

BYLAWS  
OF  
FREDERICKSBURG MUSIC CLUB, INC.

As revised by the Board of Directors 04/15/2019

ARTICLE I

Name and Purpose

Section 1.0 Name

The name of this corporation is **Fredericksburg Music Club Inc.**

Section 1.1 Purpose

The Corporation is organized under the laws of the State of Texas for charitable, educational, social and scientific purposes. In carrying out its corporate purposes, the Corporation shall have all the powers allowed under the Texas Non-Profit Corporation Act. The purposes of the Corporation are as stated in Article IV of the Articles of Incorporation. The principal purpose may be summarized as follows: To promote and expand knowledge, understanding, and appreciation of classically oriented music (defined as music of permanent value) through live performances presented to the people of the Texas Hill Country. This will be accomplished by raising funds, engaging professional musical artists, and presenting a series of concerts each year.

Section 1.2 Mission Statement

The mission statement of the Fredericksburg Music Club is to promote and expand knowledge, understanding, and appreciation of classically oriented music in the Texas Hill Country.

ARTICLE II

Office

Section 2.0 Office

The principal office of the Corporation shall be located at the physical address of the presiding Fredericksburg Music Club President.

## ARTICLE III

### Members/Supporters

#### Section 3.0 Members/Supporters

- 3.0.1 The Corporation shall solicit individual and corporate Members/Supporters. The Members/Supporters shall be all who join the organization by contributing financially. Individuals shall be considered members during the season for which they designate their donation. To be considered a member, their donation will be at a level not less than twenty-five dollars (\$25). To be considered a corporate sponsor, the donation will be at a level not less than one hundred dollars (\$100).

## ARTICLE IV

### Board of Directors

#### Section 4.0 General Powers

- 4.0.1 The business and affairs of the Corporation shall be managed by its Board of Directors.

#### Section 4.1 Procedure for appointment of Board Members

- 4.1.1 An individual must be nominated by a current Board Member.  
4.1.2 The individual must be a current member of the FMC.  
4.1.3 An interview committee of at least two (2) Board Members will be selected by the President to interview the individual in an informal setting.  
4.1.4 If the interview committee supports the individual to be a Board Member, they will notify the Board of Directors and submit the candidate for a vote. This submission for a vote can be electronically submitted to the Board or verbally at a Board meeting.  
4.1.5 The FMC Board of Directors will vote on the prospective member. An approval of three-fourths (3/4) of Board membership is necessary to approve a new Board member.

#### Section 4.2 Number of Board Members

- 4.2.1 The number of Directors of the Corporation shall be from eight (8) to thirteen (13). These limits can be increased or decreased by amendment of this bylaw.

#### Section 4.3 Tenure of Board of Directors

- 4.3.1 A new Board Member should initially try to commit to a three (3) year term. A Director may succeed himself/herself if duly appointed by the Board. There is no limit to the term of a Board Member as long as they are active in achieving the organization's goals.

Section 4.4 Qualifications

4.4.1 Directors will be Members/Supporters (cf. Section 3.0) who share the interests, goals, and aspirations of the Fredericksburg Music Club, and who are willing and available to participate actively in its management.

Section 4.5 Vacancies

4.5.1 The Board of Directors will manage the number of Board Members so that all human resource needs of the FMC can be accomplished. The procedure outlined in Article IV, Section 4.1, should be followed to add Board Member(s).

Section 4.6 Annual Meeting

4.6.1 The annual meeting of the Board of Directors shall be held after the last concert of the season. At this annual meeting, the Board shall elect the Officers of the Corporation from among the Board of Directors for the ensuing term by simple majority, by secret ballot, tabulated by a disinterested person selected for that purpose. The secret ballot will only be used if a position is contested.

4.6.2 The annual meeting will also be the time when the Board of Directors votes to approve the budget for the next fiscal year. The approved budget will also include the budget for the Program Committee for the season after next since contracts for performers are made over one (1) year in advance.

Section 4.7 Regular meetings

4.7.1 Regular meetings of the Board of Directors shall be held as needed, generally during the week following each concert. A meeting is not mandatory after each concert.

Section 4.8 Special Meetings

4.8.1 Special meetings of the Board of Directors may be called by or at the request of the President, or upon request of three or more of the Directors in office. The person or persons authorized to call special meetings of the Board of Directors may hold it any place that is within a reasonable distance for all the members to attend.

## Section 4.9 Electronic Meetings

- 4.9.1 Electronic meetings may be initiated by the President if there is a simple proposal which may need a yes or no vote.
- 4.9.2 Electronic voting is allowed. If an electronic vote is made, the vote will be noted in the minutes for the next business meeting. Approval of those minutes will be documentation of that vote.

## Section 4.10 Notice

- 4.10.1 Notice of any meeting where the Board of Directors are required to attend in person shall be given at least five (5) days prior notice delivered personally or, by telephone, mail or electronically to each Director at his/her address of record. The business to be considered and the purpose of any such meeting of the Board of Directors should be specified in the notice. Special meetings conducted electronically do not require prior notice.

## Section 4.11 Quorum

- 4.11.1 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

## Section 4.12 Manner of Acting

- 4.12.1 The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## Section 4.13 Informal Action

- 4.13.1 During the May meeting, when the budget is approved for the following season, the board will set the amount that contracts can be written without prior board approval. No committee can exceed their authorized annual budget without prior board approval. Documentation of this amount will be in our May minutes.
- 4.13.2 Checks written by the Treasurer for daily, budgeted operations do not require board approval.

#### Section 4.14 Formal Action

- 4.14.1 Any single performance contract over the preauthorized limit must have prior board approval.
- 4.14.2 The Board shall be notified before any check is written that has not been previously budgeted for and approved at the Annual Meeting.
- 4.14.3 The Board shall be notified before a check is written that will exceed the approved budget. The Board shall approve all budget overruns.

#### Section 4.15 Compensation and Reimbursement

- 4.15.1 No Director, whether serving as an Officer or not, may receive compensation for his/her services as Director; however, any expenses incurred by any Director by reason of his/her responsibilities as such may be reimbursed by the Corporation. Nothing contained herein shall be construed so as to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

#### Section 4.16 Resignations

- 4.16.1 Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 4.17 Removal

- 4.17.1 Any Director may be removed as a Director by a vote of a majority of the Directors; however, no Director shall be removed until he/she has first been afforded an opportunity to resign rather than respond to a notice of proposed removal, and has chosen not to resign. In such instance, the Director will be provided written notice of intent to remove him/her. Such notice shall set forth in reasonable detail the reasons for the proposed removal, and the Director will be given a reasonable opportunity to be heard with respect to such reasons at a meeting of the Board convened for that purpose.

#### Section 4.18 Attendance

- 4.18.1 In order that each Director may keep himself/herself informed of the corporate affairs in accordance with his/her responsibility, each Director shall attend all Board meetings. Failure to meet this attendance requirement without acceptable reason(s) may be grounds for removal.

Section 4.19 Advisors

4.19.1 The members of the Board of Directors may from time to time appoint one or more persons as Advisors to the Board. All Advisors shall be entitled to all the rights and privileges of Directors - but shall not vote or be counted in determining the existence of a quorum.

Section 4.20 Meeting Procedure

4.20.1 The President, or in his/her absence, the Vice President, shall preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure, which shall not be inconsistent with these bylaws. If no procedures are adopted, parliamentary procedures as stated in Robert's Rules of Order will apply.

ARTICLE V

Officers

Section 5.0 Officers

5.0.1 The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other Officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this article.

Section 5.1 Election and Term of Office

5.1.1 Each Officer shall hold office for one (1) year or until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. The Officers of the Corporation shall be elected every year by the Board of Directors from among their number at a meeting held after the close of the concert series and prior to July 1<sup>st</sup>.

Section 5.2 Removal

5.2.1 Any Officer elected by the Board of Directors may be removed by a majority vote of the Board whenever, in the Board's judgment, the best interest of the Corporation would be served thereby, and the procedures described in Article IV, Section 4.17.1 have been followed.

Section 5.3 Resignations

5.3.1 Any Officer may resign at any time by giving written notice to the President or the Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.4 Vacancies

5.4.1 A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 President of the Board of Directors

5.5.1 The President of the Board of Directors shall preside at all meetings of the Board of Directors and shall be, ex officio, a member of all committees with vote. His/her responsibilities shall include, without limitation, the following: (a) acting as the representative of the Corporation to the public as well as the governmental and voluntary organizations; (b) making policy proposals to the Board of Directors; (c) making long-range plans and budgets; (d) reporting to the Board of Directors on the performance of Corporate functions; (e) providing agenda and meeting notices at least five (5) days prior to regularly scheduled Board meetings; and (f) insuring financial and operational audits are conducted on a regular basis.

Section 5.6 Vice President

5.6.1 In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.7 Secretary

5.7.1 The Secretary shall (1) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

## Section 5.8 Treasurer

- 5.8.1 The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys with reasonable promptness in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and (2) render an accurate accounting periodically as required by the Board; and (3) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer may delegate such duties as the Board permits, but retains responsibility for their proper performance.
- 5.8.2 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The cost of any such bond, if required, shall be borne by the Corporation. As of this writing, the Board of Directors does not require that the Treasurer be bonded.

## ARTICLE VI

### Committees

## Section 6.0 Program Committee

- 6.0.1 Each season a Program Committee will be assigned to work on scheduling performances for our concert season. The Program Committee will work within their annually assigned budget. If the Committee anticipates that they will exceed their annual budget, they must notify the Board of Directors before that limit is exceeded.
- 6.0.2 The Program Committee will ensure that each season's concerts include a blend of classically oriented music and other music of permanent value.

## Section 6.1 Executive Committee

- 6.1.1 If necessary, an Executive Committee composed of the President, Vice President, Secretary, Treasurer, and any Board Members appointed to the Committee by the President will be convened. The Executive Committee is empowered to make binding decisions on behalf of the Corporation, and will seek advice and consent from a majority of the Board of Directors before implementing any decisions reached when so doing is feasible, but is authorized to act without such consultation when the Committee deems it necessary.



Section 6.2 Other Committees

6.2.1 The Board of Directors may, by resolution approved by a majority of the whole Board, establish more than one Committee. The Executive Committee will appoint chairpersons and members of any such Committee, who will serve at the pleasure of the Executive Committee.

Section 6.3 Ex Officio Members

6.3.1 The president shall be an ex officio voting member of all Committees.

Section 6.4 Responsibility of Committee

6.4.1 Committee chairpersons will report to the Board as required regarding the status of project(s) assigned.

Section 6.5 Committee Vacancies

6.5.1 Vacancies in any Committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 6.6 Expenditures

6.6.1 Any expenditure of corporate funds by a Committee other than the Executive Committee shall require prior approval of the Board of Directors.

ARTICLE VII

Checks, Contracts, Deposits, and Loans

Section 7.0 Checks

7.0.1 One authorizing signature is required to authorize a check for FMC. For emergencies, at least two (2) but not more than three (3) Officers shall have their signature on file at the bank to write checks.

7.0.2 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers and/or, Agent or Agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.1 Contracts

7.1.1 The Board of Directors may authorize any Officer or Officers and/or, Agent or Agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2 Deposits

7.2.1 All funds of the Corporation not otherwise employed shall be deposited promptly to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select

Section 7.3 Loans

7.3.1 No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.4 Gifts

7.4.1 Any Director or Officer may request specific authorization to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the Corporation.

Section 7.5 Charitable Contributions

7.5.1 No Officer shall make charitable contributions in the name of, from the funds of, or on behalf of the Corporation without prior authorization by the Board of Directors.

ARTICLE VIII

Books and Records

Section 8.0 Books and Records

8.0.1 The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. Any Director, or his Agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time. Financial records shall be kept for six (6) years.

## ARTICLE IX

### Fiscal Year

#### Section 9.0 Fiscal Year

9.0.1 The fiscal year of the Corporation shall end on June 30th of each year.

## ARTICLE X

### Conflicts of Interest

#### Section 10.0 Conflicts of Interest Concerning Validation of Contracts

10.0.1 No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers or have a direct or indirect interest as provided for under the laws of the State of Texas, shall be void or voidable solely for this reason or solely because the Director or Officer is present at or participates in the meeting of the Board which authorizes, approves, or ratifies the contract or transaction or solely because his/her or their votes are counted for such purpose if:

10.0.1.1 The material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes, approves, or ratifies the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Directors; or

10.0.1.2 The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified, by the Board of Directors.

#### Section 10.1 Quorum

10.1.1 The interested Director may be counted in determining the presence of a quorum at a meeting of the Board of Directors, which authorized, approved, or ratified the contract or transaction.

#### Section 10.2 Code of Ethics

10.2.1 The Board of Directors may from time to time adopt guidelines, rules, or policies concerning ethical standards and standards governing conflicts of interest, or the appearance of such, for Directors, Officers, and Employees of the Corporation.

Section 10.3 No Private Inurement

10.3.1 No Director, Officer, or Member of the Corporation, or any private individual, shall be entitled to share in the net earnings of the Corporation or in the distribution of any of the Corporate assets on dissolution. See Article XI, Section 11.3.4.

ARTICLE XI

Miscellaneous

Section 11.0 Standard Operation Procedures

11.0.1 This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Directors, Officers, or Members. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for services rendered.

Section 11.1 Loans to Management

11.1.1 This Corporation will make no loans to any of its Directors, Officers, or Members.

Section 11.2 Restrictions on Operation

11.2.1 No Director or incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if it ceases operation, or while it is not in good standing.

11.2.2 Expelled Directors shall have no property rights in the Corporation.

11.2.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, Members, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to

be carried on (a) by an organization exempt from federal income tax under section 501(C) 3 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(C) 2 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

- 11.2.4 On dissolution after either (a) the payment or discharge of all liabilities of the Corporation and expense related thereto; (b) the return, transfer, or conveyances of assets held on conditions requiring the same in the event of dissolution or liquidation; and/or (c) the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, educational, or similar purposes, provided such entity qualifies as exempt charitable organization for Federal Income Tax purposes under Section 501(C) 3 of Internal Revenue Code of 1986, assets remaining shall be distributed for one or more exempt purposes within the meaning of section 501(C) 3 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- 11.2.5 To the extent permitted by law, the Directors of this Corporation may authorize secured transactions or other dispositions of Corporate assets.

ARTICLE XII

Amendments/Modifications










Section 12.0 Amendment of Articles of Incorporation

12.0.1 The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action may be taken pursuant to a resolution approved by a majority of the Directors.

Section 12.1 Modification of Bylaws

12.1.1 The power to revise, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors. These bylaws may be modified at any regular meeting by a two-thirds (2/3) vote, provided the changes have been submitted in writing or electronically to the board at least fourteen (14) days before a vote. A modification of bylaws shall become effective upon adjournment of the meeting at which it is adopted.

These revised bylaws become effective on April 15, 2019, as ratified by the authentic signatures of a majority of the Board of Directors whose signatures appear below:

Mark Eckhardt - President	
Judy Hickerson - Vice President	
Kay Daigle - Secretary	
Silke Hagee - Treasurer	
Terry Collier	
Christy Lockhart	
Karen Palafox	
Regina Rosenwinkel	
Pam Wilhite	

These revised bylaws shall supersede all previously written bylaws before April 15, 2019.