

Atlanta Early Music Alliance, Inc. Bylaws

Adopted March 18, 1996
Amended February 5, 2003, (reprinted in October 2006)

WHEREAS certain men and women in the southeastern United States are united in the belief that the performance of music of all ages in the style of and upon the instruments of the age in which such music was written uniquely reveals the artistic merit and qualities of such music and deepens the understanding of all people of our common musical inheritance, and,

WHEREAS said persons are united in the belief that by acting together they may now (1) encourage, foster and develop such performance as well as further teaching, scholarship, and learning concerning past performance practice and construction of instruments of earlier ages, and (2) undertake to encourage the preservation of such instruments and the construction of replicas thereof,

NOW THEREFORE the said persons are resolved to unite together in a voluntary association to serve music, musicians and the public to pursue their beliefs.

IN FURTHERANCE OF WHICH the following bylaws are promulgated.

Article I, IDENTIFICATION

The name of the Corporation is ATLANTA EARLY MUSIC ALLIANCE, INC. (hereinafter referred to as the "Corporation").

Article II, MEMBERS

Section 1

Membership. The membership of this Corporation shall be open to all persons and organizations interested in the purposes of the Corporation. There shall be three classes of membership as set forth below. The Board of Directors may from time to time institute other criteria for membership, including a schedule of dues and additional classes of membership or modify the existing classes of membership.

(a) Individual Members. This class shall consist of all of the individual members during any year who shall have paid the dues applicable to this class. Such individuals shall be entitled to one vote and shall be eligible to hold office.

(b) Family Members. This class shall consist of one or two adults and any number of minor children of a household, who together shall have paid the dues applicable to this class. The adults shall be entitled each to one vote and shall be eligible to hold office.

(c) Institutional Members. This class shall consist of any organization, including partnerships and incorporated entities, that wishes to be associated with and to support the purposes of the Corporation and which shall have paid dues applicable to this class. Each Institutional Member shall designate one representative from the organization who shall be entitled to one vote and shall be eligible to hold office. Any person who is a partner, shareholder, employee or otherwise associated with an Institutional Member may also become a member of the Corporation in his or her own right.

Section 2

Special Membership. The following categories of special membership shall be recognized:

(a) Founding Members. Persons or organizations that shall have paid the dues applicable to this class on or before a date to be determined by the Board of Directors shall be designated as Founding Members of this Corporation and shall be continued to be listed as such as long as regular or institutional membership is thereafter maintained by such individual or entity. Founding Members shall be considered Regular Members with all the rights and privileges thereof for one year following payment of the dues applicable to this class.

(b) Honorary Members. Any person who has rendered to the art or industry of music, or to this Corporation, a notable or conspicuous service, may be eligible to membership in this class elected thereto by a four-fifths majority vote of the Board of Directors. All nominations in respect to this class of membership shall, however, be tabled at the meeting first presented and may not be acted upon until or after the next meeting. Honorary Members shall be considered Regular Members with all the rights and privileges thereof without payment of any dues for a period prescribed by the Board of Directors upon election to this class.

Section 3

Application for Membership. Application shall be submitted to the Corporation accompanied by membership dues and any required proof of eligibility necessary for any particular class of membership. Membership status shall be automatically granted to all such applicants.

Section 4

Membership Dues.

(a) Annual dues shall be determined by the Board of Directors for each calendar year.

(b) Annual dues shall be payable upon the presentation of the application for membership and thereafter shall be payable on an annual basis.

(a) Unless otherwise directed by the Board of Directors, all sums received in payment of dues shall be for the use and benefit of the general fund.

(b) Upon the default in excess of thirty days in payment of any dues, after notice thereof has been given to the member, such member's membership shall terminate.

Section 5

Membership Roll. It shall be the responsibility of the Secretary to prepare and keep a membership roll or list of members of the Corporation.

Section 6

The rights, benefits, and privileges of members of the Corporation shall be such as shall from time to time be determined by the Board of Directors unless expressly provided for herein. It is understood that the receipt by a member of financial or other support, whether in the form of a scholarship, subsidy, tour or

performance support or otherwise, shall not violate any requirement of equal treatment of members, and such receipt shall not be deemed a right, benefit, or privilege of membership.

Section 7

Conduct. Any member whose conduct is considered detrimental to the best interests and purposes of the Corporation, as set forth in the statement of purpose above, may be suspended by two-thirds vote of the full membership of the Board of Directors, provided such member has had the opportunity to present his or her case to the Board of Directors in person or in writing. A suspended member has the right to appeal his or her suspension within one month. Such appeal shall be placed on the agenda of the next Meeting of the Corporation for decision by majority vote of all members present and voting. If the suspension is upheld, the suspended member shall cease to be a member of the Corporation and the Corporation shall refund the unexpired portion of his or her current dues on a monthly pro-rata basis.

Section 8

The Annual Meeting of the Members shall be held each year during the month of April or at such other time as may be fixed by the Board of Directors. Special meetings may be called at any time by the Board of Directors or as otherwise provided for in these bylaws.

Section 9

Written notice of the place, date and hour of any meeting shall be given to each member entitled to vote at such meeting by mailing the notice, postage prepaid, or by personal delivery, not less than ten nor more than fifty days before the date of the meeting.

Section 10

Any member may request that an action be taken at any Annual or Special Meeting by a motion made either in person or by publication. Motions may be made by publication as follows: The maker of the motion shall submit a statement of the motion to the Board of Directors prior to, but no later than one week before the Annual or Special Meeting, signed by the maker and a seconding member. Every motion or resolution which shall be made or offered at any meeting of the Corporation shall, at the request of the Secretary, be reduced to writing and furnished to the Secretary before the question shall be put before the membership.

Section 11

The Annual Meeting, and all meetings provided for herein, shall be conducted in accordance with Roberts' Rules of Order.

Section 12

Quorum. A majority of the membership, including proxies, shall constitute a quorum thereof.

Article III, BOARD OF DIRECTORS

Section 1

The government of the Corporation shall be vested in and its affairs managed by a Board of Directors which shall be comprised of 6 elected members and 3 appointed members who shall be appointed by a majority vote of the current Board) for a total of 9 members of whom half of the current Directors shall constitute a quorum. The appointed members shall be chosen so that professional musicians and other individuals will each constitute between 1/3 and 2/3 of the board.

Each Director (whether elected or appointed) shall hold office for a maximum term of three (3) years, plus, if elected or appointed, a second consecutive term of three (3) years. After the expiration of the second consecutive term, he or she may not be eligible for reelection or reappointment until two (2) years after the expiration of such Director's prior term of office.

The appointed members of the Board shall be appointed by the current Board not only with regard to such appointed member's ability and willingness to devote time and energy to the governance of the Corporation, but also with regard to the goal of enhancing a diversity of disciplines and otherwise enhancing the ability to the Board to reflect the views of the membership and to carry out the purposes of the Corporation.

Section 2

Meetings of the Board of Directors. An annual meeting of the Board shall be held in close proximity to the Annual Meeting of the Members. No notice thereof shall be necessary.

In addition to the Annual meeting, other regular meetings of the Board shall be called not less frequently than one additional time each year or at any time at the request of any five (5) members of the Board. The Secretary shall give notice to each Director of each such meeting, together with notice of any particular item of business which any Director shall have requested be discussed at such meeting. Directors are permitted to participate in the Board meetings by telephone.

Section 3

Members of the Corporation may make a request in writing of any Director that a particular matter pertinent to the Corporation be discussed at a Board meeting, provided that such notice be given not later than five (5) days prior to such Board meeting. When so requested, the Director shall notify the President of the matter for inclusion on the agenda and the Director shall be obligated to introduce such matter as an item of business at the first Board meeting following the receipt of such request.

Section 4

Reports of Board Meetings. The Board of Directors shall keep a record of its proceedings and shall submit such record at the Annual Meeting of the Corporation. The Board shall report at the Annual Meeting, or any special meeting of the Corporation, any business which it in its discretion believes will require the action of the Corporation.

Section 5

No Director shall be permitted to vote on a decision to grant, award or disburse financial or other support which would directly benefit such Director.

Section 6

Nomination of Directors. Prior to any election, a Nominating Committee shall be selected by the Board of Directors, which shall be comprised of three Directors and two current members who are not Directors. A list of candidates, which must exceed by at least two the number of vacancies to be filled, shall be selected by the Nominating Committee. In addition, nominations may be made by a petition signed by 5 or more current members. Petitions will be available to any member on request to the Nominating Committee.

Section 7

Election of Directors. Directors shall be elected by a plurality vote of all current members that cast ballots in any election. Such election shall be held by a mail ballot (according to procedures established by the Board of Directors) that shall be completed prior to the Annual Meeting of members.

Section 8

Notwithstanding the foregoing, at the initial meeting of the Corporation, on March 18, 1996, a Steering Committee was elected with the power to constitute itself in whole or part the Initial Board of Directors of the Corporation.

The Initial Board of Directors shall hold office until the first election of Directors is held in accordance with Section 7 above, which in no event shall be held later than April 25, 1996. In such election, the 2 nominees receiving the highest number of votes shall serve an initial term of three (3) years; the 2 receiving the next highest number of votes shall serve an initial term of two (2) years; the 2 receiving the next highest number of votes shall serve an initial term of one (1) year. In case of a tie between two nominees, one of whom should serve a term of one length and the other a term of another length, a toss of a coin shall determine who should serve the longer term. Election to subsequent terms will be determined in accordance with Section 1 next above. These 6 initial elected Directors will then appoint the initial 3 appointed Directors, 1 to an initial term of three (3) years, 1 to an initial term of two (2) years, and 1 to an initial term of one (1) year. Appointment to subsequent terms will be determined in accordance with Section 1 next above.

Section 9

Management. The Board of Directors shall have charge of and supervision over the general management of the business of the Corporation, and in addition to the powers expressly conferred by these bylaws may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 10

The powers of the Board of Directors shall include, but shall not be limited to, the following:

- (a) To make contracts or authorize contracts to be made by officers of the Corporation, to see that such contract are carried out, and to take legal action if necessary for the fulfillment of these contracts.
- (b) To purchase or otherwise acquire for the Corporation any real or personal property, rights and privileges which the Corporation is authorized to acquire on such terms and conditions, and for such consideration, as the Board in its discretion deems appropriate.
- (c) To hire, fix the compensation of, and suspend any agent or employee of the Corporation.
- (d) The Board of Directors shall have control over and power of disposition of all funds belonging to the Corporation. It shall determine the manner and form of the investments and shall designate the depositories of such funds. It shall determine who shall be authorized to sign on the Corporation's behalf, receipts of the endorsements, checks, releases, contracts and documents.
- (e) To create, direct and dissolve all committees.
- (f) To adopt a seal of the Corporation.
- (g) To make such regulation and to take such action as is not inconsistent with these bylaws and that is deemed advisable for the protection of the property and for the general purpose of the Corporation.

Section 11

Directors shall not receive any compensation for serving as a Director, except

that the foregoing shall not preclude reimbursement of reasonable expenses incurred in the conduct of the business of the Corporation to the extent as shall be approved by the Board of Directors.

Section 12

Vacancies in the Board of Directors shall be filled as follows:

(a) **Elected Directors:** When an elected Director is unable to complete his or her term, the vacancy shall be filled by the candidate who received the next highest number of votes in the most recent election but was not previously elected.

(b) **Appointed Directors:** When an appointed Director is unable to complete his or her term, such vacancy shall be filled by the appointment of a Director as described in Section 1 next above.

All vacancies shall be filled not later than the next regular meeting of the Board of Directors, Directors chosen to fill the unexpired portion of a term of office for which more than one year of the term remains, shall not be eligible for re-election to more than one additional term, and shall otherwise be subject to rules limiting term of office as set forth in Section 1 next above.

Section 13

In the event that at any regular or special meeting of the Board of Directors, three-quarters of the entire Board shall be of the opinion that sufficient cause exists for the removal of any director or officer and that such removal is in the best interests of the Corporation, a special meeting of the Boards of Directors shall be called, upon fourteen days written notice to each of the directors, specifying the charges being asserted against the director or officer, and a copy of such charges shall be served upon the Director or Officer, at least fourteen days before such special meeting.

Pending such special meeting, the Board of Directors may suspend from office any Officer or Director against whom charges have been made.

In the event that at such special meeting the directors shall, after hearing such director or officer, determine by an affirmative vote of three-quarters of all directors in office that sufficient cause exists for his or her removal,

and that his or her removal is in the best interests of the Corporation, then such person shall immediately cease to be a director or officer as the case may be, and the resulting vacancy shall be filled as provided in Section 12 next above.

Section 14

No member of the Board of Directors or any person acting on behalf of the Corporation shall participate in or vote on any question relating to any transaction or negotiation involving the Corporation and any other party or any subsidiary of licensee thereof, in which such Officer, Director or other person has any pecuniary interest, or with whom such Officer, Director or other person has any contractual relationship. Notwithstanding the foregoing, the restriction with respect to contractual relationships may be waived by secret written ballot of a majority of the Board of Directors in favor thereof if such waive would be in the best interests of the Corporation.

Article IV, OFFICERS

Section 1

The Officers of the Corporation shall consist of a President, one or more Vice President(s) as the Board from time to time may designate, a Secretary, and a Treasurer, all of whom shall be Directors of the Corporation. The First Vice-President shall be designated as President-Elect.

Section 2

Election of Officers. The Officers shall be elected annually by the Board of Directors by majority vote on the entire Board, and such Officers shall serve in the same capacity on the Board of Directors. Each Officer shall serve for a term of one year or until the election and qualification of his or her successor.

Section 3

Vacancy in Office. In the event that a vacancy occurs, due to suspension, resignation, or for any other reason, of any Officer, an election shall be held forthwith in order to fill the vacancy for the unexpired portion of the term.

Section 4

The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall have general supervision over the business affairs and property of the Corporation and over its several officers.

The President shall see that all orders and resolutions of the Board of Directors and of the Corporation are carried into effect and he or she shall sign all contract and agreements that are authorized by the Board of Directors, unless the Board shall otherwise direct.

The President shall submit to the Board of Directors at the close of each fiscal year, and to the members of the Corporation at each Annual Meeting, a complete report of the operation of the Corporation for the preceding year, and shall make such recommendations as he or she deems appropriate. He or she shall from time to time report to the Board of Directors all matters known to him or her which the interests of the membership demand be brought to the Board's attention.

He or she shall appoint all members to committees, and shall be an ex officio member of all standing committees.

Section 5

The Vice President shall have such powers and shall perform such duties as the Board of Directors may from time to time prescribe.

Section 6

In the event of the absence of the President or the inability of the President to act, the President-Elect shall discharge the duties of the President. In the event of the absence of both the President and the President-Elect, or the inability of both said President and President-Elect to act, an officer designated by the board at a meeting called by the Secretary shall discharge the duties of President.

Section 7

The Secretary shall record all the votes, proceedings, and minutes of the meetings of the Corporation and of the Board of Directors.

When authorized by the Board of Directors, the Secretary or his or her delegate shall affix the

seal of the Corporation to any instrument requiring the same. The seal of the Corporation, so affixed, shall be attested by the signature of the Secretary or by any person to whom the Secretary delegates the duty.

The Secretary shall give notice of all meetings of the Corporation and of the Board, and of all call for assessments to be paid by members.

Section 8

The Treasurer shall have charge of the funds, securities, receipts and disbursements, of the Corporation. He or she shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as the Board of Directors may from time to time designate. He or she shall be responsible for the maintenance of the full and correct books of account of all the Corporation's business and transactions. He or she shall be responsible for disbursing the funds of the Corporation. He or she shall pay no bills unless they are properly certified by the officer, committee, or an individual who has been authorized by the Board of Directors to make such expenditure.

The Treasurer shall present to the Board a report of the financial transactions and status of the Corporation on a quarterly basis or at any other time as the Board of Directors may require. He or she shall also see that an audited financial statement is prepared at the end of each fiscal year and that this report shall be presented to the Board of Directors.

Section 9

Signatory Powers. The President, Vice President, and Treasurer shall have signatory power on all accounts of the Corporation subject to such limitations on the amounts as may from time to time be designated by the Board of Directors. Other Directors, agents, or staff may be given signatory power as determined from time to time by the Board of Directors.

Section 10

Delegation of Powers. All Officers may delegate the duties of their offices but the foregoing does not relieve them of the duty to see that such activities have been carried out.

Article V, STANDING COMMITTEES

The Board of Directors shall from time to time establish such committees as shall be necessary for carrying out the purposes of the Corporation. These committees may include, but not be limited to the following:

Section 1

Executive Committee. The Board of Directors shall appoint an Executive Committee from among its members who shall advise and assist the Corporation in all matters concerning its interest and the management of its business, with such powers as may be prescribed or delegated by the Board of Directors from time to time. The Executive Committee shall supervise the activities of the Corporation during the intervals between the meetings of the Board.

The Executive Committee shall be composed of the officers of the Corporation.

Section 2

Nominating Committee. The Board of Directors shall appoint a Nominating Committee as specified in Article III, Section 6 above whose responsibility shall be the nomination of members for election or appointment to the Board of Directors.

Section 3

Quorum. A majority of each committee shall constitute a quorum thereof.

Section 4

Meetings and Chairman. Committees shall meet from time to time as necessary to transact the business of the Committee, but not less than once a year. It shall be the responsibility of the President to appoint the chairman of each Committee whose responsibility shall be to notify members of all meetings and to maintain accurate records of the minutes of the committee.

Section 5

Minutes of Committees. Each standing committee shall keep regular minutes of its transactions and cause them to be recorded in a book kept in the office of the Corporation for

that purpose, and to report the same to the Board of Directors at its regular meetings.

Article VI, NOTICES

Whenever notice is required to be given to any member or otherwise pursuant to these bylaws, such notice shall not be required to be given by personal service, but such notice shall be deemed to have been given from and at the time it shall have been deposited in the Post Office, or an any regular United States mailing box, and the date of mailing shall be deemed the date of service. It shall be the obligation of all members to inform the Corporation of any change of address.

Article VII, OFFICE AND BOOKS

Section 1

The principal office of the Corporation is to be at such place within the state of Georgia as the Board of Directors may from time to time determine.

Section 2

There shall be kept at the office of the Corporation, or other locations designated by the Board of Directors, correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these bylaws, and all minutes of meetings of the members and of the Board of Directors.

Article VIII, FISCAL YEAR

The fiscal year of the Corporation shall be January 1-December 31.

Article IX, INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator, intestate, was a director, officer, employee, or agent of the Corporation, against judgments, fines, amounts

paid in settlements and reasonable expenses, including attorney's fees.

Article X, AMENDMENTS

Section 1

Amendments to the bylaws may be made as follows:

- (a) by a majority of the Directors in office at any meeting of the Board of Directors, or
- (b) by a majority of all members by means of a mail vote approved by the Board.

Section 2

Mail votes. The Secretary shall be responsible for tabulating the ballots, assisted by such persons as may from time to time be determined by the Board of Directors. The Board of Directors shall certify the result that the amendment has carried or failed, as the case may be, not later than thirty days after the expiration of the period within which ballots may be cast and such amendment shall become effective immediately upon such certification unless some other period shall have been stated in the amendment.

Section 3

Membership in Good Standing of Directors. A Director, whether elected or appointed, shall maintain his or her membership in the

Corporation as specified in Article II, Section 4 above, and is expected to support the Board of Directors and the governance of the Corporation by his or her attendance at the majority of scheduled Board meetings.

Section 4

Sharing of Membership List. The Corporation serves as an umbrella organization for the various professional and amateur groups as well as individuals in the metropolitan Atlanta area devoted to and engaged in the historically informed practice and performance of music, especially that written before 1800. Since its mission is accomplished through dissemination and coordination of information, education, and financial support, it is prepared to make its mailing list as well as news about its own activities available upon request to any of the above defined groups and to any individuals who are members in good standing.

While it does not set any preconditions for the sharing of its mailing list and other information with such groups or individuals, it would encourage and appreciate their reciprocating this favor. Any request to share its mailing list and other information with groups or individuals not ostensibly or expressly devoted to the historically informed practice and performance of music, especially that before 1800, must be presented to the Board of Directors for its approval.