

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

ARTICLE I – PURPOSES

Section 1.

The purposes for which the corporation is formed are as follows:

- (a) to promote the study and playing of the family of mandolin instruments and classical guitar in the context of mandolin ensembles and the playing of the music written for those instruments;
- (b) to aid in the education and logistical support of those persons who are or will be involved in carrying out the above activities;
- (c) to operate exclusively for literary, educational and cultural purposes, including, for such purposes, the making of distributions to qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of future United States Internal Revenue Law); and
- (d) to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

ARTICLE II – RESTRICTIONS

Section 1.

No part of the net receipts of The Classical Mandolin Society of America (“CMSA”) shall inure to the benefit of or be distributable to its members, officers, committee members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation as set forth in these Articles of Incorporation and Bylaws.

Section 2.

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 the Articles of Incorporation and Bylaws, the corporation shall not carry on any other activities which are proscribed for organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Service Code) or which are proscribed for organizations to which contributions are deductible under 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Internal Service Code).

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

ARTICLE III – MEMBERSHIP

Section 1.

Any person in sympathy with the stated purposes and activities of the corporation may become a member upon submission of an application of membership and the payment of stipulated dues.

Section 2.

An application procedure shall be developed by the Board of Directors which will list interests and musical activities for informational purposes.

Section 3.

Membership dues shall be payable annually. The amount of membership dues shall be set by the Board of Directors at a level required to carry out the business of the corporation. Payment of membership dues shall constitute evidence of membership.

Section 4.

Each member shall receive all the corporation's regular mailings, if any. He or she shall be eligible for any elective or appointive office in the corporation, except where otherwise restricted by the Articles of Incorporation and Bylaws.

ARTICLE IV – BOARD OF DIRECTORS

Section 1.

The corporation shall be managed by the Board of Directors which shall consist of seven (7) board members and the President, Vice-President, Treasurer and Secretary as members ex officio. The President shall preside at the meetings of the Board of Directors. If the President is not reasonably able to preside at a meeting the Vice President shall preside. The immediate past President shall serve as a non-voting member of the Board of Directors for two years after completion of his or her term of office, unless he or she is otherwise a voting member of the Board. (To be effective with the 1995 elections.)

Section 2.

The membership of the corporation shall elect at the first annual meeting three (3) members of the Board of Directors to serve for terms of three years and two (2) members to serve for terms of two years. Thereafter, three (3) members of the Board of Directors (or more than three (3) if additional unfilled vacancies exist at the time of the election) shall be elected annually to serve for terms of three years.

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

Section 3.

The number of board members may be increased or decreased by a strict majority vote of the members or by a strict majority vote of all members of the Board of Directors. No decrease in the number of board members shall shorten the term of any incumbent member.

Section 4.

The term “strict majority” in the context of these bylaws means a majority of the Board or the membership, or a majority of a quorum of the Board or the membership, as set forth in these bylaws, regardless of how many persons actually vote or abstain. In other words, if there are 100 members and a strict majority vote of the membership is required by these bylaws, fifty-one votes are required to pass a measure, regardless of the number of persons who actually vote or abstain.

Section 5.

Any or all of the members of the Board of Directors may be removed for cause by a strict majority vote of the membership of the corporation or by a strict majority vote of all members of the Board of Directors. Members of the Board of Directors may be removed without cause only by strict majority vote of the membership of the corporation.

Section 6.

A member of the Board of Directors may resign at any time by giving written notice to the Board of Directors, the President, Vice-President, or the Secretary or Treasurer of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. The acceptance of the resignation shall not be necessary to make it effective.

Section 7.

Unless otherwise provided in the Articles of Incorporation, a strict majority of the entire Board of Directors, not counting non-voting board members, shall constitute a quorum for the transaction of business or any specified item of business. Non-voting board members may not count toward a quorum.

Section 8.

Subject to conditions set forth in these bylaws, the Board of Directors may hold its meetings by any of the following means, in the discretion of the President:

(a) by a physical meeting, which means having board members physically present at the office of the corporation or at such other place as is from time to time determined, but any board member who wishes to be virtually present at a meeting must be afforded the opportunity to participate

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

meaningfully via telephone or electronically in accordance with the provisions of Section 10 of these bylaws;

(b) by virtual meeting, where board members participate contemporaneously via telephone conference call or electronic means available (e.g., via GoToMeeting, or similar software) and/or by e-mail, in accordance with Section 11 of these bylaws.

Section 9.

Unless otherwise required by law or unless stated otherwise elsewhere in these bylaws, the vote of a strict majority of the members of the Board of Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. Each member present shall have one vote. A vote can be “yes”, or “in favor”; “no”, or “against”; or “abstain.” A strict majority of the quorum must vote “yes” or “in favor” for a measure to pass.

Section 10.

With regard to a physical meeting, a board member is “present”, for the purposes of this article, if he or she is physically present or can meaningfully participate in the meeting by telephone or electronically, meaning that he or she can, in or close to “real time”:

(a) hear what other meeting participants are saying or view their written comments;

(b) express himself or herself orally or in writing in such a way that all other meeting participants can hear or read his or her input;

(c) view all documentation under consideration at the meeting, or reasonably be made aware of its substance, and

(d) convey his or her vote and hear (or see) the votes of others.

It shall be the responsibility of each virtual participant to announce his or her presence upon entering the meeting and to announce his or her departure from the meeting. The President, or someone designated by the President, must record attendance at the beginning of the meeting and must make sure that a quorum is present at the time a vote is taken. Board members who cannot be present at a meeting either physically or virtually may convey their input in writing to the President for conveyance to the board members in attendance, but may not vote.

Section 11.

With regard to virtual meetings, the President will cause the date and time of the virtual meeting to be announced, as well as the means by which the meeting will be conducted. Once a meeting has been announced, an agenda and accompanying documents will be circulated. Discussion may then take place by email prior to the virtual meeting, but participants must <REPLY ALL> so that all board members can see their input. No motions may be made, and no votes may be cast prior to the virtual meeting.

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

During the virtual meeting, the Board will discuss each agenda item as a group. Motions may be made during the virtual meeting. A voice recording will be made of the virtual meeting, and after the meeting ends, a recording of the meeting will be made available to all board members. In addition, the Secretary will take minutes of the meeting, to serve as a back-up to the voice recording. In the event that technical difficulties make a voice recording impossible or impair the quality of the recording to the extent that it is not able to be understood, the Secretary's minutes will be the official record of the meeting. The Secretary will be responsible for keeping on file the voice recordings and minutes of all meetings.

In the event that all board members are in attendance at the virtual meeting, voting on motions may take place during the meeting. For a motion to pass, a strict majority of the Board must vote "yes" or "in favor."

If less than 100% of the board members are in attendance at the virtual meeting, there will be a 72-hour discussion period immediately after the virtual meeting ends, to ensure that all board members have an opportunity to speak to each agenda item. Those who did not attend the virtual meeting are responsible for familiarizing themselves with the discussion by listening to the recording of the virtual meeting and reviewing email discussions. Motions may be made and seconded during this time period.

After the discussion period, the President will call the question via email, and email voting will begin. To ensure transparency, everyone must <REPLY ALL> when casting their vote. A period of at least 48 hours must be provided for the voting process to take place.

All motions and voting associated with virtual meetings will be documented and attached to the Minutes. Board decisions (not votes) will be announced to the membership in the Mandolin Journal.

All persons who vote or who expressly abstain will be deemed "present" for the virtual meeting. The number of board members present will determine whether we have quorum for the virtual meeting. For a motion to pass, a strict majority of those present must vote "yes" or "in favor" of the motion.

Section 12

Where time is of the essence and it is not reasonably possible to hold a physical or virtual meeting according to the protocols set forth in this Article IV, the President may announce an emergency meeting by email, giving as much notice as is practicable under the circumstances, setting forth the date, time, relevant contact and technical information, agenda for the meeting, and any available documents bearing upon the issues to be discussed. The meeting may only cover the item or items for which Board action is required on an expedited basis.

At the inception of the meeting, or as soon as the emergency issue is presented in sufficient depth by the President, those present at the meeting must, by strict majority, approve the handling of the issue as an emergency requiring expedited action before the meeting can proceed further. If

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

a strict majority of those present does not vote in favor of expedited action, the meeting must be adjourned and the protocols in Section 10 or 11 must be followed. If the emergency meeting does proceed, the Board will discuss each agenda item as a group. Motions may be made during the virtual meeting and votes may be taken by polling those present at the meeting. A voice recording will be made of the virtual meeting, and the Secretary will take minutes. In the event it is not possible to make a voice recording, the minutes will constitute the official record of the meeting.

It shall be the responsibility of each virtual participant to announce his or her presence upon entering the meeting and to announce his or her departure from the meeting. The President, or someone designated by the President, must record attendance at the beginning of the meeting and must make sure that a quorum is present at the time a vote is taken. A quorum will exist if a strict majority of board members participates in the telephone call and is present for any vote that takes place. Action is approved if a strict majority of the quorum present votes in favor of it or, if the topic is one which requires approval of a strict majority of the Board, if a strict majority of the board members votes in favor of it. board members who cannot be present at a meeting either physically or virtually may convey their input in writing to the President for conveyance to the board members in attendance, but may not vote.

After the meeting ends, a recording of the meeting will be made available to all board members or, if that is not reasonably possible, the Secretary's minutes will be made available. The Secretary is responsible for keeping a record of all email correspondence and all votes. For the purposes of the email procedure described above, a strict majority of the members of the Board must vote "yes" or "in favor" for a measure to pass.

If the President finds it impossible to get a quorum on the short notice required to deal with the particular issue involved, he or she may present the issue to the entire Board by email, presenting the issue as fully as possible along with any available documentation bearing upon the issue under consideration. He or she may ask board members to vote on the issue by email. To ensure transparency, everyone must <REPLY ALL> when casting their vote. All persons who vote or who expressly abstain will be deemed "present" for the virtual meeting. The number of board members present will determine whether there is a quorum for the virtual meeting. For a motion to pass, a strict majority of those present must vote "yes" or "in favor" of the motion.

Section 13.

A regular annual meeting of the Board of Directors shall be held immediately before or following the annual meeting of the membership at the place of such annual meeting of the members.

Section 14.

Meetings of the Board of Directors may be called by the President upon adequate notice to each member of the Board of Directors either personally or by mail or email. They may also be called by the Vice-President or by the Secretary or Treasurer in a like manner on a written request of two members of the Board of Directors or when issues arise which, in the judgment of the

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

President, require discussion with and/or action by the Board of Directors. Notice of a meeting need not be given to any member who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting the lack of notice either prior to the meeting or at its commencement. No other business but that specified in the notice may be transacted at such meetings without the unanimous consent of all present at such meeting. The protocols set forth in Sections 10 or 11 will apply unless the issues involved require Board action on an expedited basis, in which case the protocol set forth in Section 12 will apply.

Section 15.

A strict majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all members of the Board of Directors who are absent at the time of adjournment, and, unless such time and place are announced at the meeting, to the other members of the members of the Board of Directors.

ARTICLE V – OFFICERS

Section 1.

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers and Members of the Board of Directors are to be elected by the membership.

Section 2.

The President's term of office shall be for three years. The term of the Vice-President shall be for three years. The terms of the Secretary and Treasurer shall each be three years. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. The term of office of each officer and board member shall commence on January 1 following the election.

Section 3.

The President shall be the presiding officer of the corporation and shall preside at meetings of the Board of Directors and meetings of members. The President shall appoint committee members in accordance with Article VIII of these bylaws and shall have the usual appointive powers. The President shall enforce these bylaws and exercise all the duties and responsibilities incident to the position and office and which are required by law. The President shall be a member of all Board committees *ex officio*. Except as provided in the Articles of Incorporation and Bylaws, the actions of the President in exercising the duties and responsibilities of his or her office shall be subject to review and approval of the Board of Directors. The President shall have the power to sign legally binding documents on behalf of the corporation. The President shall render an annual

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

report to the Board of Directors which upon approval shall be presented to the annual meeting of the membership and included in the minutes.

Section 4.

The Vice-President, subject to the directives of the Board of Directors, shall have responsibility for assisting the President in the administration of his or her duties and shall preside over meetings of the Board of Directors and the Membership in the absence of the President.

Section 5.

The Secretary, subject to the directives of the Board of Directors, shall keep the minutes of all meetings of the Board of Directors and the membership, keep voice recordings of all meetings, and perform such other duties as may be assigned by the Board of Directors. He or she shall render an annual report to the Board of Directors which upon approval shall be presented to the annual meeting and included in the minutes.

Section 6.

The Treasurer, subject to the directives and oversight of the Board of Directors, shall oversee the financial management of the corporation. The Treasurer has general responsibility for the financial affairs of the corporation within the parameters established by the Board of Directors and the President. He or she shall render an annual report to the Board of Directors which upon approval shall be presented to the annual meeting of the membership and included in the minutes.

Section 7.

Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the membership of the corporation. In the event of the death, resignation, or removal of an officer, the Board of Directors in its discretion may elect or appoint a successor to fill the unexpired term.

Section 8.

In case the Board of Directors shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting of all property, funds or securities of the corporation which may come into his hands.

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

ARTICLE VI – ELECTION

Section 1.

The names of the members of the Nominating Committee and their addresses for any given fiscal year shall be made known to the membership by an announcement no less than two weeks prior to the annual meeting of the membership and Board of Directors. There shall also be a listing of the offices and board membership slots to be vacated for which nominations will be made for the ensuing year with a notice that members may suggest the names of candidates for such office to the Nominating Committee at any time prior to voting at the annual meeting. All prospective nominees must indicate to the Nominating Committee their willingness to serve as an officer or director of the corporation. The list of nominees shall be distributed to the members of the corporation together with the notice of the annual meeting in accordance with the provisions of Article VII, Section 1, of the bylaws.

Section 2.

The Nominating Committee, in considering candidates for President, Vice-President, Secretary, and Treasurer, shall consider it a positive factor if an incumbent has only served one term and a negative factor if an incumbent has served two or more terms.

Section 3.

The Nominating Committee, in considering candidates for the Board of Directors, shall consider maintaining geographical diversity as factor in its selection of candidates.

Section 4.

Each active member shall be entitled to vote for one candidate for each office. The Nominating Committee shall administer the elections. Voting shall be at the annual meeting, unless the Board of Directors shall call for a mail or email ballot. If voting is to be conducted by mail or by email, the procedures set forth in Article VII, Section 5 must be followed. The results of the elections shall be announced by the Nominating Committee at the annual meeting or as soon thereafter as is reasonably possible. If there is only one office or Board position to be filled, the candidate who receives the highest number of votes shall be declared elected to that office or position. In the event of a tie vote, the Nominating Committee shall hold a run-off election. In the event there is only one candidate for a given office or director's slot, the Board may, on motion duly seconded, elect said candidate by acclamation. If there are multiple Board positions open, and there are more candidates running for election than there are open positions, those candidates who receive the most votes will be deemed elected to fill the open positions.

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

ARTICLE VII – MEETINGS

Section 1.

(a) There shall be an annual meeting of the membership held on a date determined annually by the Board of Directors. Notice of this meeting shall be given by announcement no less than two weeks prior to the date of the meeting.

(b) At the annual meeting, reports shall be given by the officers and there shall be an opportunity to bring other matters before the meeting.

(c) The quorum for taking official action at the annual meeting shall consist of 35 members or 10% of the membership, whichever is less.

Section 2.

(a) Special meetings of the corporation may be called by the Board of Directors by notifying the board members at least one week prior to the date of that meeting.

(b) No other business but that specified in the notice may be transacted at such meetings without the unanimous consent of all present at such meeting.

Section 3.

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or allotment of any rights, or for the purpose of any other action, the Board of Directors shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be for more than 30 nor less than 10 days before any such meeting, nor more than 30 days prior to any other action.

Section 4.

The order of business at all meetings of members shall be as follows:

- (1) roll call
- (2) reading of the minutes of the preceding meeting
- (3) reports of committees
- (4) reports of officers
- (5) old and unfinished business
- (6) new business
- (7) good and welfare
- (8) adjournment

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

Section 5.

The President may call for a vote by e-mail or mail. The President, or his/her designee, must present the issue in question or the candidates up for election to all members by email or by regular mail (for members who do not have email or have indicated that they do not wish to be contacted by email); provide a reasonable time for each member to ask questions or express his or her input to all other members; and provide a deadline by which votes are to be cast. Members shall cast their votes by email sent to whomever is designated by the Board of Directors or, for members not using email, shall cast their votes in the manner prescribed by the President or designee. The Secretary is responsible for keeping a record of all correspondence and all votes. Unless otherwise required by law, a strict majority of the members must vote “yes” or “in favor” for a measure to pass or for a candidate to be elected.

ARTICLE VIII – COMMITTEES

Section 1.

The following standing committees of the corporation shall be appointed in the manner provided in these bylaws: Program Committee, Nominating Committee, and Grants Committee. For the purposes of this section, “member” refers to anyone with an active CMSA membership.

Section 2.

The Program Committee shall consist of at least three members appointed by the President to act for the term of the President. It shall be the duty and responsibility of the Program Committee to coordinate and organize concerts, seminars and other events for the annual meeting of the members. It is expected that the Program Committee will regularly inform and consult in advance with the Board of Directors on proposed activities at the annual meeting.

Section 3.

The Nominating Committee shall be composed of at least three (3) members appointed by the President to act for the term of the President. The nominating Committee shall be chaired by the Secretary or Treasurer. It shall be the duty and responsibility of the Nominating Committee to nominate candidates for office and to administer elections in accordance with the provisions of these bylaws.

Section 4.

The Grants and Scholarships Committee shall consist of at least three (3) members, each of whom is or has been a member of the Board of Directors, appointed by the President to act for the term of the President. The three committee members shall evaluate all applications for

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

research grants and scholarships from the CMSA and shall make the final selection of all recipients.

Section 5.

Acting on the advice and consent of the Board of Directors, the President shall appoint and define the duties of such other committees as shall from time to time be necessary to conduct the business or carry out the purposes of the corporation. Such committees may include, but not be limited to, special convention committees and committees to audit the corporation's financial records.

ARTICLE IX – DISPOSAL OF ASSETS

Section 1.

Upon the dissolution of the CMSA, whether voluntary or involuntary, after paying all of the liabilities of the corporation, the corporation shall dispose of all its assets set forth in the Articles of Incorporation and Bylaws by donating them to an institution or organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of such future Internal Revenue Code as may then be in effect.

ARTICLE X – AMENDMENTS

Section 1.

The Articles of Incorporation may be amended by a two-thirds vote of the members present at an annual meeting or special meeting. The Articles of Incorporation may also be amended by mail ballot or by email and mail ballot provided that a proposed amendment is approved by two-thirds of the votes cast.

Section 2.

These bylaws may be amended by a strict majority vote at an annual meeting of the corporation, or by email and mail ballot.

Section 3.

Amendments may be proposed by the Board of Directors. On petition of 10 percent of the membership or 35 members, whichever is larger, an amendment to the bylaws can be offered to the Board for formal review, after which the Board may submit the proposed amendments to the membership for a vote. The proposed amendments shall be mailed or emailed to the members of the corporation by the President, Secretary or Treasurer at least 30 days before the annual

BYLAWS OF THE CLASSICAL MANDOLIN SOCIETY OF AMERICA

meeting or special meeting. In the case of a mail ballot upon an amendment, members shall address ballots to the Secretary or Treasurer and place them in the mail not more than 30 days from the date they were mailed out by the Secretary or Treasurer. In the case of an email ballot upon an amendment, members shall transmit their votes not more than 30 days from the date the call for a vote was sent by the President, Secretary or Treasurer. An amendment shall go into effect immediately upon approval unless otherwise specifically provided.

Section 4.

The provisions of these bylaws, as amended, shall be effective immediately upon their adoption and shall supersede and nullify all previous enactments in conflict with them.

END OF BYLAWS