

CONSTITUTION AND BYLAWS OF ALLENTOWN MUSIC CLUB

BY-LAWS

Article I

Name

The name of this organization shall be Allentown Music Club.

Article II

Objects and Limitations

Section 1. This association is organized for charitable, educational and scientific purposes as defined and limited by Section 501(c) (3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to:

1. The development, cultivation and promotion of musical standards and interests among the residents of Allentown and vicinity, and the encouragement of musical education by any lawful means including the awarding of scholarships or other student aid to worthy music students.

2. The making of distributions for such purposes to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Section 2. No members of the organization shall receive any pecuniary gain or profit, incidental or otherwise, from its activities except that the association shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purpose set forth in Article II hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of any candidate for public office. The organization shall not carry on any activity not permitted to be carried on (a) by any organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. The organization shall distribute income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, and shall not engage in any act of self-dealing as defined in Section 4941(d), nor retain any excess business holdings as defined in Section 4943(c), nor make any investments in such manner as to incur liability under Section 4944, nor make any taxable expenditures as defined in Section 4945(d). All of the aforesaid sections refer to the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE III

Membership

Section 1. The membership of this organization shall consist of the following groups: Artist Member, Honorary Artist Member, Member and Young Musician.

X Section 2. An Artist Member shall be one whose ability to perform has been approved by the Auditions Committee. An Artist Member shall perform from time to time as requested by the Program Committee. If an Artist Member, without good cause, shall not perform for a period of two (2) years, such Artist Member, by action of the Board of Directors, shall become a Member.

Section 3. An Honorary Artist Member shall be one who after ten (10) years of faithful service as an Artist Member, may be placed upon the Honorary Artist list by the Board of Directors.

Section 4. A Member shall be one who has been sponsored by one and endorsed by two members, whose name has been read before the Board of Directors, and who has been favorably voted upon by secret ballot by a majority of Board members present. A former member of the organization, upon application, may be reinstated by the Board of Directors.

Section 5. A Young Musician shall be a person under eighteen (18) years of age, whose ability to perform for the Young Musicians Division has been approved by the Young Musicians Counselors and who shall become a member of the Young Musicians Division.

ARTICLE IV

Section 1. The officers of the organization shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Federation Secretary and a Treasurer.

Section 2. The President shall preside at all meetings and perform all duties pertaining to the office, appoint all chairmen of committees, act as chairman of the Board of Directors, be a member ex-officio of all committees and approve all bills for payment by the Treasurer.

Section 3. The Vice-President shall perform the duties of the President in the absence of the President.

Section 4. The Recording Secretary shall have custody of all organization records, shall report the proceedings of the Board of Directors and membership meetings, keep an attendance record of Board meetings, and, at the expiration of the term of office, shall present a final report and turn over all records to the succeeding Recording Secretary.

Section 5. The Corresponding Secretary shall send notices of all meetings and shall conduct the correspondence of the organization.

Section 6. The Federation Secretary shall serve as liaison between this organization and the Pennsylvania Federation of Music Clubs and the National Federation of Music Clubs.

Section 7. The Treasurer shall be custodian of all funds, shall invest them at the direction of the Board of Directors, shall collect all dues, pay approved bills and present a written report of all receipts and disbursements, at each meeting.

Section 8. An officer who has served a full term, with the exception of the treasurer, may be re-elected, but limited to three consecutive terms.

Section 9. It shall be the duty of the Board of Directors to fill any vacancy which may occur in any office.

ARTICLE V

Board of Directors

Section 1. The government of this organization shall be vested in a Board of Directors, consisting of the elected officers, committee chairmen, the immediate Past-President, the Chorus Director and the Young Musicians Counselors.

Section 2. The elected officers of the organization shall constitute the Executive Committee which shall have the power to act for the Board of Directors in any emergency.

ARTICLE VI

Meetings and Elections

Section 1. Regular meetings shall be held on the first Monday of each month from October to the first Monday in May, inclusive, or at such other time as shall be approved by the Board of Directors.

Section 2. Election of officers shall be biannually at a special meeting called for the purpose by the Board of Directors.

Section 3. All Artist, Honorary Artist and Members in good standing shall be qualified to vote.

ARTICLE VII

Committees

Section 1. There shall be the following committees: Achievement Record, Audition, Budget & Finance, Guest Artist, Hospitality, Membership, Nominating, Past Presidents Assembly & Memorial Scholarship Fund, Printing, Program, Publicity, Stage & Lighting, Transportation, Ways & Means and Yearbook.

Section 2. Special Committees may be appointed by the President.

Section 3. The Nominating Committee shall consist of three members appointed by the President with preference given to the most recent past presidents who are able and willing to serve. Names of nominees shall be submitted to the Board of Directors before presentation to the voting members for election.

ARTICLE VIII

Dues

Section 1. The fiscal year shall end on May 31.

Section 2. The annual dues for each membership group, and assessments, if any, shall be fixed by the Board of Directors.

Section 3. All dues and assessments shall be paid by June 1, one month after the billing date of May 1. Any member who has not paid within such a period shall not be a member in good standing and will be notified of his or her delinquency during the month of June and if dues are not paid by July 1, his or her name shall be dropped from the roll of membership.

ARTICLE IX

Order of Business

Section 1. The order of business at all meetings shall be as follows:

1. Reading of Minutes
2. Report of Treasurer
3. Report of Standing Committees
4. Report of Special Committees
5. Unfinished Business
6. Communications
7. New Business
8. Adjournment

This order of business may be suspended at any time by a majority vote of members present.

ARTICLE X

Quorum

Section 1. Twenty-five members shall constitute quorum for the transaction of business at a membership meeting.

Section 2. A majority of the members of the Board of Directors shall constitute a quorum of the Board of Directors.

ARTICLE XI

Parliamentary Authority

Section 1. A Parliamentarian, having knowledge of parliamentary law and effective usage thereof, shall be appointed by the President, subject to confirmation by the Board of Directors. The Parliamentarian shall endeavor to attend all meetings of the members and the Board, but shall not be a voting member of the Board of Directors.