

ATLANTA MUSIC CLUB BYLAWS
As approved May 25, 2016

ARTICLE I NAME

The name of the organization shall be THE ATLANTA MUSIC CLUB, INC.

ARTICLE II PURPOSE

The Atlanta Music Club, Inc. (hereinafter referred to as the "Club") is organized and shall be operated as a nonprofit corporation under the laws of the State of Georgia solely for charitable and educational purposes.

The purpose of the Club shall be to provide opportunities for music education and community enrichment.

In furtherance of those purposes, the Club shall endeavor to:

1. offer scholarships to students to further music education;
2. present artists in small concerts for its members;
3. develop recital opportunities for young music students;
4. offer educational programs;
5. support Atlanta Community Symphony Orchestra;
6. research other musical needs that the Club could fill, and engage with, cooperate with and enter in to agreements with other music organizations.

ARTICLE III PRINCIPAL OFFICE

The principal office of the Club shall be in Atlanta in the State of Georgia.

ARTICLE IV CORPORATE SEAL

The seal hereon impressed is hereby adopted as the corporate seal of the Club.

ARTICLE V MEMBERSHIP

Section 1. Membership in the Club is open to all persons dedicated to the promotion of a richer, fuller life through the enjoyment of music.

Section 2. Membership categories shall be:

- a. Active members: Those who pay annual dues.
- b. Honorary members: Past Presidents and others designated by the Board of Directors.
- c. Complimentary members: Those who render special services such as members of the news media.

Membership categories and dues shall be established by the Board.

ARTICLE VI MEMBERSHIP MEETINGS

Section 1. The general membership shall meet annually to review the progress of the Club, review and approve various policies and procedures as presented by the Board of Directors, review various reports on the Club's activities, review and approve an annual financial statement, vote on members to the Board of Directors, and such other matters as deemed necessary by the Board of Directors and the Executive Committee.

Section 2. Additional meetings of the General Membership may be called by the Board of Directors.

Section 3. Notices of all meetings of the General Membership shall be given by the Secretary, or his designee, at least three weeks prior to said meeting. Notices shall be given by regular or electronic mail and shall include the time and place of the meeting.

Section 4. The Secretary, or his designee, shall be responsible for

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recording and publishing the minutes of all Membership meetings. Such minutes shall be retained with other Club records, and shall be approved at the next succeeding meeting of the Board.

ARTICLE VII BOARD OF DIRECTORS

Section 1. The management and control of the Club shall be vested in a Board of Directors. The Board shall consist of the Officers, Standing Committee Chairs and 4 Members at Large. The exact number of Members at Large may be fixed by resolution of the Board from time to time. The Club may allow two members to share a Vice President position. In that event the two members will divide and perform the duties and responsibilities of that position as they decide.

Section 2. Each Member of the Board shall be elected at the Annual Membership Meeting and shall serve for three years commencing immediately after being elected at the Annual Meeting. He/she may continue on the Board until replaced or has resigned.

Section 3. Vacancies in the Board occurring between Annual Membership Meetings may be filled by the President or Co-Presidents with the concurrence of the Board. Vacancies in the office of President between annual meetings may be filled by the Board.

Section 4. Any Board member who is absent from three (3) consecutive meetings of the Board, unless for illness or necessary absence from the city, may be removed by majority vote of the Board.

Section 5. Members of the Board of Directors shall be dues-paying members residing in the communities of the Atlanta Metropolitan area who have shown an interest and a willingness to participate in achieving the goals and objectives of the Club.

Section 6. At least seven (7) members of the Board present at a scheduled meeting shall constitute a quorum. The affirmative vote of a majority of those present shall constitute the action of the Board.

ARTICLE VIII BOARD OF DIRECTORS' MEETINGS

Section 1. Regular meetings of the Board of Directors shall be held at such time and place as the President or Co-Presidents may designate. There shall be at least four (4) meetings in any year.

Section 2. The President or Co-Presidents of the Board may call special meetings of the Board of Directors as deemed necessary.

Section 3. Notice of all meetings of the Board shall be given to the members of the Board by the Secretary, or his designee. Notices may be given in person, by telephone, or may be sent by regular or electronic mail and shall advise of the time and place of the meeting.

Section 4. The Secretary, or his designee, shall be responsible for recording the minutes of all Board meetings. Such minutes shall be retained in the Club records. Such minutes shall be approved at the next succeeding meeting of the Board.

ARTICLE IX EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be comprised of all officers of the Board of Directors.

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Section 2. The Executive Committee shall have overall responsibility for the activities of the Club between meetings of the Board of Directors. It shall be the responsibility of the Executive Committee to see that the policies, goals, and objectives of the Board are carried out.

Section 3. The Executive Committee shall have the power to act for the Board of Directors between regular Board meetings. Any decisions made by the Executive Committee shall be reported to the Board at its next meeting.

ARTICLE X EXECUTIVE COMMITTEE MEETINGS

Section 1. The Executive Committee shall meet as designated by the President or Co-Presidents of the Club who shall also be the President of the Executive Committee.

Section 2. Notices of all meetings of the Executive Committee shall be given by the Secretary, or his designee. Notices shall be given by telephone or electronic mail and shall include the time and place of the meeting.

Section 3. The Secretary, or his designee, shall be responsible for recording and publishing the minutes of all Executive Committee meetings. Such minutes shall be retained in the Club records. Such minutes shall be approved at the next succeeding meeting of the Executive Committee.

ARTICLE XI NOMINATING COMMITTEE

Section 1. The Nominating Committee shall consist of a Chairman, a Past President, and other members as needed from the Membership.

Section 2. The Nominating Committee shall nominate persons to fill vacancies occurring on the Board. The Nominating Committee shall give thorough consideration to the interest, attendance, and work of each Director prior to nomination for re-election.

Section 3. Recommendations for nominations may be submitted by the General Membership. All recommendations must be in writing and include a biographical description of the individual being recommended.

Section 4. Vote by the Membership may be taken by voice or written ballot.

ARTICLE XII OFFICERS

Section 1. The officers of the Club shall be:

- President
- President-Elect
- Vice President-Musicales
- Vice President-Communications
- Vice President-Membership
- Vice President-Education
- Secretary
- Treasurer
- Immediate Past President

Each officer shall present a report at the Annual Membership Meeting.

Section 2. All officers shall be members of the Board of Directors.

ARTICLE XIII DUTIES

Section 1. The President shall be the chief executive officer of the Board of Directors and shall preside at all meetings of the Board, Executive Committee and Membership. The President shall execute, on behalf of the Board, such

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contracts and other papers as may be proper under the authority delegated by the Board. The President shall be an ex-officio member of all committees. The Club may allow two members to share the office, duties and responsibilities in a Co-President arrangement. In such event, both co-presidents must be signatories to any legal documents or contracts needed for the operation of the Club and authorized by the Board. At least one shall be a signatory, along with the Treasurer, on Club bank accounts. Either one may conduct meetings or perform other administrative duties and responsibilities of the office of President. The President or the most senior Co-President (determined by time of membership in the Club) may vote at Board meetings only in the event of a tie.

Section 2. The President-Elect shall be expected to succeed to the office of President. This officer shall be an ex-officio member of all committees.

Section 3. The Secretary shall record and maintain minutes of meetings of Executive Committee, Board of Directors, and the Membership. Such minutes shall be approved by the President or Co-Presidents and filed with the records of the Club. The Secretary shall notify the Executive Committee, Board of Directors and General Membership of meetings and shall prepare such correspondence as the President or Co-Presidents may request.

Section 4. The Treasurer shall determine that accurate records of revenues and disbursements are kept, and, with Board approval, open financial accounts in the name of the Club. He shall present a financial report at all meetings of the Executive Committee, Board and General Membership, or at any time upon the request of the President. The Treasurer shall prepare an annual budget based on the recommendation of the Vice Presidents and Committee Chairs and submit it to the Board for approval. All checking accounts shall list the Treasurer and President as signatories. Two signatures shall be required on all checks over \$4000. The Treasurer shall oversee an examination to be done periodically of the financial accounts and records. This officer will chair a Finance Committee, whose responsibility is to oversee any endowment funds held by the Club. The Finance Committee is to consist of Treasurer, President or Co-Presidents, Past President and two members appointed by the President or Co-Presidents.

Section 5. Vice President-Education shall be responsible for all educational community projects of the Club, including scholarship and Young Performers.

Section 6. Vice President-Membership shall be responsible for membership renewals and new member recruitment.

Section 7. Vice President-Communications shall maintain the Club website and publicize the Club's programs, activities, and projects through this and other electronic media. This officer may take responsibility for any printed media, such as the Club brochure.

ARTICLE XIV COMMITTEES

Section 1. The following shall be the Standing Committees of the Club:
Atlanta Community Symphony Orchestra Liaison
Hospitality

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Young Performers

Members of the standing committees shall be appointed by the committee chairs.

Section 2. The President or Co-Presidents, with the approval of the Board, may create special committees to exercise such powers and duties as the Board may prescribe.

Section 3. Members of all committees shall be members of the Club.

Section 4. Actions of all committees shall be subject to approval by the Board of Directors except as otherwise designated by the Board.

ARTICLE XV EXECUTIVE SECRETARY

Section 1. The Board may employ an Executive Secretary under an annual contract who shall be under the direct supervision of the President or Co-Presidents. The annual contract shall more fully describe the duties and responsibilities of the Executive Secretary and may be updated annually.

Section 3. The Executive Secretary shall attend all meetings of the Board of Directors, Executive Committee and General Membership as an ex officio member and shall have voice but no vote.

Section 4. The Executive Secretary shall work closely with the Board, Executive Committee and committees in the completion of the work and activities of the Club.

Section 5. The Executive Secretary shall be bonded.

ARTICLE XVI FISCAL YEAR

The fiscal year of the Club shall be July 1 to June 30.

ARTICLE XVII AMENDMENT OF BYLAWS

These Bylaws may be amended, altered or repealed upon the affirmative vote of a majority of the members at a General Membership Meeting. Amendments must be submitted to the Board of Directors for approval at least three months prior to a Membership Meeting at which the amendments are to be presented. The amendments must be published to the membership at least two months prior to said Membership meeting. Notice of the meeting at which the vote is to be taken shall state that the same shall be acted upon at the meeting for which notice is being given.

ARTICLE XVIII PARLIAMENTARY AUTHORITY

In the conduct of all meetings Roberts Rules of Order, Revised, shall be used in determining all matters of parliamentary procedure not included in these bylaws.