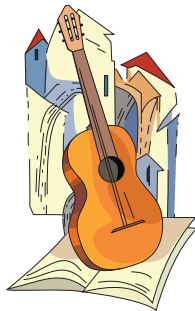


Classical Guitar Society of Upstate New York

BYLAWS



Classical Guitar Society of Upstate New York

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Classical Guitar Society of Upstate New York - Bylaws

Article 1 – Organization

Section 1 – The name of the organization shall be:

The Classical Guitar Society of Upstate New York

Section 2 – Change of Name

The organization may at its pleasure by a vote of the Board of Directors change its name.

Section 3 – Principle Office

The principle office of this organization is located in Delaware County on the State of New York

Section 4 – Other Offices

The organization may also have offices at other places, within or without its state of incorporation to do business, as its business or activities require and as the Board of Directors from time to time designate.

Section 5 – The Seal of This Organization

The organization shall have a seal, which is in the following form.

Article 2 – Purpose

Section 1 – IRC section 501 (C) (3) purpose

This organization is organized exclusively for one or more of the purposes as specified in section 501 (C) (3) of the Internal Revenue Service Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Service Code.

Section 2 – Specific Objectives and Purposes

The purpose of this corporation shall be to promote the education, appreciation and cultural awareness of the classical guitar and other associated instruments as a non-profit presenting arts organization in New York State.

Article 3 – Members

Section 1 – Rights, Qualifications and Admissions of Members

The corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues fixed by the Board of Directors and shall continue as a member upon paying the annual dues fixed by the Board of Directors. The method and time of payment shall be determined and may be changed from time to time by the Board of Directors.

Section 2 – Dues

- A. The annual dues payable to the Classical Guitar Society of Upstate New York by members shall be \$25.00 per person or \$15.00 per student, and shall be payable by the first Monday of each October, or the date of the annual meeting.
- B. No member may transfer a membership or any right arising there from.

Section 3 – Membership Roll Book

The corporation shall keep a membership roll book containing the name and address of each member. The termination of any member shall be recorded in the book, together with the date of termination of such membership.

Article 4 – Meetings of Members

Section 1 – Place of Meetings

Meeting of the members shall be held at such place as the Board of Directors may designate from time to time.

(cont.)

Article 4 – Meetings of Members (cont.)

Section 2 – Regular Meetings

- A. The annual meeting of the members for the purpose of electing directors and officers shall be held during the Day Event of our Classical Guitar Fall Festival each and every year. The Secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this organization a notice of the time and place of such annual meeting at least two weeks in advance.
- B. The presence of not less than five (5) members shall constitute a quorum.

Section 3 – Conduct of Meetings

- A. Meeting of members shall be presided over by the President of the corporation, or in his or her absence by the Vice President. The secretary shall act as the secretary of all meetings of the members. In his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- B. Meeting shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or conflict with the Articles of Incorporation, these by-laws or with provisions of law.

Section 4 – Special Meetings

- A. Special meetings of this organization may be called by any officer of the organization, any two directors or by any three members when he or she deems it in the best interest of the organization.
- B. Notice of such meetings shall be mailed to every member in good standing at his or her address as it appears in the membership roll book at least one week but not more than 30 days before the scheduled date set for such special meeting.

Article 5 – Voting

Section 1 – Voting Rights

- A. Each member is entitled to one vote on each matter submitted to a vote by a member.
- B. At all meetings, except for the election of officers, all votes shall be by voice vote or show of hands. For election of officers and directors, ballots shall be provided and there shall not appear any mark or marking that might tend to indicate the person who cast the vote.

Section 2 – Action by Written Ballot

- A. At all votes by ballot the chairman of each meeting shall immediately prior to the commencement of the balloting, appoint a committee of three (3) persons who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minutes of that meeting.
- B. No Inspector of Election shall be a candidate for office.
- C. For all matters subject to a vote on a regular meeting 2/3 of the members present shall constitute approval.

Article 6 – Order of Business

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Report of the Treasurer
4. Reports of Officers
5. Reports from committees
6. Unfinished business
7. New business
8. Announcements and program
9. Adjournment

(cont.)

Article 7 – Board of Directors

Section 1 – Number, Qualifications and Power

- A. The business of this organization shall be managed by a Board of Directors consisting of nine (9) members together with the officers of this Organization.
- B. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of one (1) year.
- C. Any person who shall be the age of majority in this state may serve as a director.

Section 2 – Meeting

- A. Five (5) of the members of the Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held regularly each month at a day and time decided by the Board of Directors.
- B. Each director shall have one vote and such vote may not be cast by proxy.
- C. All votes, except for the elections of officers and directors, shall be by voice vote, show of hands or any manner, which the board of directors in their discretion may determine to be necessary in the conduct of the business of the organization.
- D. The Board of Directors may make such rules and regulations covering its meeting as it may determine necessary.
- E. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
- F. The President of the organization by virtue of the office shall be chairperson of the Board of Directors.
- G. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules, as it may, in its discretion consider necessary for the best interest of the organization for this hearing.
- H. All Board of Directors meetings shall be open to the members of the organization, and such members shall be encouraged to attend.

Article 8 – Officers

Section 1 – The Officers of this organization shall be as follows:

- President
- Vice President
- Secretary
- Treasurer
- Secretary/ Treasurer (combined office of Secretary & Treasurer)

Section 2 – Qualifications, Election and term of office

- A. Any person who shall be the age of majority on this state may serve as an officer.
- B. Officers shall be elected in concert with membership provision by-laws. Such officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until hi or her successor shall be elected and qualified, whichever comes first.

Section 3 – Duties of the officers

- A. **The President** shall preside over meetings, by virtue of the office be chairperson of the Board of Directors; present at each annual meeting of the organization an annual report of the work of the organization; appoint all committees temporary or permanent; see that all books, reports and certification as required by law are properly kept or filed; be one of the officers who may sign checks or drafts of the organization, and have such powers as may reasonably be construed as belonging to the executive of any organization.
- B. **The Vice President** shall, in the absence or inability of the president to exercise his or her office, become acting president of the organization with all the right, privileges and power as if he or she had been duly elected president.

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Article 8 – Officers (cont.)

Section 3 – Duties of the officers (cont.)

- C. **The Secretary** shall keep the minutes and records of the organization in appropriate books; file any certificate required by the state; give and serve all the notices to members of the organization; be the official custodian of the records and seal of the organization; be one of the officers who may sign checks or drafts of the organization; present to the membership at any meetings communications addressed to the organization; submit to the Board of Directors any communication that shall address the organization; attend to all correspondence of the organization and exercise all duties incident to the office of secretary.
- D. **The Treasurer** shall have care and custody of all funds belonging to the organization; be solely responsible for such monies or securities of the organization and be one of the officers who may sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the treasurer to sign checks issued upon it. The treasurer shall render at every meeting of the Board of Directors, a written account of the finances of the organization, which shall be physically affixed to the minutes of the Board of Directors meeting. He or she shall exercise all duties incident to the office of treasurer.

Section 4 – Officers on Board of Directors

Officers shall by virtue of their office be members of the Board of Directors. The offices of Secretary and Treasurer may be combined into the office of the Secretary/Treasurer

Section 5 – Compensation

In the event the offices of Secretary and Treasurer are combined, the Secretary/Treasurer may be compensated in an amount to be determined by the Board of Directors. No officer or director shall for any reason of the office be entitled to receive any salary or compensation with the exception of Secretary/Treasurer. Nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

Article 9 – Salaries, Checks & Notes and Execution of Instruments

Section 1 – Salaries

The Board of Directors shall hire and fix the compensation of any and all employees that they in their discretion may be necessary on the conduct of the business of the organization.

Section 2 – Checks & Notes

Except as otherwise determined by resolution of the Board of Directors, or as otherwise required by law; checks drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed on behalf of the organization by any two of the following

- The President
- The Treasurer
- The Secretary
- The Financial Secretary
- A Director to be named by the Board of Directors

Section 3 – Execution of Instruments

The Board of Directors may, by resolution, authorize any officer or agent of the organization to enter into a contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have the power or the authority to bind the organization by any contract or engagement or to pledge its credit or to make it liable monetarily for any purpose or in any amount.

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Article 10 – Committees

Section 1 – All committees

All committees of this organization shall by resolution be appointed by the Board of Directors. Their term of office shall be for a period of time, which the Board of Directors in their discretion may determine to be necessary in the conduct of the business of the organization.

Article 11 – Amendments of By-Laws

Section 1 – Amendments

These by-laws may be altered, amended, repealed or added to by an affirmative vote of not less than five (5) members of the Board of Directors.

Article 12 – Construction and Terms

Section 1 – Articles of Incorporation

If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of the organization, the provision of the Articles of Incorporation shall govern.

Section 2 – Provisions of By-Laws

Should any portion or provision of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

Section 3 – References to the Articles of Incorporation

- A. All references in these By-Laws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding documents of this organization filed with the office of this state.
- B. All references in these by laws to a section of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of the federal tax code.