

BYLAWS OF

Country Music Legends of Legends Hall of Fame

ARTICLE I – Section 1: The name of the organization shall be Country Music Legends of Legends Hall of Fame. The principal address of the corporation shall be 2159 Syracuse Street, Denver, Colorado 80207.

Section 2: The Country Music Legends of Legends Hall of Fame is organized exclusively for charitable, scientific and educational purposes, more specifically to promote, support, and preserve the history and culture and legacy of country music.

ARTICLE II - MEMBERSHIP

Section 1: The Corporation shall not have any members.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the Executive Director and committees. The Board shall have up to nine (9) and not fewer than three (3) members. The board receives no compensation other than reasonable reimbursed expenses.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve a two or three year term. All Board members are eligible for re-election(s) to additional two or three year terms by a two-thirds majority vote of the remaining board.

Section 5: Quorum. A quorum of 75 percent of the Board members shall be required before business can be transacted or motions made or passed. All motions require a two-thirds majority of the board to pass.

Section 6: Notice. An official Board meeting requires that each Board member have communicated notice two weeks in advance.

Section 7. Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will fulfill the duties of the Chair during the Chair's absence.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only through the remaining portion of that Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be communicated to each Board member.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairpersons. Each committee shall have a Board member or Board appointed liaison as a member of the committee.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which will include three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted in a reasonable time to the Board including financial statements and budgets. The financial records of the organization are public information and shall be made available to the Board members upon request.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Country Music Legends of Legends Hall of Fame, by unanimous vote on April 14th, 2009.