

# SONGMAKERS, INC.

(A Non-profit Corporation)

## BY-LAWS

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## ARTICLE I. BOARD OF DIRECTORS

Section 1. The business, property and affairs of this corporation shall be managed by a Board of Directors, composed of seventeen (17) persons who shall be members of this corporation. Each director shall hold office for two years unless the director sooner resigns or is removed by action of the Board or the members. Nine (9) directors shall be elected in odd-numbered years, and eight (8) directors shall be elected in even-numbered years. The incumbent director's term of office shall end immediately upon certification of the newly elected Board of Directors.

Section 2. Vacancies in the Board, no matter how created, shall be filled by election made by the remaining directors or director. Each person so elected to fill a vacancy shall have all rights and duties as a director for the remainder of that term of office.

Section 3. Any director, at any meeting of the Board, may be removed for cause by a vote of two-thirds (2/3) of the directors.

Section 4. If and when all the directors shall individually or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board.

Section 5. The Board shall elect Officers of the corporation as provided in these By-laws.

Section 6. The Board may appoint such other agents as the Board may deem necessary for the transaction of the business of the corporation.

Section 7. The Board may create one or more committees, each consisting of two or more directors to serve at the pleasure of the Board. These committees shall only have authority to the extent provided in the resolution of the Board which created the committee.

The Board may also create advisory or workshop committees consisting of any of the members of the corporation, provided no such committee shall have the right to exercise the authority of the Board. Each workshop committee shall be managed by a Workshop Committee Chair, who shall be appointed by a majority vote of the Board and shall serve until he or she resigns or is removed by a majority vote of the Board. Workshop Committee Chairs are required to attend all regular meetings of the Board of Directors. The following workshop committees shall exist on an ongoing basis:

Subsection A. The Publicity Workshop Committee shall be responsible for disseminating information to the general public about Songmakers and its events via press releases, flyers, website content, etc. The Board of Directors shall determine which events are to be publicized. The Publicity Chair shall develop and maintain a list of contacts in the various print and electronic media through which information is disseminated.

Subsection B. The Website Workshop Committee shall be responsible for all duties involved in developing and maintaining the Songmakers website, including but not limited to: 1) Updating content; 2) Renewing the Uniform Resource Locator (URL) when due; 3) Managing email addresses as appropriate; and 4) Selecting the web hosting company and ensuring that maintenance fees are paid in a timely manner.

Subsection C. The Newsletter Workshop Committee shall be responsible for editing, publishing and distributing the monthly newsletter of the Corporation.

Section 8. The Board, by a majority vote at any meeting of the Board, may remove any agent.

Section 9. The Board, by a two-thirds (2/3) vote of all the directors, at any meeting of the Board, may remove any Officer.

Section 10. For any reason deemed sufficient by the Board, whether occasioned by absence or otherwise, the Board may assign all or any of the powers and duties of any Officer to any other director, but no person shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 11. The Board shall cause an annual report of the financial condition of the corporation to be made for each calendar year, and shall submit a summary report thereof to the membership at or before the regular annual meeting of the membership. The annual report shall contain in appropriate detail financial statements containing revenue or receipts, expenses or disbursements, assets and liabilities. The annual report shall also contain a statement of any transaction with, or indemnification of, any Officer or director. The report shall be accompanied by either a report of an independent accountant or the certification of an authorized Officer that statements were prepared without audit from the books and records of the corporation. The report shall be furnished annually to all directors of the corporation and any member who requests it in writing.

Section 12. The Board shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this corporation, and, in such case, the Board may make, execute and deliver in the name and behalf of this corporation such notes, bonds or other evidence of indebtedness as the Board shall deem proper, and the Board shall have full power to mortgage the property of this corporation, or any part thereof, as security for such indebtedness, and no action on the part of the membership of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

Section 13. The Board shall have the power to designate the Officer or agents who shall have the authority to execute any instrument on behalf of this corporation. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing Officers, the President or First Vice-President, and the Recording Secretary may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto.

## ARTICLE II. OFFICERS

Section 1. Officers of this corporation shall be elected by the Board from among the Board of Directors, subject to the restrictions described in Article III, Section 1. Election of Officers shall take place at the first Board meeting after the annual election of Directors. New officers shall assume office immediately. It shall be the duty of each officer to have all records, documents and other information pertinent to the duties of his office ready for prompt transfer to his successor.

Section 2. The President shall be chief executive officer of the corporation. He shall preside over all meetings of the Board and of the members. He shall have general and active management of the business of the corporation and shall see that all orders and resolutions are carried into effect. He shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President may, in each calendar quarter and of his own independent authority, spend or authorize to be spent in the name of the corporation up to five per cent (5%) of the corporate cash assets on hand as of the date of his assumption of office.

Section 3. The First Vice-President shall perform the duties and exercise the powers of the president during the absence or disability of the President.

Section 4. The Second Vice-President shall perform the duties and exercise the powers of the president in the absence or disability of both the President and First Vice-President. The Second Vice-President shall also perform the duties of Membership Chairman.

Section 5. The Recording Secretary shall preserve in books of the corporation true minutes of all meeting of the members, the Board and the Executive Committee, and shall attend all such meetings. He shall safely keep in his custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. He shall provide for the inspection of the minutes, By-Laws, Articles of Incorporation, or register of membership upon written demand by any member for a purpose reasonably related to his or her non-commercial interests as a member.

Section 6. The Corresponding Secretary shall conduct the correspondence of the corporation, except as otherwise provided, and shall send out proper notices of all meetings, where required.

Section 7. The Treasurer shall have custody of all corporate funds and securities, and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. He shall deposit all cash assets of the corporation in a bank, subject to an order in the name of the corporation signed by the President or First Vice-President and countersigned by the Treasurer or Recording Secretary. He shall disburse the funds of the corporation as may be ordered by authority of the Board, taking proper vouchers for such disbursements. He shall render, at regular meetings of the Board or whenever otherwise requested by the President, an account of all his transactions as Treasurer and of the financial condition of the corporation.

### **ARTICLE III. EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall consist of five directors, including the President, First Vice-President, Second Vice-President, Treasurer, and Recording Secretary. An individual shall be a member in good standing of the corporation for a minimum of two (2) years prior to being elected to any position which includes membership in the Executive Committee.

Section 2. The Executive Committee shall implement policies and actions of the Board and of the members, and shall otherwise have and exercise the authority of the Board in all matters necessary to the management of the corporation between meetings of the Board.

Section 3. The Executive Committee shall meet as necessary, upon call of the President or any two members of the Executive Committee.

Section 4. The Executive Committee may authorize the spending in each calendar quarter of up to ten per cent (10%) of the corporate cash asset on hand as of the first Board meeting after the most recent annual membership meeting.

## ARTICLE IV. MEETINGS

Section 1. The rules contained in "Roberts Rules of Order-Revised" shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or the special rules of order of this corporation.

Section 2. Meetings of the members shall be held at a suitable place designated by the President.

Section 3. There shall be a regular annual meeting of the membership, held within the last two weeks of February of each year. This meeting shall include the election of the Board of Directors.

Section 4. Special meetings of the members may be called at any time by the President, or a majority of the Board, or by petition signed by five per cent (5%) of the members. Upon receipt of proper notification in writing, setting forth the time and objects of such a meeting, the Corresponding Secretary shall prepare appropriate notices to the members and shall mail said notices at least ten (10) days prior to the date fixed for the special meeting. No business not mentioned in the notice shall be transacted at such a meeting.

Section 5. Fifteen per cent (15%) of the membership shall constitute a quorum at any meeting of the membership. Only matters for which notice was given may be voted upon at a meeting actually attended by less than thirty-three per cent (33%) of the voting power.

Section 6. Regular meetings of the Board of Directors shall be held quarterly during the months of March, June, September, and December.

Section 7. A special meeting of the Board may be called at any time by the President, or by one-third (1/3) of the members of the Board. Upon receipt of proper notification in writing setting forth the time and objects of such a special meeting, the corresponding secretary shall prepare appropriate notices to the Board and shall mail said notices at least ten (10) days prior to the date fixed for the special meeting.

Section 8. A majority of the directors of this corporation shall constitute a quorum at any meeting of the Board.

Section 9. All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued, and shall be deemed duly served when the same has been deposited at an appropriate time in the United States mail, with postage fully prepaid, plainly addressed to the sendee at his, her, or its last address appearing on the membership record of the corporation.

## ARTICLE V. MEMBERSHIP

Section 1. Any individual may become a member of this corporation upon payment of an annual membership fee determined by the Board. An individual member in good standing has the right to participate in any activity of the membership, to receive membership publications and to vote at any meeting of the membership.

Section 2. Any family may become a member of this corporation upon payment of an annual membership fee determined by the Board. Family membership shall include those members of the immediate family who participate in the activities of the corporation. Family members have the same rights as individual members, except that the family shall be entitled to a maximum of two (2) ballots.

Section 3. The Board may from time to time elect as honorary members of the corporation persons who contribute special services to the corporation. The Board shall determine what rights and privileges will be granted to such honorary members.

Section 4. All memberships are subject to the approval of the Board. Any member may be removed from membership at any meeting of the Board by two-thirds (2/3) vote of the Board and refund made to said removed member of a prorated portion of his membership fee. The determination by the Board as to what constitutes an appropriate prorated refund shall be binding on the member. The exclusion of a member must be done in good faith using the following procedure:

- a. The member must be given fifteen (15) days prior notice of the expulsion and the reasons thereof.
- b. The member must be given the right to be heard orally, or in writing, not less than five (5) days prior to the effective date of the expulsion, by a committee consisting of at least one-third (1/3) of the Board. The committee shall have the authority to decide the expulsion not take place.

Section 5. Membership fees are payable annually for the calendar year or part thereof. A member whose fees are currently in arrears shall lose his good standing and shall not be entitled to vote at any meeting of the membership. A member whose fees are in arrears as of the 15th of April shall automatically and forthwith lose his membership and all rights and privileges pertaining thereto.

## ARTICLE VI. CHAPTERS

Section 1. A group of fifteen (15) or more members of the corporation may petition the Board for recognition as a Chapter of the corporation. A chapter is a local organization of corporation members formed to facilitate the promotion of the objectives of the corporation. Chapter status may be granted or revoked at the discretion of the Board.

Section 2. Chapters shall conform to all rulings and policies of the Board, and to the objectives of the corporation as set forth in the Articles of Incorporation.

Section 3. Chapters shall be entitled to have announcements of chapter activities published in official schedules of corporation activities.

Section 4. Chapters may solicit voluntary contributions from members and participants for the conduct of chapter activities, but may not levy dues or assessments for any purpose.

Section 5. Chapters shall, on an annual basis, select officer(s) who shall be responsible for the operation of the chapter.

Section 6. Chapter activities shall be open to all members of the corporation.

## **ARTICLE VII. WORKSHOPS**

Section 1. A Workshop shall consist of a group of persons meeting on a systematic basis for pursuit of a specialized interest.

Section 2. The Board may recognize such workshops as it deems relevant to the objectives of the organization.

Section 3. In all other administrative matters, the workshops shall conduct themselves by the same regulations as specified in ARTICLE VI, CHAPTERS.

## **ARTICLE VIII. ELECTION OF DIRECTORS**

Section 1. A Nominating Committee consisting of seven (7) members of the corporation shall be elected at the September meeting of the Board. The Nominating Committee shall include at least two (2) directors, and shall be representative of the corporation.

Section 2. The Nominating Committee shall receive and certify the validity of nominations made at meetings of chapters and other committees of the corporation and shall make such additional nominations as it deems necessary. The Nominating Committee shall ascertain the acceptance of candidacy by nominees.

Section 3. The Nominating Committee shall compile a list of all valid and accepted nominations, and shall send this list to the membership at least one month prior to the regular Annual Meeting of the membership.

Section 4. Any member present at the Annual Meeting may make nominations for director, and upon acceptance by the nominee, the candidate shall be eligible for election.

Section 5. Only members in good standing shall be eligible to assume the elected office of director of this corporation.

Section 6. The Nominating Committee shall arrange for, and conduct the election of directors by secret ballot at the regular annual meeting of the membership.

Section 7. In case of an election tie, the determined electees will elect, by secret ballot, the remaining director or directors from amongst those tied.

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

Section 1. These By-Laws may be amended by the vote of a majority of the members of the corporation or by the written assent of a majority of the members of the corporation with previous notice given.

Section 2. These By-Laws may be amended, at any Board meeting, by an affirmative vote of a majority of the directors. No amendment by the Board shall change the authorized number of directors, or adversely affect the rights of members without an affirmative vote by a majority of the members as provided by ARTICLE IX, Section 1 of these By-Laws.

## **ARTICLE X. CALIFORNIA NON PROFIT PUBLIC BENEFIT LAW**

Section 1. These By-Laws shall conform with the California Non-Profit Public Benefit Law, and amendments thereof.

Section 2. As of August 1, 1980, the corporation had less than 500 members, or \$10,000.00 in assets. However, these By-Laws shall be considered amended, whether stated herein or not, when membership or assets exceed limits stated in the California Non-Profit Public Benefit Law, to conform with said Law's requirements imposed upon corporations which exceed the stated limits.

## AMENDMENT HISTORY

"Amended September 1, 1980"

Retyped April 11, 1991 by A. Hoff

ARTICLE IV, Section 2 revised April 29, 1991

WP5.1 June 29, 1991 by R.F.M. Conroy  
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ARTICLE III, Section 1 revised by Gary F. Lynch per amendments approved by the board on March 6, 1999.  
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ARTICLE I, Section 7 revised by Gary F. Lynch per amendment approved by the board on January 14, 2001.  
Filename: C:\My Documents\Word\Songmakers\Bylaws\bylaws20010115.doc, January 15, 2001.

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