
By-Laws

Philadelphia Classical Guitar Society, Inc.

Drafted: December 1968

Last Updated: November 26, 2000

ARTICLE I

- 1-1. **Name.** The name of this corporation (herein after called the "Society) is The Philadelphia Classical Guitar Society, Inc.
- 1-2. **Offices.** In addition to its registered office in the State of Delaware, the Society may also have office such other places as the Board of Directors may from time to time appoint or the purposes the Society may require.

ARTICLE II

- 2-1. **Membership.** Membership in the Society shall open to the general public, upon prepayment of dues. The term of membership shall be annual on a rolling basis commencing on the day the member's dues are received and processed by the Society and expiring one full calendar year later at the end of the calendar month. The Board of Directors shall have authority to fix from time to time classes of membership, and the amount and time for payment of dues for each class.
- 2-2. **Privileges.** Privileges of membership shall include attendance at all membership meetings and events. Admission charges, if any, to Society members and to members of the public for planned events shall be determined by the Board of Directors. Books and records of the Society (other than the membership list) shall be available for inspection by members.
- 2-3. **Resignation of members.** Any member may resign from the Society by delivering a written resignation to the President or Secretary of the Society.
- 2-4. **Removal of Members.** A member may be removed from membership, or renewal of a member's membership may be refused by a vote of two thirds of the whole Board of Directors for conduct, which, by the judgment of the Board of Directors is deemed inimical to the best interests of the Society. In the event of removal of a member, such member shall upon request be refunded a pro rata portion of his/her prepaid annual membership dues for the current year.
- 2-5. **Annual meetings.** The annual meeting of the members of the Society shall be held at the principal office of the Society in Delaware, or at such other place within or outside the State of Delaware as may be specified by the notice of the meeting, on the third Sunday in March in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding Sunday not a legal holiday, for the purpose of electing directors, and for the transaction of such other business as may properly come before a meeting.

- 2-6. **Notice of annual meetings.** Notice of the time, place, and purpose or purposes of the annual members' meeting shall be given, either personally, by mail or by other electronic communication, not less than five nor more than forty days before the meeting to each person who appears as member in good standing on the books of the Society, unless he/she shall have filed with the secretary of the Society a written request that notices intended for him/her be sent to some other address, in which case it shall be sent to the address designated in such request.
- 2-7. **Regular meetings.** Regular meetings of the members shall be held at such times, as the Board of Directors by resolution shall determine.
- 2-8. **Special Meetings.** Special meetings of the members, other than those regulated by statute, may be called at any time by the president or by two directors and must be called by the president or secretary on receipt of the written request of one third of the members of the Society.
- 2-9. **Notice of regular or special meetings.** Notice of a regular or special meeting stating the time, place and purpose or purposes thereof shall be given personally, by mail or by other electronic communication to each member in good standing residing within the United States, not less than five nor more than forty days before such meeting. If mailed or otherwise electronically communicated, such notice shall be directed to each member at his/her address as it appears on the books or records of the Society, unless he/she shall have filed with the secretary of the Society a written request that notices intended for him/her shall be sent to some other address, in which case it shall be sent to the address designated in such request.
- 2-10. **Quorum.** At any meeting of members of the Society the presence of ten percent (10%), but not less than fifteen, of the members in person or by proxy shall be necessary to constitute a quorum for all purposes excepts otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these by-laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned for time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. The members, present at a duly organized meeting, can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

- 2-11. **Voting.** At every meeting of members, each member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member any which bears a date not more than eleven months prior to such meeting, unless such instrument provides for a longer period. Each member of the Society shall be entitled to one vote. In the case of a family/household membership, each adult (i.e., of legal age) member of the family/household shall be entitled to one vote, but no other individual covered by such membership shall be entitled to vote. Members shall be entitled to vote cumulatively in electing directors. Upon the demand of any member, the vote upon any question before the meeting, including elections, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy.
- 2-12. **Special provisions with respect to election of directors.** At least thirty days prior to the regular members' meeting immediately preceding the annual members' meeting, the president shall appoint a nominating committee consisting of at least three members, at least one of whom shall be a director, to nominate a slate of candidates for election as director at the next ensuing annual members' meeting. At the regular members' meeting immediately preceding the annual members' meeting, the nominating committee shall present its slate of nominees, and any other member may present additional nominations from the floor of such meeting. All nominees must be members of the Society in good standing for at least one year. All nominees must confirm in writing to the Board of Directors' Nominating Committee their willingness to be nominated and, if elected, their commitment to serve in the Board of Directors according to the Society's by-laws and regulations and policies, to be provided to the nominees in advance of their confirmation for election to the Board. At the annual meeting, the members may vote only for nominees who have been nominated for election as aforesaid by the nominating committee or by the members from the floor of the preceding regular meeting according to the confirmation process aforementioned.
- 2-13. **Waiver of notice.** Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or By-laws of the Society, the Society or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Society or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or be his/her attorney there unto authorized.
- 2-14. **Conduct of meetings of members.** Subject to the following, meetings of members generally shall follow accepted rules of parliamentary procedure as determined by the Board of Directors.
- (a) The chairperson of the meeting shall have absolute authority over matters of procedure and there shall be no appeal from the ruling of the chairperson. If the chairperson, in his/her absolute discretion, deems it advisable to dispense with the rules of parliamentary procedure as to any one meeting of members or part thereof, the chairperson shall so state and shall clearly state the rules under which the meeting or appropriate part thereof shall be conducted.

- (b) If disorder should arise which prevents continuation of the legitimate business of the meeting, the chairperson may quit the chair and announce the adjournment of the meeting; and upon his/her so doing, the meeting is immediately adjourned.
- (c) The chairperson may ask or require that anyone not a bona fide member or proxy leave the meeting.
- (d) A resolution or motion shall be considered for vote only if proposed by a member or duly authorized proxy, and seconded by an individual, who is a member or a duly authorized proxy, other than the individual who proposed the resolution or motion.

ARTICLE III

- 3-1. **Directors.** The business and property of the Society shall be managed and controlled by a Board of not less than seven nor more than fifteen Directors, the precise number constituting the full Board of Directors to be determined from time to time by the Board of Directors. Unless and until otherwise determined by the Board of Directors, the precise number of Directors to constitute the full Board shall be fixed at nine. Directors must be members of the Society in good standing for at least one year. Directors shall be elected by the members, as provided herein, for terms of three years, with the terms of approximately one third of the Directors expiring at the annual meeting of the members to be held in each year. [original *language from the 1968 By-laws*: except that approximately half of the Directors designated to serve upon inception of the Society shall have terms expiring at the next succeeding annual meeting of the members, and the remaining Directors designated at the inception of the Society shall have terms expiring at the second succeeding annual meeting of the members.]
- 3-2. **Vacancies.** Vacancies of the Board shall be filled by members in good standing elected by a majority of the remaining members of the Board of Directors though less than a quorum, and each person so elected shall serve until the expiration of the term during which the Director he/she replaced would have served.
- 3-3. **Regular meetings.** Regular meetings of the Board of Directors shall be held for the purpose of electing officers and such other business as may be properly come before the meeting immediately after the annual meeting of members and at the same place, or at such other times and place within or without the State of Delaware as the Board of Directors by resolution shall determine.
- 3-4. **Special meetings.** Special meetings of the Board of Directors may be called by the president and must be called by him/her on the written request of any member of the Board.
- 3-5. **Notice of meetings.** Notice of the time, place (within or outside the State of Delaware), and purpose of all Directors' meetings, except as herein otherwise provided, shall be given by mail at least three days (or by other documentable and verifiable electronic communication at least one day) before the meeting to the usual physical or electronic address of the Director, but such notice may be waived by any Director either before or after the meeting. Any business may be transacted at any regular Directors' meeting. At

any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

- 3-6. **Quorum.** At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-laws. The Directors, present at a duly organized Board of Directors meeting, can continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.
- 3-7. **Informal action by Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, and such written consent is filed with the minutes of proceedings of the Board.
- 3-8. **Executive committee.** There shall be an Executive Committee of the Board of Directors composed of the President, Secretary, and Treasurer of the Society, together with such other members of the Board of Directors as shall be appointed by resolution adopted by a majority by the whole Board of Directors, said Executive Committee to have and exercise the authority of the Board of Directors in the management of the affairs of the Society between regular meetings of the Board of Directors, except as otherwise provided by resolution adopted by a majority of the whole Board of Directors. All action taken by the Executive Committee shall be reported to the Board of Directors at its regular meeting not following such action.
- 3-9. **Other committees.** The Society shall have such committees, with such membership and for such purposes as shall be determined from time to time by the Board of Directors. Chairpersons of all standing committees shall be Board members but chairmen of special committees and other members of all committees (other than the Executive Committee) need not be Board members.
- 3-10. **Removal of directors.** A Director may be removed from office at any time by a vote of two-thirds of the whole Board of Directors for conduct, which in the judgment of the Board of Directors is inimical to the best interests of the Society. A Director may be removed from office by a vote of two-thirds of the whole Board of Directors during the second year of his/her term, if he/she misses the majority of the Directors' meetings or a majority of the members' meetings during the first year of his/her term. Action to remove a Director may be taken at any regular or special meeting of the Board of Directors, provided, however, that notwithstanding anything herein to the contrary each Director shall receive ten days' advance written notice of the proposal to consider such a removal at such meeting.

ARTICLE IV

- 4-1. **Officers.** The officer of the Society shall be the President, Secretary Treasurer, and such other officers with such power and duties not inconsistent with these By-laws as may be appointed and determined by the Board of Directors.

- 4-2. **Election, term of office, and qualifications.** The President, the Secretary, and the Treasurer shall be elected annually by the Board of Directors from among their number, and the other officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see first, at the first meeting of the Board of Directors after the annual meeting of members of the Society.
- 4-3. **Vacancies.** In case any office of the Society becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his/her successor.
- 4-4. **President.** The President shall preside at all meetings of members and of the Board of Directors. He/She shall have and exercise general charge and supervision of the affairs of the Society as principal executive officer and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.
- 4-5. **Secretary.** The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He/She shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Society. He/She shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Society, showing their places of residence. He/She may sign with the President, in the name and on behalf of the Society, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he/she may affix the seal of the Society. He/She shall, in general, perform all duties incident to the office of Secretary subject to the control of the Board of Directors and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.
- 4-6. **Treasurer.** The Treasurer shall have the custody of all funds, property, and securities of the Society, subject to such regulations as may be imposed by the Board of Directors. He/She may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he/she may endorse on behalf of the Society for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Society at such bank or banks or depository as the Board of Directors may designate. He/She shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he/she shall sign all notes issued by the Society, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-laws to some other officer or agent of the Society. He/She shall make such payments, as may be necessary or proper to be made on behalf of the Society. He/She shall enter regularly on the books of the Society to be kept by him/her for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him/her for or on account of the Society, and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Society. He/She shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

4-7. **Removal.** Any officer may be removed from office, with or without cause, by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE V

5-1. The fiscal year of the Society shall commence on September 1 of each year and end on August 31 next succeeding that date.

ARTICLE VI

6-1. No part of the net earnings of the Society may inure to the benefit of any member, Director or officer of the Society or any private individual or entity, in except in furtherance of its charitable, literary, or educational purposes and except that reasonable compensation may be paid for services rendered to this Society in connection with one or more of its charitable, literary, or educational purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Society. All members of the Society shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Society, whether voluntary or involuntary, the assets of the Society then remaining in the hands of the Board of Directors shall be distributed in accordance with the Certificate of Incorporation of the Society.

ARTICLE VII

7-1. **Indemnification.** Each Director and officer of the Society, and each former Director and officers of the Society shall be indemnified by the Society to the extent allowed in section 145 of the General Corporation Law of Delaware as amended, or any successor section. Each employee and agent of the Society (other than Directors and officers), and each past employee and agent of the Society, shall be indemnified by the Society to the extent determined by resolution of the Board of Directors in each instance, within the limits allowed by law.

ARTICLE VIII

8-1. The Society shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and re-invest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction.

ARTICLE IX

- 9-1. **Amendments by Directors.** The Board of Directors shall have the power to alter, amend, or repeal these By-laws, at any regular or special meeting duly convened after notice, subject always to the power of the members to change such action.
- 9-2. **Amendments by members.** The By-laws may be altered, amended, or repealed at any meeting of members of the Society by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

ARTICLE IX

- 10-1. The form of the seal of the Society, called the corporate seal of the Society, shall be impressed adjacent hereto.