision and Mission:** RAW is an international network of Committed Reggae Enthusiasts who join forces to spread the positive vibe of Reggae music. Daily, we will move forward, educating humankind about our music, always remembering the vision of One Love.

**1.2.2 Goals**

**1.2.2.1** To increase public awareness and acceptance of Reggae music.

**1.2.2.2** To create more and better opportunities for those who make Reggae music possible: the singers and players of instruments, their agents, managers, promoters, and their fans, as well as everyone else participating in this unique art form.

**1.2.2.3** To provide the General Membership with a source, reference, and resource with which they can further their own individual or collective pursuits in relation to Reggae and Reggae Music.

**§1.3 Headquarters and Location of Meetings**

**1.3.1** Location of RAW as a Non Profit Organization: 1057 Denver Street, Salt Lake City, UT 84111, USA

**1.3.2** Official location of RAW as an organization is the address of the currently elected Executive Director, with the information-sharing component of the organization to be located on its web site (<http://www.ReggaeAmbassadors.org>) which is under the direct supervision of the Executive Director.

**1.3.3** Due to the international nature of the organization, when possible, annual RAW General Meetings will take place at a "RAW Conference," when and where they can be organized and held. Failing that, due to monetary, geographic or time-constraint limitations, General Meetings shall take place in any such place, or using any such means, that the Board of Directors shall designate, including the use of the Internet (i.e., Email). Therefore, future reference to RAW Annual General Meetings shall be considered as having the potential for being "virtual" meetings, rather than "real-time," in person meetings. Furthermore, again, due to the constraints listed above, the Board shall have the authority to postpone General Meetings as necessary, should they be logistically unfeasible; but no year shall pass without the Board hosting an annual Board Meeting. In any case, RAW shall fulfill the legal requirements of being a nonprofit, with regard to generally acceptable practice vis a vis annual, General, or periodic Board meetings, per the laws of the State of Utah governing nonprofit Corporations.

**§1.4 Voluntary Service; Reimbursements**

Holding an office or directorship in RAW is on a strictly voluntary basis. No officer or director shall, at any time, receive any compensation of any form at the expense of the RAW treasury, with the exception that officers, directors, or other approved members may be reimbursed for prearranged and valid expenses incurred by them on behalf of RAW. All claims must be recognized and approved by the Board and Treasurer within three (3) months of the date when the expense was incurred.

## ARTICLE II - MEMBERS

### §2.1 Members

**2.1.1** Any person who has paid their annual membership fee and is in good standing shall be a General Member of RAW.

**2.1.2** An Honorary Membership may be granted at the discretion of the Elected Board of Directors, by three quarters vote, to a General Member in good standing, who has shown long-standing and exemplary service and commitment to RAW. Historically, Honorary Memberships have also been granted to individuals who've made outstanding contributions to Reggae music, but who have had no previous association with RAW.

- a)** An Honorary Membership waives membership dues for a specified period (historically, this has been for "life," but it could be for just a few years, depending on the situation) and gives the Honorary Member every right and privilege as that of a General Member in good standing except for the right to vote.
- b)** An Honorary Member is bound by the same code of conduct policy as any other General Member in good standing.
- c)** All Honorary Memberships that were awarded prior to the enactment of these Bylaws shall be upheld under the same terms with which they were originally awarded.

**2.1.3** A General Member has a grace period of one month past their renewal date in which their renewal dues must be received before their RAW membership may be expired (at the discretion of the Membership Director and/or the Board of Directors) and their RAW membership number is retired. In accordance with previous policy, any past member who wishes to renew must rejoin as a NEW member and will be assigned a new membership number. From time to time, the Board may authorize conditional "old-number buy-back" opportunities.

**2.1.4** At the Board's sole discretion, and via the Board's majority vote, a RAW membership can be revoked. One, though not the only basis for doing so, may be the determination that the General Member in question has not conducted him or herself in accordance with RAW's 'code of conduct' policy as outlined in these Bylaws, or to be defined by the Board in the future.

### §2.2 Membership Fee

The annual membership fee structure is as follows:

**2.2.1 NEW** Committed Reggae Fan Membership : US\$20.00

**2.2.2 NEW** Professional Membership : US\$50.00

**2.2.3 RENEW** Committed Reggae Fan Membership : US\$15.00

**2.2.4 RENEW** Professional Membership : US\$25.00

### §2.3 Membership Rights and Privileges

The General Membership shall have the following rights:

**2.3.1** To vote for RAW's Elected Board of Directors, as prescribed in Article IV of these bylaws.

**2.3.2** To be nominated and run for a vacant Elected Board of Directors position as described in Articles IV and V.

**2.3.3** To volunteer for, or be chosen for, a vacant Appointed Board of Directors position as described in Articles IV and V.

**2.3.4** To vote for any measures forwarded to the General Membership by the RAW Board, as well as to attend and vote for any measures brought before the RAW Board at a RAW General Meeting as described in Article VI.

**2.3.5** To volunteer for working-committees or special projects as forwarded to the General Membership by the RAW Board.

**2.3.6** To receive RAW's welcome package, as defined by the Board.

**2.3.7** To receive RAW's periodic newsletter, and to benefit from any other services, offers, or discounts provided to the General Membership by the Board, or any other General Member.

**2.3.8** To post member notices to the membership via such channels, and in conformity with such guidelines as shall be available and approved by the Board.

**2.3.9** To the extent that delivery of certain services (hard copy newsletter) or privileges (internet posting) may require more resources to fulfill for some members than others, the Board reserves the right to equalize service out of fairness, or charge fees for additional services rendered.

### **ARTICLE III - Member Organizations; President's Forum; Associate Groups; Private Voluntary Organizations**

Although there exist templates for this Article content, it does not yet apply, and will not be necessary, unless and until a Regionalization, or other relevant program is developed.

### **ARTICLE IV – BOARD OF DIRECTORS**

#### **– COMPOSITION; ELECTION; POWERS AND DUTIES**

##### **§4.1**

**A. Categories, Composition, Eligibility, Election** The Board of Directors (also referred to herein as Board Members) shall consist of two subgroups: General Directors and Executive Directors.

**B. Review** All Directors shall be subject to annual review by the Board as a whole, or by designated Board Members. Individual Board Members shall have the opportunity to publicly respond to any such reviews. Six months prior to the end of their term, the position must be opened up to new candidates, and, barring competition for a given position (and an ensuing vote) between new candidates and incumbents, a sitting Director must be officially reinstated to their next term by the Board's majority vote.

**C. Communication** All Board Members must have and be able to use Email with some frequency (at least once a week to 10 days). Continuous or periodic failure to respond to, and participate, on more than a perfunctory basis to Board-specific communications may result in the removal of any given Board Member by the Board's 3/4 vote.

**D. Confidentiality** Board Members are to direct all letters, Emails, or communications to the General Membership through appointed channels (i.e. the PR/Media Board Member, and/or the Executive Director). The substance of such messages may not be offensive or confrontational in nature, and should optimally reflect existing or completed dialog already resolved by the Board. Peace and professionalism must govern all Board communications.

**E. Complaints from the General Membership** Any General Member in good standing shall have the right to lodge complaints with the Board regarding any policy or individual member of the Board of Directors to which the Board must officially respond and make best efforts to rectify.

## §4.2 Executive Directors

**A. Numbers, Composition** The Executive Board shall consist of not fewer than five (5) members, all of whom can only be elected or removed via 3/4 vote of the existing Board. Positions include Executive Director (also referred to as “the Chair”); Assistant Executive Director; Secretary; Treasurer; and Membership Director.

**B. Eligibility** Although it may be preferable to select the Treasurer and Secretary from an existing Board of Directors, because of their experience, these positions may be filled by General Members. Only previous or existing Board Members (either General Directors, or Executive Directors) - who have already served one year at least - qualify to hold the other three positions.

**C. Collective Responsibility for Executive and General Director Functions** The Executive Board is a “weight-bearing” group that must be able to carry out the basic functions of operating RAW, with or without the support of the General Directors. Position responsibilities are outlined in Article V, including specific, delegated supervisory roles over the General Directors. Any sitting Board can reassign supervisory responsibilities over the General Directors based on the Executive Board Members’ skills and availability.

**D. Terms** The term of service for Executive Directors shall be three (3) years. A maximum of two (2) Executive Board Members may be elected (or replaced) in a given year. The change over (i.e. nomination, election, and transfer of authority from outgoing to incoming Executive Board Members), must occur within the space of four (4) months, and must be completed at least 2 months prior to any given Annual General Meeting. In the absence of adequate substitutes or sufficient personnel to occupy all posts, the Board of Directors may vote to allow certain members of the Executive Board to also serve on the General Board, and vice versa, on either an interim, or extended basis.

**§4.3 General Directors** Between three (3) and eight (8) General Directors - whose candidacy and qualifications must first be approved by the Board of Directors - may be elected by the General Membership (or the Board, in the event that a General Membership vote cannot be conducted in time, or at all, for some justifiable reason) to two (2) year terms. Such Director positions shall be filled as follows:

### 4.3.1 Selection Process

**A.** In the event of a vacancy in an existing, or newly created General Director’s position, the Executive Board must make the vacancy known to the General Membership (on-line, via the on-line newsletter or direct Board communications) and a call for volunteers may be made to fill the position. The application process will remain open for a period of two (2) months, with the Executive Board announcing the successful applicant/appointment thereafter.

**B.** Any General Member in good standing can apply to fulfill the position served by a General Director. The application is to be made directly to the Secretary of the Executive Board and, at the Executive Board’s discretion, the applicant may be required to forward references as to their suitability for the role.

**C.** A new applicant (i.e. one who has never served on the Board) cannot apply for more than one position at any one time.

**D.** Should there be more than one applicant for any one position, the Executive Board reserves the exclusive right to determine eligibility and qualification of applicants, who, upon approval “to run,” may then pursue election via the established procedure.

E. Should there not be any applicants for a vacant General Board Position, the Executive Board can, at their discretion, make a request to a General Member in good standing to fill the vacant position.

F. General Directors shall each serve a term of two (2) years from the date of their election.

#### 4.3.2 Job Titles & Descriptions

**A. General Director Positions** General Director positions to be filled (and/or carried over) as of the ratification of these Bylaws are as follows:

1. **Public Relations and Media Director**
2. **Web Site Director**
3. **On-line Communications Director**
4. **Off-line Communications Director**
5. **Dee Jay and Labels Director**
6. **Performing Artists Director**
7. **Committed Reggae Fans Director**

**B. General Director Job Descriptions** (based, in part, on those outlined on the RAW web site):

**1. PR & Media Coordinator:**

- a. Write and distribute press releases for RAW news, events and projects
- b. Edit official RAW communications
- c. Oversee the compilation of a "RAW-friendly" Reggae media list
- d. Provide publicity services for RAW conferences and events
- e. Provide information on marketing/PR/publicity services to RAW members

**2. Web Site Director:**

- a. Update, maintain and administer RAW's web site
- b. Maintain and update the list of RAW Member web sites
- c. Post and update RAW news and Reggae news items
- d. Develop and install a message board system and a more thoroughly cross-referenced demographics page
- e. Develop RAW's on-line marketing efforts

**3. On Line Communications Coordinator:**

- a. Welcome new on line Members and provide them with updated Email and URL RAWsters, and a list of important contacts within RAW
- b. Send information packets to on line individuals who are interested in joining RAW
- c. Collect on line information (tour schedules, press releases, requests for assistance, etc.) and post them twice weekly within "Wha' Gwaan in RAW" (WGIR)

**4. Off Line Communications Coordinator:**

- a. Welcome new RAW Members who don't have access to the Internet (i.e., are "off line")
- b. Provide, upon request, information on possible avenues to get on line (no cost and low cost options are available!)
- c. Assemble, print and distribute information and communications between online members to off line Members; likewise furnishing off line prospective members with interest in RAW with information about the organization (in both cases, budgetary & time constraints may limit what can be done, and how often)

- d. Provide, with a team of RAW volunteers, the opportunity for off line members to post their communications to on line Members and to the RAW Forum

#### **5. Record Label & Deejay Coordinator:**

- a. Welcome new Record Label & Deejay Members to RAW
- b. Develop and maintain an up-to-date Record Label & Deejay database
- c. Facilitate communications between Record Labels and Deejays
- d. Facilitate reporting between Deejays and Members responsible for RAW BUBBLERS
- e. Distribute a “New Member Welcome Kit” to Record Labels & Deejays: the Kit will contain useful information on RAW networking, including the effective use of radio playlists and label reports; how to share news and information; detailed methods (for Deejays) on how to obtain promotional music, and effective ways (for Labels) to secure feedback, publicity, and air play for their releases

#### **6. Performing Artists Coordinator:**

- a. Welcome new RAW Members in the Performing Artists category
- b. Periodically poll RAW artists to arrive at a better understanding of their needs and interests, and learn how the Performing Artists Coordinator can assist the artists
- c. Suggest ways to utilize RAW Membership and the RAWster to forward a career as a Performing Artist by networking with DeeJays, fans, venues, and promoters
- d. Provide or direct Performing Artists to sample performance contracts, stage plot and technical rider forms
- e. Provide tips to Performing Artists on booking and advancing gigs, and network with other RAW Members in all categories to update and improve the tips and techniques for Performing Artists.

#### **7. Committed Reggae Fans Coordinator:**

- a. Welcome all new Committed Reggae Fan Members
- b. Encourage Committed Reggae Fans to use the RAWster to its fullest potential
- c. Respond to inquiries regarding RAW benefits, including RAW discounts
- d. Inform Committed Reggae Fans how to bring more live Reggae music to their home towns
- e. Provide tips on how to help events be successful
- f. Show Committed Reggae Fans how to “adopt” RAW artists in their areas
- g. Share examples and/or strategies of how Committed Reggae Fans can become members of the industry and support Reggae in a more professional capacity
- h. Advise Committed Reggae Fans how to increase their involvement in Reggae music through RAW networking, and share philosophies on being a true Reggae Ambassador

### **§4.4 TERMS & TRANSITIONS**

**Term Lengths** Executive Board Member terms shall be for three (3) years; and for General Board Members, two (2) years. Service shall commence immediately following a Board Member’s election, but terms shall be considered to begin at the start of the Annual General Meeting following their election - as a way of moving terms increasingly into alignment with the annual General Meeting’s schedule - and shall end at the start of the Annual General Meeting at the end of their term (either two or three years, depending on the Board membership category).

**Term Limits** Any person who has served six (6) consecutive years as a Director in any capacity must leave the Board for at least one (1) year before resuming a Directorship. Should no suitable replacement be found, at the discretion of the Board, the Director may choose to continue on an interim basis until a new suitable Director is elected or appointed.

**Transition** The Board shall formulate and implement a plan to effect the smooth transition from the structure of the Board as it existed prior to the enactment of these bylaws, and its current structure; as in

the case of routine transfers of outgoing & incoming Board Members. Except in cases of personal emergency, Board Members may not give up their duties (in spite of their resignation) until such time as a suitable replacement has been found and fully taken on their responsibilities. Each Board Member must transfer all pertinent information pursuant to the fulfillment of the duties via the Executive Board.

**§4.5 Honorary Directors** The Board of Directors may elect individuals as Honorary Directors.

1. Honorary Directors may be of two classifications:
  - a. Past Chairs and/or Directors of RAW who have completed their terms, but whose continued participation is desired and advantageous to RAW
  - b. Individuals who share the mission and goals of RAW but whose professional positions do not allow their full participation as voting Members of the Board, or who are otherwise ineligible for a Directorship.
2. Honorary Directors may attend and participate in designated Board and committee meetings of RAW but shall have no voting privileges nor be counted in determining whether a quorum is present.
3. The Board and its membership are under no obligation to share (or copy) their communications between each other with Honorary Directors or Honorary Members.

**§4.6 Nomination** Candidates for the General Directorships shall be nominated according to the following process:

- A. Qualification** Nomination for the positions of General Director is open only to General Members and existing Board Members. Nominees may run for only one (1) position.
- B. Nomination Petitions** A Nomination Petition Form (which may yet require development by the Board) can be requested from the RAW Public Relations and Media Director, or obtained via the RAW web site. No General Member and no President or Secretary may sign the nominating petition of more than one nominee for any one position, in any given election. Each petition must include a verification via signed statement of the nominee that the nomination is made with his or her permission and that he or she will serve and perform as required if elected to the Board.
- C. Nomination Period** The nomination period shall be at least two (2) months in duration, shall commence at least four (4) months prior to the Annual Meeting and shall terminate at least two (2) months before the Annual Meeting.

**§4.7 Election** General Directors shall be elected according to the following process:

**A. Ballots and Balloting**

1. At least two (2) months prior to the Annual Meeting, an appropriate ballot of properly nominated candidates shall be mailed via the postal service, or E-mailed to each General Member in good standing. The Secretary shall be responsible for conducting or delegating such mailings, under the direction of the Executive Director.
2. Each ballot shall contain the names of the nominees. Each General Member may vote for one (1) candidate from among the nominees (for any one position).
3. The Ballot shall contain, in a form to be determined by the Board, a brief statement as to why the individual wants the position and what he or she would do if elected.
4. The period of voting shall be at least two months in duration, the closing date for which shall be determined by the Board of Directors.

## B. Counting of Ballots; Ties

1. The counting of the Ballots shall rank the nominees in order of the number of votes each has received.
2. If necessary, ties shall be decided by 3/4 vote of the Board of Directors. The selected nominee shall serve the first half of the elected term of office. The other candidate shall serve the second half (unless the latter cedes the entire term to the former). Alternately, the two candidates could share the position by mutual agreement and the majority approval of the Board.

**C. Notification** Official notification to those persons newly elected to the Board shall be mailed via the postal service, or Emailed when the counting has been completed, but no later than one (1) one month prior to the Annual Meeting and may be mailed sooner if possible. Unofficial notification may also be given by telephone or other means when the results have been determined.

**D. Disqualification** Failure to attend/participate in Board Meetings during which the newly elected Director's term commences will result in the disqualification of that Director and his or her replacement by the nominee having the next highest vote tally. Waiver of this attendance provision can be granted for just cause by a majority vote of the newly elected Board which is present at the Annual Meeting.

**E. Election Oversight** Oversight of the nomination and election process will be carried out by a Committee of the Board of Directors.

## §4.8 Powers and Duties:

**A. Property and Affairs** The Board of Directors shall have responsibility and authority for the general management and control of all the property and affairs of RAW and shall exercise all the powers of RAW, excepting such powers as are specifically conferred by law or under these bylaws upon the General Membership or employees of this corporation.

**B. Annual General Membership Meeting** The Board of Directors shall conduct an Annual General Membership Meeting as described in Article VI.

**C. Board of Directors Meetings** The Board of Directors shall meet at least annually. The Annual Board of Directors Meeting shall be held in conjunction with, and following the Annual General Membership Meeting, or at some other date and place designated by the Board of Directors. Notice for the Annual Board of Directors Meeting shall be given to all General and Associate Members at least two (2) months prior to the meeting. The Agenda and procedures for conducting the Annual Board of Directors Meeting shall be set and can be amended only by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for holding additional Board meetings without notice other than via Emailing notice of the meeting resolution to all of the Board Members at least two weeks prior to the planned meeting.

**D. Special Meetings; Notice** Notice of a special meeting of the Board of Directors shall be given by, or at the direction of, the person or persons calling such special meeting by written notice delivered personally or mailed to each director or via Email, telegram or facsimile. If mailed, such notice shall be deemed to be delivered when deposited in the mail addressed to the Director at his or her membership address. If given by telegram or Email, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph or Email company. If given by facsimile, such notice shall be deemed to be delivered upon hard copy confirmation of transmission by the sending fax machine.

**E. Quorum** A majority of the number of Directors properly holding office pursuant to these bylaws when a meeting of the Board of Directors is convened shall constitute a quorum for the transaction of business at any such meeting.

**F. Manner of Acting** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors in its entirety.

**G. Presumption of Assent** A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting.

**H. Informal Action by Directors** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if, prior to such action, a written consent thereto is signed (forwarded) by all Members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. In addition, action may be taken by the Board of Directors or any committee thereof by conference telephone call or other electronic means of group communication, provided that each member of the group has been given notice.

## **I. Vacancies**

**1. Procedures for Filling a Vacancy** A Director elected or selected to fill a vacancy in an elected or appointed Directorship shall be a member of, and/or shall represent the same constituency as his or her predecessor in office. A replacement Director, whether for an elected or appointed Directorship, shall serve for the remaining unexpired term of his or her predecessor in office.

**a)** In the event of a vacancy in an elected Directorship where the term remaining to be served is twelve (12) months or greater, the vacancy shall be filled at the Board's discretion by an Interim Director appointed by the Board until the next regular election.

**b)** In the event of a vacancy in an elected Directorship where the term remaining to be served is less than twelve (12) months, the Board of Directors, at its option, may decline to act if appropriate; may declare the position eligible to be filled during the next regularly scheduled election, or may appoint a replacement according to the following procedure. The Chair shall request nominations from the General Membership and/or the Board of Directors, and shall select a replacement from among such nominees by the affirmative vote of a majority of the quorum at a regular or special meeting or in accordance with 4.8.H above.

**c)** In the event of a vacancy in an appointed Directorship, any Director may nominate one or more candidates to fill such vacancy, and the Board of Directors shall choose a replacement Director from among such nominees.

**2. Temporary Representative** Where any vacancy in an elected directorship would result in the affected constituency's having no representation at a meeting of the Board of Directors, the Chair may (but shall not be required to) invite an individual from that constituency to attend the meeting in a nonvoting capacity.

**3. Powers of Board in Event of Vacancies** The Board of Directors shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies in its number, provided that at least two (2) Directors are in office.

**4. Vacancy Declared Where Director Misses Three (3) Meetings** If any Director misses three (3) Board meetings (or Votes), the Board may declare the position vacant and the vacancy declaration may be made any time after the beginning of the third such meeting. This section of these Bylaws shall serve as notice and no other notice to such absent Director is required.

**J. Removal of Directors** Any Director may be removed by the vote of 3/4 of the Executive Directors (i.e., 4 of the 5) whenever, in their judgment, the best interests of RAW will be served thereby.

**K. Officers** The officers of the Board shall be elected at the Annual Meeting from among and by the newly-installed Board, including the newly appointed Directors, and shall consist of a Chair, a Vice-Chair, a Secretary, Treasurer, etc. (as outlined in Article V below).

**§4.9 Committees** The Board of Directors may, by resolution, designate one or more committees, including, if the Board shall so determine, an Executive Committee. Each of these committees shall consist of two (2) or more of the Directors, and shall have and may exercise all the authority granted them by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

## ARTICLE V – OFFICERS / EXECUTIVE DIRECTORS

**§5.1 Numbers** The Officers/Executive Directors of RAW shall consist of an Executive Director (Chair), Assistant Executive Director (Vice-Chair), a Secretary, a Treasurer, and a Membership Director, the duties of which are described in §5.5 below. No person may hold more than one Office, except as mandated by the Board, on an interim basis, should there be no adequate replacement.

**§5.2 Elections and Term of Office** The Executive Board of Directors of RAW shall be elected at the Annual Meeting in the manner prescribed in §4.4.K of these bylaws and shall serve until the election of their successors, at the following Annual Meeting, or until being removed in a manner provided by these bylaws.

**§5.3 Removal of Officers** Any Officer may be removed by the vote of 3/4 of the Executive Directors whenever, in the Board's judgment, the best interests of RAW will be served thereby.

**§5.4 Vacancies** A vacancy in any Office because of death, resignation, removal, disqualification or otherwise must be filled by the Executive Board of Directors for the unexpired portion of the term of such office within sixty (60) days of the vacancy; however, if there are sixty (60) or fewer days remaining until the next Annual General Meeting, the vacancy may, but need not, be filled.

### §5.5 Officers' Duties

**A. Executive Director** (Chair) The Executive Director's vision and actions shall direct the organization in both tone and detail, outlining and pursuing (with the Board & Membership's involvement) RAW goals and directions. The Executive Director shall have general charge of the affairs and property of RAW, supervising all the organization's business and performing all duties incident to the office of the Executive Director (and such other duties as may be determined by the Board of Directors). All Board Members & Committees must report to the Executive Director. The Executive Director is specifically responsible for monitoring and encouraging the fulfillment of goals undertaken by the DeeJays/Labels Director; the Performing Artists Director; and the Committed Fans Director. The Executive Director may, with any other Officer duly authorized, sign and execute in the name of RAW: deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the Board, except in cases where the signing and execution shall be expressly and exclusively delegated by the Board to some other Officer or agent. The Chair shall:

1. Preside at all meetings of RAW.
2. Chair the Board of Directors.
3. Be official representative of RAW in matters involving external groups.
4. Be an ex-officio member of all Committees (except those directly related to the evaluation and compensation of the President's performance).
5. Cast vote whenever the Board calls for a vote.
6. Appoint Committee chairs and members.
7. Present a written Annual Report, which will be available at the Annual General Meeting.

8. Develop and supervise programs which are consistent with the purposes of RAW and which are approved by the Board of Directors and shall carry out such other duties as may be directed by the Board.
9. Delegate and/or assume responsibility for the duties of the Public Relations and Media Director should they be unable to perform for any reason.

**B. Assistant Executive Director** (Vice-Chair) shall:

1. In the absence of the Executive Director or in the event of death, inability or refusal to act, the Assistant Executive Director shall perform the duties of the Executive Director and, when so acting, shall have all powers of, and be subject to, all the restrictions upon the Executive Director.
2. Share the Chair's responsibilities, and perform such duties as may be assigned by the Executive Director, or by the Board of Directors.
3. Oversee the RAW Web site and its Director, and be responsible for ensuring that the site is functional and updated. This last duty may, by majority agreement of the Executive Directors, be shared with or delegated to another Executive Director.

**C. Secretary** The Secretary shall:

1. Keep the minutes of the meetings of the Board of Directors and General Meetings (with physical and electronic records kept in known locations).
2. Give or provide for the giving of all notices in accordance with the provisions of these bylaws or as required by law.
3. Be custodian of RAW records, official forms, the seal of RAW (when or if such a seal is developed).
4. Provide that the seal of RAW is affixed to all official RAW documents.
5. Perform all duties as from time to time may be assigned by the Executive Director or the Board of Directors.
6. The Secretary oversees and is responsible for the effective fulfillment of duties undertaken by the On line & Off line Communications Directors, as well as the Public Relations & Media Director, and may, if qualified and able, assist in web site management.

**D. Treasurer** The Treasurer shall:

1. Be responsible for carrying out the mandates of the Board of Directors in overseeing the financial resources of RAW including, but not limited to cash, securities, stocks, bonds, and all other property, personal or real, owned by RAW.
2. Cause to be kept all the books of account of the business and transactions of RAW (revenues, expenses, and debt).
3. Chair the Finance Committee and, if required, insure that the annual accounts are properly audited by an independent certified public accountant.
4. Make the organization's books available to the Board as a whole, to which the Treasurer is directly accountable.
5. Share responsibility with the Membership Director for the accurate tracking of membership dues (incoming funds from new membership and renewal dues).
6. Maintain records of special funds designated for sponsorships and other projects.
7. Reimburse authorized RAW expenditures
8. Compile and submit an Annual Financial Report.
9. If qualified and able, assist other Executive Directors in their duties or help supervise specific General Directors.

**E. Membership Director** The Membership Director shall be responsible (along with the Treasurer) for managing the RAW Membership, monitoring expirations, renewals, changes and updates to the Membership, including outlining the organization's demographics periodically. The Membership Director may also, by majority agreement, be responsible for the RAW web site, as would be the Assistant Executive Director.

1. Keep the RAW database up-to-date, informing on line Members of new Member details; membership renewals; changes in members' categories/addresses etc., in "New Members and Changes" updates to be issued at least monthly.
2. Send RAWsters (the full contact information for every RAW Member) to new Members, and updated versions upon Member request (may be subject to cost-coverage fee).
3. Keep the Email RAWster (the list of all RAW Member Emails), RAW demographics and statistics up-to-date and distribute new versions periodically (at least quarterly).
4. Work in conjunction with RAW volunteers who will contact the RAW database via Email.
5. Archive the information of no-longer-active members for future contact.
6. Actively develop & implement membership-expansion drives.

## ARTICLE VI - ANNUAL GENERAL MEETING

**§6.1 Annual General Meeting** The Annual General Meeting of RAW shall be held at a place, date and time as set by a majority vote of the Board of Directors or at some other place, date, and time to be designated at the previous Annual General Meeting.

**§6.2 Notice** A written or printed notice of the Annual General Meeting must be given to the Members in hand, by postal mail or Email at least four (4) months in advance of said meeting. Notice does not have to be a separate communication, but may be delivered as part of a routine RAW-wide posting such as "Wha Gwan..." (WGIR). If Board-specific communications are being posted to Members, such notice should also be included in such postings. It shall be the duty of each Member to notify the Secretary of his or her post office address, said address to be recorded on the books of RAW and notice to this address will be considered proper notice. Notice of the Annual General Meeting shall include copies of the text of any proposed amendment to these bylaws.

**§6.3 Quorum** The quorum for the transaction of all business shall consist of the number of Members present at the beginning of the Annual General Meeting as established by a count for that purpose as the first order of business. At least three (3) Executive Directors; and more than half of the General Directors should be present.

**§6.4 Agenda** At the Annual General Meeting, the order of business shall be as follows:

- A. Establishment of quorum.
- B. Reading of minutes (and/or summary thereof) of last Annual General Meeting.
- C. Reports of Officers and Directors.
- D. Reports by Chairs of Standing Committees.
- E. Unfinished Business.
- F. New Business.
- G. Adjournment.

**§6.5 Resolutions from Members** Any general Member wishing to present a resolution before the Annual General Meeting may do so, provided that such resolution is received or presented to the Secretary no later than one (1) month prior to the Annual General Meeting.

**§6.6 Vote Required** The vote of a majority of the number of Members established as the quorum in accordance with §6.3 above shall be sufficient to decide any question unless otherwise specifically stated elsewhere in these bylaws, in which case such express provision shall prevail. Items generally or specifically under the jurisdiction of the Board of Directors (Executive and/or General) can only be ratified by a majority thereof, to include those present and non-present, at a later time if not possible at the Annual General Meeting.

**§6.7 Proxy** There will be no proxy voting.

**§6.8 Rules of Procedure** The Annual General Meeting shall be governed by common courtesy. Every Member and Associate Member may attend business meetings and participate in debates, provided that time allows and order is preserved in the judgment of the presiding Officer. In the event of questions of procedure, the presiding Officer shall refer to Robert's Rules of Order (Newly Revised) to the extent necessary, insofar as these rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or provisions of law.

**§6.9 Postponement** If for any reason the Annual General Meeting shall not be held as herein provided, then it may be postponed only once, for not more than two (2) months, and by a majority vote of the Board of Directors, in which case authority shall remain vested in the incumbent Directors and Officers to continue in office until the delayed Annual General Meeting shall be held. Notice must be sent and decisions made at the delayed Annual General Meeting which will have the same force and effect as if they had been adopted at the regular Annual General Meeting.

## ARTICLE VII - BYLAWS: DISTRIBUTION AND AMENDMENT

**§7.1 Distribution of Bylaws** The Secretary shall make the current bylaws, as amended, available to Members and other interested parties via Email or postal mail for a nominal charge to cover the cost of duplication, postage and handling. The Bylaws shall be viewable on and downloadable from the RAW web site.

### §7.2 Amendment of Bylaws

**A. Required Vote** These bylaws may be altered, amended or repealed and new bylaws may be adopted by balloting of the General Membership in accordance with the procedures described herein. The affirmative vote of 3/4 of the ballots returned during the voting period shall be required to repeal or amend these bylaws.

**B. Submission of Proposed Amendments** The Board of Directors or any twenty-five (25) General Members of RAW can submit proposed amendments. Proposed amendments must be submitted in writing to the Secretary no later than four (4) months preceding the Annual General Meeting. The cost of inclusion in the notice of any proposed amendments greater than one typewritten page in length shall be borne by the party submitting the amendment.

**C. Balloting** The Secretary shall make available to the General Membership via Email or postal mail the proposed bylaws changes and ballots at least three (3) months before the General Membership meeting. The period of voting shall be at least two (2) months in duration, with the closing date to be determined by the Board of Directors. Ballots may be returned by email, postal mail, by facsimile, or by hand.

## ARTICLE VIII - MISCELLANEOUS

**§8.1 Contracts** The Board of Directors may authorize any Officer or agent to enter into any contract or to execute and deliver any instrument in the name and on behalf of RAW, and such authority may be general or confined to specific instances.

**§8.2 Loans** No loans shall be contracted on behalf of RAW and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors, and such authority may be general or confined to specific instances.

**§8.3 Checks, Drafts and Notes** All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of RAW shall be signed by such Officer or agent of RAW and in such manner as shall from time to time be determined by the Board of Directors or specified in these bylaws.

**§8.4 Deposits** All funds of RAW not otherwise employed shall be deposited from time to time to the credit of RAW in such banks or other depositories as the Board of Directors may from time to time select.

**§8.5 Indemnification** Each person who at any time is, or shall have been, a Director or Officer of RAW, or is, or shall have been, serving at the request of RAW as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his or her heirs, executors and administrators, shall be indemnified by RAW in accordance with, and to the full extent permitted by the law as in effect at the time of adoption of these bylaws or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any Director, Officer, employee, agent or other person may be entitled in any capacity as a matter of law or under any bylaw, agreement, vote of Directors, or otherwise. If authorized by the Board of Directors, RAW may purchase and maintain insurance on behalf of any person (against actions by Members, The Membership, or third parties) to the full extent permitted by the law as in effect at the time of the adoption of these bylaws or as amended from time to time.

**§8.6 Respecting Certain Contracts** Directors of RAW may be connected with other corporations with which, from time to time, RAW has business dealings. No contract or other transaction between the RAW and any other corporation and no act of RAW shall be affected by the fact that a Director of RAW is pecuniarily or otherwise interested in or is a Director or Officer of such other corporation. In the absence of fraud, any Director, Officer or Member of RAW, individually, or any firm in which such Director, Officer or Member may have an interest, may be party to any contract or transaction to which RAW is a party, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or to a majority thereof. With respect to any profit or benefit realized on any such contract or transaction, no such Director, Officer or Member shall be liable to account to RAW. Any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors and may validly vote for the purpose of authorizing, approving, or ratifying any such contract or transaction.

**§8.7 Dividend, Profit and Compensation** No Officer or Director shall receive, by reason of such Membership or Directorship, any dividend, profit, or compensation from RAW, provided, however, that there shall be allowed reimbursement by RAW of reasonable and approved expenses incurred on behalf of RAW in the course of any activity for RAW, by any Member, Director, or other Officer of RAW. Claims for such reimbursement must be approved by the Board of Directors before actual reimbursement by the Treasurer. No claim for reimbursement may be approved which is made more than three (3) months after the expense was incurred.

FINAL PAGE OF FINAL ARTICLE  
REGGAE AMBASSADORS WORLDWIDE BYLAWS  
August 7, 2005