



General Membership Meeting - November 19, 2023

The Blissfest Board of Directors has adopted three proposed amendments to the bylaws. Amendments are subject to the approval of 2/3 of the membership represented at the annual meeting. While proposal 1 and 2 are from the same section of the Bylaws, the proposals were separated for ease of voting on the two different matters.

Proposal #1- Number of Directors

Proposal #2- Director Emeritus

Proposal #3 - Annual Meeting Date

Proposal #1

With Bylaw Amendment #1, the board wishes to update the current language to align with historical practices of keeping 10 active board members. The board has never operated with so few as 5 Board Members.

CURRENT LANGUAGE

ARTICLE IV.

Section 2. NUMBER AND TERM OF DIRECTORS

The board of directors shall consist of no fewer than five (5), nor more than ten (10) directors.

PROPOSED

ARTICLE IV.

Section 2. NUMBER AND TERM OF DIRECTORS

The Board of Directors shall consist of no fewer than eight (8), nor more than ten (10) voting directors.



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Proposal #2

Bylaw amendment #2 would permit the Board of Directors to elect a Director Emeritus of any former Director of the BMO, if, in judgment of the Board of Directors, they have rendered exceptionally valuable service to the Organization and their continued interest and association with the organization will be needed. A Director Emeritus would not be entitled to vote and shall not be considered a member of the board for purposes of establishing a quorum.

It is anticipated that Jim Gillespie will be the first Director Emeritus of the Blissfest Music Organization. Jim Gillespie served as the Executive Director of Blissfest Music Organization from 1981 until 2020.

(PLEASE NOTE, IF PROPOSAL #1 FAILS, THE MINIMUM NUMBER OF BOARD MEMBERS WOULD STAY FIVE.)

CURRENT LANGUAGE

ARTICLE IV.

Section 2. NUMBER AND TERM OF DIRECTORS

The board of directors shall consist of no fewer than five (5), nor more than ten (10) directors. Board members shall serve for a term of 3 years and shall be limited to 2 consecutive terms. A board member must be present at one of three consecutive regular meetings of the Board of Directors, otherwise his or her absence without sufficient reason will be considered a voluntary withdrawal.

PROPOSED LANGUAGE

ARTICLE IV.

Section 2. NUMBER AND TERM OF DIRECTORS

(a) The Board of Directors shall consist of no fewer than eight (8), nor more than ten (10) voting directors.

(b) Board members shall serve for a term of 3 years and shall be limited to 2 consecutive terms.

(c) There shall be a category of Board Members known as Director Emeritus. who is nominated and elected by the board of directors. Executive Director Emeritus



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members shall be selected from those who have served the organization with distinction and excellence.

(i) A Director Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, attend all board meetings, participate in meetings of the committees on which they serve, and be encouraged to attend all other events conducted by the organization.

(ii) A Director Emeritus shall not be subject to any attendance policy counted in determining if a quorum is present, or entitled to a vote at any board meeting.

(iii) In order to be considered for designation as Director Emeritus, a person must be a current or former Director who has:

(1) Served the organization with distinction

(2) Made significant contributions

(3) Engaged in major volunteer or advocacy activities in his or her service.

(4) Participated in one or more of the organization's activities-events, volunteerism, fundraising, government relations, networking etc.

(d) REMOVAL FROM OFFICE

A board member must be present at one of three consecutive regular meetings of the Board of Directors, otherwise their absence without sufficient reason will be considered a voluntary withdrawal and shall be replaced as described in Section 6 of this Article.

Reference:

Article IV Sec. 6 NOMINATIONS FOR THE BOARD OF DIRECTORS

(a) Nominees must be current members and thereafter remain throughout his/her term.

(b) The Human Resources Committee shall present a list of candidates to the Board of Directors at the Board meeting which occurs prior to the annual membership meeting. The Human Resources Committee shall consider a broad cross-section of representation when submitting names for consideration.



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Proposal #3

Bylaw Amendment #3 is intended to make the General Membership Meeting more accessible to members. We have historically had issues with attendance due to the opening day of hunting season and travel in adverse weather. It is hoped a date slightly earlier would be safer for travel and that the meeting could even potentially be on the festival site, with members able to explore the Festival Farm and campground in conjunction with the annual meeting.

CURRENT LANGUAGE

ARTICLE 3,

Section 3. ANNUAL MEETING

A meeting of the membership shall be held annually on the third Sunday in November. The time and place will be fixed by the Board. Directors shall be elected by members in good standing at this time and any other corporate business will be attended to.

PROPOSED LANGUAGE

ARTICLE 3,

Section 3. ANNUAL MEETING

A meeting of the membership shall be held annually on the first Sunday of October. The time and place will be fixed by the Board of Directors. Board members shall be elected by members in good standing at this time and any other corporate business will be attended to.

These Bylaw amendments were approved unanimously by the Board of Directors 10/4/23 and are recommended for adoption by Blissfest Members at the General Membership Meeting 11/19/23.