



**WEST COAST COUNTRY MUSIC ASSOCIATION  
BY-LAWS  
STATE SECTION**

**ARTICLE I. NAME**

- Section 1.** The name of this association shall be called **WEST COAST COUNTRY MUSIC ASSOCIATION – WCCMA** (referred to throughout these by-laws as “**WCCMA**”).
- Section 2.** The **WCCMA** is a non-profit association, and is registered as such with the Internal Revenue Service and the State of California Franchise Tax Board.
- Section 3.** The State Office of the **WCCMA** shall be located in the State of California. The mailing address is 31749 Temecula Parkway, Temecula, CA 92592.
- Section 4.** The **WCCMA** shall be empowered to grant charters to Chapters in accordance with the Corporation Laws of the State of California.

**ARTICLE II. PURPOSE**

- Section 1.** The purpose of the **WCCMA** is:
- A. To produce and conduct annual Country/Gospel Music Award Shows.
  - B. To support, organize, inform, and promote all facets of Country/Gospel Music, Dancing and Entertainment.
  - C. To act as a catalyst between member artists and country/gospel music related businesses.
  - D. To supply referral services for all members when possible.
  - E. To promote fund raising activities and events.
  - F. To encourage, develop, and organize local **WCCMA** Chapters throughout the state.
- Section 2.** The **WCCMA** may conduct annual state-wide, as well as local, awards shows and various other types of talent contests. Rules and Regulations for such events are to be set by the *State Board of Directors*.



### **ARTICLE III. ELECTED OFFICERS**

**Section 1.** The elected officers of the WCCMA shall be only:

- A. CEO/President (*Chairman of State Board of Directors*)
- B. Executive Director
- C. Vice President
- D. Secretary
- E. Treasurer
- F. Regional Directors
- G. State Membership Coordinator
- H. Public Relations Director

**Section 2.** In addition to the aforementioned elected Officers, the WCCMA shall be governed by a State Board of Directors, consisting of two representatives from each Chapter (Article V. Section 2).

**Section 3.** All officers are to be elected by a simple majority of the Board of Directors and elected Officers who are either present and voting, providing a quorum exists or by means stated in Article X, Section 1. All officers shall be members of an Affiliated State Association. A quorum shall consist of a simple majority of the Board of Directors.

**Section 4.** Election of Officers must be posted and/or announced at the Board meeting just prior to the election date, not less than sixty (60) days prior to the election date.

**Section 5.** For all offices except that of CEO/President, the term of office shall be for two(2) years. The term of office for CEO/President shall be perpetual. Officers may seek and hold a second term or more.

### **ARTICLE IV. DUTIES OF OFFICERS**

**Section 1.** All elected officers are required to attend all meetings of the State Board of Directors.

- A. All Officers are expected to conduct themselves when representing the WCCMA with professionalism, respectability, and credibility.
- B. All Officers must properly introduce themselves, including their Chapter's name when representing the WCCMA.
- C. All new Officers will be on a six-month probationary period.
- D. All Officers shall study the by-laws, know the rights, privileges, and general protective clauses they offer.



- E. Copies of the By-Laws must be made for every existing and new Officers in your Chapter.
- F. No Office is permitted to work with, perform for, or co-sponsor any activities with a competitive or similar organization without written permission from the Board (this excludes the ACM, CMA, and other charitable functions).
- G. Communication is a must between Officers and the State.
- H. Exchange ideas, co-sponsor and support each Chapter's events and/or activities.

**Section 2. Duties of the Officers shall be as follows:**

**CHIEF EXECUTIVE OFFICER/PRESIDENT (CEO/PRESIDENT)**

- A. The *Chief Executive Officer/President (CEO/President)* shall preside at all meetings of the Board of Directors and act as *Chairman of the Board*. The *CEO/President* shall be the principal executive officer of the WCCMA and shall conduct the daily business and affairs of the WCCMA as well as setting the dates and locations of the Board meetings.
- B. Responsible for appointing committee chairpersons from the *Board of Directors* and *Regional Directors*.
- C. May appoint other such officers and/or assistant officers as may be deemed necessary.
- D. May sign, with the *Treasurer*, deed, mortgages, bonds, contracts, and other instruments that the *Board of Directors* has authorized to be executed.
- E. Shall propose and help carry out programs for the WCCMA.
- F. Shall in general perform all duties incident to the office of *CEO/President* and other duties as may be prescribed by the *Board of Directors*.
- G. Duties will include working closely with the *Executive Director* in all governing aspects of the WCCMA.

**EXECUTIVE DIRECTOR**

- A. In the absence of the *CEO/President* or in the event of his or her death or inability to act, the *Executive Director* shall perform the duties of the *CEO/President*, and when so acting shall have all the power of and be subject to all the restrictions upon the *CEO/President*.
- B. May perform such other duties as from time to time may be assigned to the office by the *CEO/President* or by the *Board of Directors*.



- C. Assist committees.
- D. Propose and help carry out programs.

#### VICE PRESIDENT

- A. Shall act for the *Executive Director* in his/her absence and shall have full authority and power vested in that office during said time of absence of the *Assistant Executive Director*.
- B. Shall assist *CEO/President* and the *Executive Director* in any affairs or business called upon.

#### SECRETARY

- A. Certify and keep the **WCCMA** corporate records including these By-Laws, amendments, and the Articles of Incorporation.
- B. Keep the minutes of the meetings of the officers and the Board of Directors in one or more books provided for that purpose.
- C. See that all notices are timely given in accordance with the provisions of the By-Laws or as required by statute.
- D. Keep a register of the post office addresses and email addresses of all Officers and Board of Directors and in general perform all duties incident to the office of *Secretary* and such other duties as may be required by these By-Laws, or which may be assigned to the office by the *Board of Directors*.

#### TREASURER

- A. Keep the books, ledgers, checkbooks, and other financial records of the **WCCMA**.
- B. Prepare or supervise the preparation of tax returns and annual reports.
- C. Prepare or supervise the preparation of any annual audit.
- D. Sign, along with the *CEO/President*, contracts or other instruments, when properly authorized.
- E. Shall be responsible for a full and accurate account of receipts and disbursements. Said records shall be reconciled and maintained and made available to the *Board of Directors* on request.
- F. In general, perform all duties incident to the office of *Secretary/Treasurer* and such other duties as may be required by law, or these By-Laws, or which may be assigned to the office by the *CEO/President* or *Board of Directors*.



### SERGEANT AT ARMS

- A. *Sergeant at Arms* shall assist the *CEO/President* in the orderly conduct of meetings.
- B. Shall be responsible for decorum and protocol and may be requested by the *CEO/President* to locate and escort Board members into a Board meeting. A Director may be escorted from a meeting if they become disruptive.
- C. Shall distribute ballots when voting is done by writing; then upon instruction of the presiding officer will assemble the ballots and have charge of the counting.

### REGIONAL DIRECTORS

- A. *Regional Directors* shall oversee and assist the direction and operation of the Affiliated State Chapters in their respective regions and must be a resident of said region.
- B. *Regional Directors* shall communicate and act as liaisons between their respective regions and State Officers in all matters pertaining to their Affiliated State Chapters operations and compliance with the **WCCMA** By-Laws.
- C. The number of *Regional Directors* may vary with the size of the **WCCMA** and the geographic characteristics of the individual States, and may be adjusted as the *Board of Directors* may deem appropriate.

### PUBLIC RELATIONS DIRECTOR

- A. The *Public Relations Director* shall attend all meetings of the *Board of Directors* as noted in Article IV, Section 1, and promote and develop programs pertaining to the marketing of principles, purposes and ideas of the **WCCMA**.

### STATE MEMBERSHIP COORDINATOR

- A. The *State Membership Coordinator* shall process applications and issue membership numbers, cards, and packets.
- B. The *State Membership Coordinator* shall maintain current State and Chapter membership lists, and send out renewal notices as necessary.
- C. The State and Chapter membership lists are owned by the **WCCMA**, and will not be released to anyone without authorization from the *Executive Director* or his representative.



D. The *State Membership Coordinator* shall provide a monthly updated data disc with all current member names, addresses, phone numbers, and any other membership information held in the **WCCMA** records to the *Executive Director/President*.

**Section 3.** All Officers leaving office due to the expiration of their terms, resignations, removal from office, or any other reason must relinquish and surrender all records and assets of the **WCCMA** to a newly elected Officer or the State **WCCMA** within 30 days from the date of resignation or removal from office.

## **ARTICLE V. STATE BOARD OF DIRECTORS**

**Section 1.** In addition to the aforementioned elected Officers, the **WCCMA** shall be governed by a State Board of Directors, consisting of two (2) representatives from each Chapter, which shall be the guiding force in forming general policy for all Chapters of the **WCCMA**.

**Section 2.** The duties of the members of the *Board of Directors* shall include attendance at State Board meetings and to relate to their respective affiliated Chapters all pertinent information regarding the operation of the **WCCMA**.

**Section 3.** Members wishing to address the *Board of Directors* concerning matters of importance to the **WCCMA** may do so by written request to the *Chairman of the Board*, fifteen (15) days prior to scheduled Board meetings.

**Section 4.** The *Officers*, acting as the *Executive Committee* to review and conduct routine business provided a quorum is present, shall meet quarterly, or as often as the *CEO/President* may deem appropriate. A quorum shall consist of a simple majority of the Officers. A simple majority vote will rule.

**Section 5.** The Board shall endeavor to act by consensus. When the Board is unable to act by consensus, a simple majority vote of the Board shall constitute an act of the Board provided a quorum is present. A quorum shall consist of a simple majority of the Board.

**Section 6.** Any Director may resign by giving written notice to the *CEO/President*.



## **ARTICLE VI. COMPENSATION OF OFFICERS**

**Section 1.** All Officers and members of the *Board of Directors* shall be volunteers, and will receive no compensation, monetary or otherwise, for serving the **WCCMA**. *Officers* may be reimbursed for expense incurred by those carrying out the business of the **WCCMA**. The *Board of Directors* may vote salaries to Officers and/or persons performing special services for the **WCCMA**.

## **ARTICLE VII. REMOVAL OF OFFICERS/BOARD MEMBERS**

**Section 1.** The removal of an elected or appointed Officer and/or Director from office shall require a simple majority vote of the number of members of the *Board of Directors* wither present and voting, providing a quorum exists or by means state din Article X, Section 1. A quorum shall consist of a simple majority of the *Board of Directors*. This excludes the removal of the *CEO/President*.

**Section 2.** Any Officer and/or Director may be removed from his or her office and the *Board of Directors* for any reason deemed not in the best interest of the **WCCMA**, and failure to attend Board meetings on a regular basis as noted in Article IV, Section 1, without a legitimate reason, and failure to notify the *CEO/President*.

**Section 3.** The *Board of Directors* shall be empowered to remove an elected or appointed Officer or Director by a simple majority vote of the *Board of Directors* for any reason believe not to be in the best interest of the **WCCMA**. After hearing the evidence, the *Board of Directors* may decide to suspend the member of the Board for a period of time, to terminate the membership of that individual, or to ask that said member refrain from continuing the objectionable actions, which are not in the best interest of the **WCCMA**.

**Section 4.** The *Board of Directors* may also remove an Officer and Director on the following grounds:

- A. The Officer or Director is convicted of a felony, or convicted of a misdemeanor, which tends to affect the reputation or credibility of the **WCCMA**.
- B. The Officer or Director engages in sustained conduct, which jeopardizes the **WCCMA**, or the sate of **QCCA** as a non-profit organization.



## **ARTICLE VIII. CHAPTERS**

- Section 1.** All Chapters must conduct their business in accordance with the State By-Laws. There shall be only one set of by-laws for all.
- Section 2.** No Chapter shall be authorized to incur any indebtedness in the name of the **WCCMA**. Any credit accepted by a Chapter must be in the name of the *President* or *Board Chairperson* of said Chapter. The *State Board of Directors* must approve all indebtedness.
- Section 3.** In the event that the officers of a Chapter fail to function properly, the *State Board of Directors* may appoint a Director to run the affairs of said Chapter until an election can be held.
- Section 4.** The *State Board of Directors* shall be empowered to grant charters to new chapters.
- Section 5.** The *State Board of Directors* is also empowered to rescind charters already granted, for any reason believed not to be in the best interest of the **WCCMA**.
- Section 6.** To form a Chapter, a minimum of 20 members is required. The *State Board of Directors* must approve the formation of all Chapters.
- Section 7.** The *State Board of Directors* shall have the power to investigate any wrongdoing reported by an member of any Chapter, and to take corrective action.

## **ARTICLE IX. REVISION OF BY-LAWS**

- Section 1.** The *CEO/President* or any two (2) members of the Board may propose amendments to the by-laws.
- Section 2.** The *Board of Directors* may add to the present by-laws, and/or may rescind present regulations and by-laws in accordance with the state laws by a simple majority vote of the *Board* members present and voting, providing a quorum exists or by means stated in Article X, Section 1. A quorum shall consist of a simple majority of the *Board of Directors*. No change can be made to any section listed under *CEO/President* during the first ten (10) years.
- Section 3.** No less than ten (10) days written notice of the proposed amendment shall be given to the Officers and *Board of Directors*.



**Section 4.** The amendment shall be effective only upon approval by simple majority of the Officers and *Board of Directors* present and voting provided a quorum is present. A quorum shall consist of a simple majority of the Officers and *Board of Directors*.

## **ARTICLE X. SPECIAL MEETING**

**Section 1.** The *CEO/President* with ten (10) days notice may call a special meeting of the Officers and *Board of Directors*. Notice may be written or oral. Notice may be given personally, by first class mail, by telephone, by facsimile, or electronic mail (e-mail). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon, prepaid. The Notice must specify the place, time, date, and time of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors need be specified in the notice or waiver of notice of such meeting.

## **ARTICLE XI. ACTION WITHOUT MEETING**

**Section 1.** Unless prohibited by a specified section of these By-Laws, or by State law, the *Board of Directors* may take action without a meeting by written consents, identical in content, signed by a majority of the Directors entitled to vote on the action. Such consents may be processed electronically, including, without limitation, by electronic mail, provided that reasonable assurances of the integrity of the communications is taken or by United States Postal Service.

**Section 2.** For purposes of these by-laws, meetings may be conducted electronically provided that the means of electronic communication provides for simultaneous communication among all Directors.

## **ARTICLE XII. MEMBERSHIP**

**Section 1.** Any person of good moral standards who is a law-abiding citizen of the United States of America, who believes in and loves Country Music is eligible for membership in the West Coast Country Music Association.

**Section 2.** Persons may belong to more than one Chapter, but will have voting rights only in the Chapter in which they reside. Members may transfer from one Chapter to another providing they move into that Chapter area. Persons expelled from one Chapter cannot hold membership in another Chapter.



- Section 3.** Persons who reside outside of the State of California may join the WCCMA, but are not eligible to hold office, or vote in the affairs of the WCCMA.
- Section 4.** California residents under the age of twenty-one (21) years of age may become members. Persons age of eighteen (18) years and above may also be appointed or elected to hold office.
- Section 5.** A member cannot hold office in more than one (1) Chapter.
- Section 6.** A member wishing to seek office in the WCCMA must do so in the Chapter in which he/she resides.

**ARTICLE XIII. DUES**

There shall be four categories for membership as follows:

- |                   |                                |                   |
|-------------------|--------------------------------|-------------------|
| <b>Section 1.</b> | Performer/Artist               | \$ 25.00 annually |
|                   | Commercial Businesses/Sponsors | \$ 50.00 annually |
|                   | Groups/Families/Bands          | \$ 50.00 annually |
|                   | Friends of WCCMA Country Music | \$ 20.00 annually |
- Section 2.** Dues shall be set by the *Executive Officers* and the *State Board of Directors*.

**ARTICLE XIV. REMOVAL OF MEMBERS**

- Section 1.** A member of WCCMA may be suspended or expelled from the WCCMA by a simple majority vote of the *State Board of Directors* present and voting, providing a quorum exists or by means stated in Article X, Section 1, for reasons deemed by the *State Board of Directors* to be detrimental and/or not in the best interests of the WCCMA.
- Section 2.** Any *Director*, either appointed or elected, may request the removal of a member who, for various reasons, may not be acting the best interests of the WCCMA. After hearing the evidence, the *State Board of Directors* may decide to suspend the member for a period of time, to terminate the membership of that individual, or to ask said member to refrain from continuing objectionable actions that are not in the best interest of the WCCMA.



## **ARTICLE XV. FINANCES**

- Section 1.** The *CEO/President, Executive Director, and Treasurer* are empowered to sign or endorse checks issued by, or rendered to, the **WCCMA**.
- Section 2.** All checks, drafts or other evidence of indebtedness shall be signed by two (2) of the above noted Officers with the exception of contracts and/or agreements required in the preparation for the annual convention of the **WCCMA**. Such above noted documents may be signed by the *CEO/President*.
- Section 3.** All funds of the **WCCMA** shall be deposited from time to time to the credit of the **WCCMA** in such banks, trusts, companies, or other depositories as selected by the *CEO/President*.
- Section 4.** The Officers and Directors shall not be responsible for the debts, liabilities, or other obligations of the **WCCMA**.
- Section 5.** No part of the net earnings of the **WCCMA** shall insure to the benefit of, or be distributed to, its Officers, Directors, or other private persons, except that the **WCCMA** shall be authorized and empowered to pay reasonable compensation for serviced rendered and to make payments and distribution in the furtherance of the purposes of the **WCCMA**.
- Section 6.** Upon dissolution of the **WCCMA**, its assets remaining after payment or provision for payment of all debts and liabilities of the **WCCMA** shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government for public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.



## LOCAL STATE CHAPTER REGULATIONS

### ARTICLE I. STATE BY-LAWS

The State By-Laws of the West Coast Country Music Association, Inc. (WCCMA) shall apply to all chapters within the WCCMA.

### ARTICLE II. PURPOSE

The purpose of each Chapter shall be the same purpose as the State WCCMA.

### ARTICLE III. CHAPTER OFFICERS

**Section 1.** The elected officers of the chapters of the WCCMA shall be:

- A. Regional Director (State Board Elected)
- B. President
- C. Vice-President
- D. Secretary
- E. Treasurer

**Section 2.** All Officers shall be elected by a simple majority of the General Membership voting in each respective Chapter with the exception of the Regional Director, which is elected by the *Executive Officers* and the *State Board of Directors*.

**Section 3.** The term of each office shall be for two (2) years. Officers may seek and hold a second term or more. Voting shall be by secret ballot.

**Section 4.** Election of Officers must be posted and/or announced at the Chapter meeting just prior to the election date, not less than sixty (60) days prior to the election.

### ARTICLE IV. DUTIES OF OFFICERS

**Section 1.** All Officers are required to attend all meetings of the Chapter.

- A. All Officers are expected to conduct themselves when representing the Chapter with professionalism, respectability, and credibility.
- B. All Officers shall study the by-laws, know the rights, privileges, and general protective clauses they offer.



**Section 2. Duties of the Officers shall be as follows:**

**REGIONAL DIRECTOR**

- A. *Regional Directors* shall oversee and assist the direction and operation of the Chapters in their respective regions.
- B. *Regional Directors* shall communicate and act as liaisons between their respective regions and State Officers in all matters pertaining to their Chapter operations and compliance with the **WCCMA** by-laws.
- C. *Regional Directors* shall be a resident of the area that they represent.
- D. The number of *Regional Directors* may vary with the size of the **WCCMA** and the geographic characteristics of the individual Chapters, and may be adjusted as the *Board of Directors* may deem appropriate.

**PRESIDENT**

- A. Shall be the highest ranking Officer of his/her individual Chapter, but fall under the supervision of the *CEO/President, Executive Director, or Regional Director*.
- B. Shall conduct general membership meetings.
- C. Assist committees.
- D. Purpose and help carry out programs.

**VICE-PRESIDENT**

- A. Shall act for the *President* in his/her absence and shall have full authority and power vested in that office during the time of absence of the *President*.
- B. Shall assist the *President* in any affairs or business called upon.

**SECRETARY**

- A. Shall record the minutes of all meetings of the Chapter, and shall insure that copies of the minutes are available for any members who were not at the meeting. A copy of all Chapter minutes shall be sent to *State CEO/President*.
- B. Shall be responsible for the issuance of notices of meetings and other correspondences, and shall perform such other duties as may be prescribed by the *President, Regional Director, Executive Director, or Chairman of the State Board*. The *State Membership Coordinator* shall provide each individual Chapter with a current membership list as new members are added to that Chapter.



## TREASURER

- A. Shall receive and keep an accounting of all monies and securities of their individual Chapter, and shall deposit them in a bank account maintained in their individual Chapter name, designated by the *President* of their individual Chapter.
- B. The *Treasurer*, along with the *President*, shall be empowered to sign or endorse checks issued by, or tendered to, the individual Chapter. In the event that it is impossible for the *Treasurer* to execute his/her duties, the power of the office shall temporarily pass to the *Secretary* until the *Treasurer* is again able to exercise the duties of the office or until a suitable replacement is found.
- C. The *Treasurer* shall make monthly written reports at each Chapter meeting and to the *CEO/President* of the financial balance sheet for their individual Chapters.

## **ARTICLE V. MEETINGS**

- Section 1.** General membership meetings shall be held at least four (4) times per year, at a time and place designated by the *President*.
- Section 2.** All members must be notified of such meetings by either mail and/or phone call by the *Secretary* and/or a telephone committee appointed by the *President*.