



BYLAWS

Classical Guitar Society of Upstate New York



SEPTEMBER 20, 2020

BYLAWS ESTABLISHED 10/2001, AMENDED 10/2003, 10/2006, 9/2020, 12/2020

www.cgsuny.org

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 – Principal Office

The principal office of this organization is located in Otsego County in 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 – Organization Year

For operational purposes, year is defined October 1st through September 30th.

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 501 (C) (3) of the Internal Revenue Service Code, including for such purposes, the making of distributions to organizations that qualify as exempt under section 501 (C) (3).

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 annual dues fixed by the Board of Directors and shall continue as a member upon paying annual dues fixed by the Board of Directors.

Section 2 – Dues

- A. The amount of the annual dues payable to the Classical Guitar Society of Update New York shall be determined by the Board of Directors not later than September 30th of each year and may include adult, student, and family membership. Dues shall be payable as of the first Monday of each October, and not later than the date of the annual meeting for a member to be in good standing and participate in the annual meeting and election of officers and the Board of Directors.
- B. The specific method and time of payment shall be determined and may be changed from time to time by the Board of Directors.
- C. Members shall be notified of the method and time of payment, and the membership term for which such payment applies. Such notice may be communicated via announcement on the organization's website, <https://www.cgsuny.org>, or other means of communication.
- D. No member may transfer membership or any right arising there from.

Section 3 – Membership Roll Book

This corporation shall keep a membership roll book containing the name and address of each member. The termination of a member shall be recorded in the book, together with the date of such membership. The treasurer or secretary of the organization shall be responsible for maintaining the membership roll book.

Article 4 – Meeting of Members and Article 5 - Voting

Section 1 –Convening of Meetings

Meetings of members shall be held in a manner, location, date and time as the Board of Directors may designate from time to time. Members shall be notified in writing of the purpose, location, date, and time of the meeting at least two weeks in advance of the meeting date. Notice to members may be mailed either electronically or by U.S. mail.

Section 2 – Regular Meetings

- A. The annual meeting of the members for purpose of electing directors and officers shall be held each and every year not later than October 31st. Whenever feasible, the annual meeting shall be convened in conjunction with the Classical Guitar Fall Festival.
- B. In general, annual meetings shall be convened in a manner, location, date and time convenient to members. If, due to circumstances beyond the control of the Board of Directors, an in-person meeting of members is not possible, the annual meeting may be

convened via web conferencing using a technology that is readily available and accessible to members.

- C. 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 date, time, location if applicable, and manner in which the annual meeting will be conducted (in-person or via web conferencing) at least two weeks in advance of the meeting date.
- D. Members shall be notified 45 days in advance of the annual meeting of the upcoming election of officers and the board of directors and process for nominating candidates for consideration by members.
- E. The presence of not less than five (5) members shall constitute a quorum.

Article 5 – Voting

Section 1 – Voting Rights

- A. Each member in good standing is entitled to one vote on each matter submitted to a vote by a member.
- B. At all meetings, except for election of officers and directors, all votes shall be by voice or show of hands.
- C. For all matters subject to a vote on a regular meeting, 2/3 of the members present shall constitute approval.

Section 2 – Election of Officers and Board of Directors

- A. Nominations of officers and board directors may be made by any member of the Classical Guitar Society of Upstate New York.
- B. To be nominated to serve as an officer or board director, an individual must be a member in good standing of the Classical Guitar Society of Upstate New York.
- C. Nominations of officers and board directors must be received not later than four weeks prior to the annual meeting.
- D. For election of officers and directors, ballots shall be provided to members via electronic or federal mail, whichever manner ensures receipt of the ballot by the members, not later than two weeks prior to the annual meeting. Ballots shall include background information regarding candidates for offices and directors.
- E. Nominees for the board of directors shall receive the CGSUNY conflict of interest policy and must file a conflict of interest statement prior to their election to a director position.
- F. Elections of officers and directors held as part of the annual meeting, the chairman of each meeting shall appoint a committee of three (3) persons from among members who shall act as “Inspectors of Election”.
- G. No Inspector of the election shall be a candidate for an office or board of directors.

- H. The Inspectors of the Election shall be responsible for receiving and tallying ballots submitted by members.
- I. Members in good standing may submit election ballots as part of an annual meeting if convened in person, by email via an electronic attachment, or by U.S. mail.
- J. Only ballots received by the Inspectors of the Election on or before the date specified in the notice of the annual meeting and election of officers and directors shall be considered valid and included in the tally of votes by the Inspectors.
- K. The Inspectors of the Election shall, at the conclusion of such balloting, certify in writing to the chairperson the results of the election and the certified copy shall be physically affixed in the minutes of the meeting.
- L. The chairperson shall notify members of the results of the election.

Article 6 – Order of Business for Meetings

- 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

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 inclusive of 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, from the date of the annual meeting in that calendar year to the date of the annual meeting in the subsequent calendar year.
- C. Any member of the Classical Guitar Society of Upstate New York who is in good standing and who shall be the age of majority in this state may serve as a director.

Section 2 – Meeting

- A. Five (5) 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. Meetings may be convened via web conferencing using a technology that is readily available and accessible to the Board of Directors and members of the organization.

- 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 and all meetings of the organization.
- G. A director may be removed by when sufficient cause exists for such removal, which may include failure to attend three consecutive board meetings. 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.
- I. Members shall be notified of the time, date, and means of participation in the Board of Directors meetings not later than one week prior to the date of the meeting. Such notification may be transmitted electronically or posted on the organization's website.

Article 8 – Officers

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

President
Vice President
Secretary
Treasurer

Section 2 – Qualifications, Election, and Terms of Office

- A. Any member of the Classical Guitar Society of Upstate New York and who shall be the age of majority in this state may serve as an officer.
- B. Officers shall be elected in concert with membership provision bylaws. Such officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever comes first.
- C. In the event that an office other than the President is vacated for whatever reason prior to completion of a term, the President shall appoint a member from among the Board of Directors to complete the term of office.
- D. If the office of either the Secretary or Treasurer is vacated for whatever reason prior to the completion of a term, the President may appoint the remaining officer to serve in the combined office of Secretary/Treasurer to complete the term of office.

- E. If both the offices of the Secretary and Treasurer are vacated for whatever reason prior to completion of the same term, the President may appoint a board member to the combined office of Secretary/Treasurer to complete the term of office.
- F. If the duties of both offices are combined, the Secretary/Treasurer shall assume responsibility for and execute the duties of both the Secretary and Treasurer as described in Section 3, C and D, below.

Section 3 – Duties of the Officers

- A. The President shall preside over meetings, and by virtue of the office be the 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 the 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.
- 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 notices to the members of the organization; be the official custodian of the records and seal 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 duties incident to the office of secretary.
- D. The Treasurer shall have the care and custody of all funds belonging to 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 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.

Section 5 – Compensation

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. In the event the duties of the Secretary and Treasurer are combined, thus creating an office of Secretary/Treasurer to complete a term in which one or both of the offices have been vacated, the individual serving

as Secretary/Treasurer may be compensated in an amount to be determined by the board of directors.

Section 6 – Conflict of Interest Provisions

- A. As a non-profit, charitable organization, CGSUNY is accountable to both government agencies and members of the public for responsible and proper use of its resources.
- B. Directors and officers have a duty to act in the best interest of CGSUNY and may not use their positions for their own or personal benefit.
- C. Directors and officers must adhere to the Conflict of Interest and compensation policy adopted by the CGSUNY board and must follow all procedures in that policy with respect to conflict of interest and compensation.
- D. Directors and officers of CGSUNY must file an annual conflict of interest disclosure statement.
- E. A potential conflict of interest arises when a director, officer or key person, or that person's relative or business (1) stands to gain a financial benefit from an action CGSUNY takes or a transaction into which CGSUNY enters; or (2) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer, or key person in discharging their duties to CGSUNY.
- F. Directors, officers, and key persons must disclose any potential conflict of interest to the board of directors.
- G. The board of directors shall determine whether a person has conflict of interest in accordance with Section IV of the conflict of interest policy adopted by the CGSUNY Board.
- H. After there has been a disclosure of potential conflict and after gathering any relevant information from the concerned director, officer, or key person, the board of directors shall determine whether there is a conflict of interest. The director, officer, or key person shall not be present for the deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.
- I. When a matter involving conflict of interest comes before the board, the board may seek information from the director, officer, or key person with the conflict prior to beginning and reaching a decision on the matter. However, a conflicted person shall not be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.
- J. A conflict of interest always exists in the case of a related party transaction as defined in the conflict of interest policy (a transaction, agreement or other arrangement in which a related party has a financial interest and in which the CGSUNY or any affiliate is a participant).
- K. No person shall be present for or participate in board or committee discussions or votes pertaining to:
 - a. their own compensation;
 - b. the compensation of a relative;

- c. the composition of any person who is in a position to direct or control them in an employment relationship;
 - d. the compensation of any person who is in the position to directly affect their financial interests; or,
 - e. any other compensation decision from which the person stands to benefit.
- L. The minutes of any board meeting at which a matter involving conflict of interest or potential conflict of interest was discussed or voted on shall include:
 - a. the name of the interested party and the nature of interest;
 - b. the decision as to whether the interest presented a conflict of interest;
 - c. any alternatives to a proposed contract or transactions considered by the board; and,
 - d. if the transaction was approved, the basis for approval.
- M. CGSUNY shall not make a loan to any 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 find to be necessary to the conduct of 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 shall be signed on behalf of the organization by any two of the following:

The President
The Vice President
The Secretary
The Treasurer

A Director to be named by the Board of Directors, if applicable.

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 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 authority to bind the organization by any contract or engagement or to pledge its credit or to make it liable momentarily for any purpose or in any amount.

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 Director in their discretion may determine to be necessary in the conduct of the organization.

Article 11 – Amendment of Bylaws

Section 1 – Amendments

These bylaws 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 these Bylaws and the Articles of incorporation of the organization the provision of the Articles of incorporation shall govern.

Section 2 – Provisions of Bylaws

Should any portion of provision of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected.

Section 3 – References to the Articles of Incorporation

- A. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding documents of this organization filed with the New York State Department of State.
- B. All references in these Bylaws to a section of the Internal Revenue code of 1986 as amended from time to time to corresponding provisions of the federal tax code.