

CENTRAL TEXAS MUSICAL ARTS
BYLAWS

ARTICLE I – NAME

The name of this non-profit corporation shall be “Central Texas Musical Arts”, hereinafter “CTMA”.

ARTICLE II – PURPOSE AND MISSION

A. Purpose

This organization is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Mission

The mission of CTMA shall be to:

1. provide an opportunity for musicians to utilize and develop their skills in a quality, professional environment,
2. teach both the technical and historical aspects of music performance to such participants and their audiences, and
3. perform for the benefit and education of audiences in Central Texas.

ARTICLE III – MEMBERSHIP

A. Eligibility

1. Membership is open to all adult musicians who have completed either (a) at least 40 hours of volunteer service in CTMA-approved activities during the previous CTMA fiscal year or (b) 40 hours of service in CTMA-approved activities during the current CTMA fiscal year. Approved CTMA volunteer activities are determined by the board of directors of CTMA (the “Board of Directors” or “Board”). Membership is subject to approval of the Board of Directors.
2. Individuals who have (a) met the requirements of either Section 1(a) or (b) above, (b) been approved by the Board of Directors, and (c) timely paid CTMA dues according to Section III.B shall be members of CTMA for the respective year (“Members” and each a “Member”).
3. Individuals who (a) (i) have not met the requirements of either Section 1(a) or (b) above and consequently (ii) have not been approved by the Board as members of CTMA, but (b) (i) have timely paid CTMA dues according to Section III.B and (ii) have historically or are currently participating in CTMA activities shall be considered probationary members of CTMA (“Probationary Members”). Probationary Members shall have all the same rights and responsibilities as Members, including attendance at Member meetings, except that Probationary Members shall not have the right to vote at such meetings.
4. Minors participating in CTMA activities shall be considered non-member musicians (“Non-Members”).
5. Paid musicians are permitted as Non-Members. All paid musicians must be approved by the Board of Directors prior to joining the performing ensemble.
6. Probationary Members and Non-Members shall not be considered Members.

B. Dues

1. Dues shall be set forth in the membership guidelines of the CTMA policies, as may be amended by Board of Directors from time to time (the “CTMA Policy”).
2. Dues must be paid in a timely manner, in accordance with the CTMA Policy, by all Probationary Members and Members to remain a Probationary Member or Member (as applicable) for the current fiscal year.
3. Non-Member payment of dues shall be governed by the CTMA Policy.

C. Removal

A Musician may be removed from CTMA and have his, her or their membership revoked or terminated by a Super Majority Vote (as defined in Article VII) of the Board of Directors in an Executive Session (as defined in Article VI), and such action shall take immediate effect; provided, however, that prior to such Executive Session and vote, such Musician being considered for removal, revocation, and/or termination shall receive prior written notice outlining the date, time, and purpose of such Executive Session, an invitation to participate, and any other details reasonably necessary, as further described in the CTMA Policy.

D. Rights and Responsibilities

1. All Members, Probationary Members, and Non-Members rehearsing and/or performing with CTMA (“Musicians”) have the following rights and responsibilities:
 - a. Musicians shall attend all rehearsals and performances to which they have committed.
 - b. Musicians shall notify the Secretary and the conductor promptly of any potential absence from any rehearsal or performance no less than five (5) days before such potential absence; provided, that in the instance of an emergency or other unforeseeable, extenuating circumstance (an “Emergency”), the Musician shall promptly notify at least one of the Secretary, the conductor, or any Director.
 - c. A Musician’s absence may be excused (a), if related to a performance specifically, such Musician has put forth reasonable effort in securing a suitable replacement in advance of such performance by coordinating with the conductor and one or more Director, as determined in the Board’s discretion, or (b), if such absence is due to an Emergency, such Musician provides notice per subsection (b) above. Musicians shall not be required to find replacements in the event of an Emergency.
2. Members have the following additional rights:
 - a. A Member may take a leave of absence for up to one season and should the Member choose to return shall be given priority over any other potential, new, or Probationary Members when returning from the leave.
 - b. All Members, and only Members, shall be entitled to cast one vote in all matters requiring a vote, subject to the terms of Article VII below, and in no event shall Probationary Members or Non-Members be entitled to a vote.

ARTICLE IV – BOARD OF DIRECTORS

A. Overview

1. The affairs of CTMA shall be managed by the Board of Directors (with each member of the Board

being a “Director”), and the Board of Directors may exercise all such powers of CTMA and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these Bylaws directed or required to be exercised or done by the Members, as its essential function.

2. The Board shall consist, at all times, of two classes of Directors termed “Term 1 Directors” and “Term 2 Directors” with the sole difference between each class being the timing for such class’s election, reelection, or nomination as set forth in Section IV.B below.

3. Each Board member shall have one vote for all issues requiring a vote in each Board meeting.

4. The number of Directors which shall constitute the whole Board of Directors shall be determined from time to time by resolution of the Board of Directors; provided, that at no time shall the number of directors be fewer than three.

5. The initial slate of Directors are those individuals set forth on Exhibit A attached hereto.

B. Election & Terms

1. Election.

a. The Directors shall be elected at the annual meeting of the Members by a majority of the votes cast (as further set forth in Article VII), and each Director elected shall hold office for the term specified herein until a successor is elected and qualified, except in the instance of resignation or removal in which case resignation or removal becomes effective immediately pursuant to Section IV.C below regardless of whether a successor has been elected and qualified.

b. All individuals nominated to serve on the board shall be at least eighteen (18) years old and must be nominated and elected from the current listing of record of the Members; provided, that such individuals need not be Members if all other qualifications of Section IV.D below are otherwise met.

c. All Directors, currently serving and those nominated and elected in the future, must meet the qualifications of Section IV.D below.

d. Elections for each class of Directors shall be held in alternate years pursuant to Section IV.B(2) below.

2. Terms.

a. The Term 1 Directors shall serve for an initial term of three (3) years, with such initial term ending on June 30, 2024, with each term thereafter being limited to two (2) years.

b. The Term 2 Directors shall serve for terms of no more than two (2) years with the term of the initial slate of Term 2 Directors ending on June 30, 2023.

3. Nominations Committee.

a. Each year, the President shall appoint a nominations committee (the “Nominations Committee”) with a minimum of three members chosen from any of the Members, Directors, or Officers to (i) identify one or more candidates for open Director positions, (ii) verify qualifications for all candidates wishing to run and (iii) prepare a secret ballot to be used in voting for the Board of Directors.

b. Nominations for submissions to candidacy are due to the Nominations Committee and (at a minimum) the Secretary 14 days before the intended Record Date (i.e., 4 days before mailing of the Notice).

C. Appointments and Removals

1. Any or all of the Board of Directors may be removed at any time, with or without cause, by a majority vote at a Member meeting or written consent of at least 51% the total Membership, not just those Members present at the meeting.
2. Any removal of a Director becomes effective immediately, regardless of whether a successor has been elected and/or qualified.
3. Vacancies on the Board of Directors due to an increased number of directorships shall be filled by a special meeting of the Members, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.
4. Vacancies on the Board of Directors due to resignation, long-term medical incapacity, death, other inability to serve, or removal shall be filled by a special meeting of the Board, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.

D. Additional Director Qualifications

1. A Non-Member or a Probationary Member may be nominated by way of a letter of recommendation from two or more Members, and such Non-Member or Probationary Member may be appointed if approved pursuant to Article VII.
2. A Non-Member or a Probationary Member may be appointed to fill a vacancy, according to Section IV.C(3).
3. Once a Non-Member or a Probationary Member has served one term as a Director, such Non-Member or a Probationary Member shall remain eligible for nomination to serve subsequent terms indefinitely.

ARTICLE V – OFFICERS

A. Overview

The officers of CTMA (the “Officers”) shall consist of a President, Vice President, Secretary, Treasurer, and an Officer-at-Large and may include one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board of Directors may from time to time appoint (none of whom need be a member of the Board of Directors). No two offices may be held by the same person, except in the instance of vacancies under which circumstances the current Officers may delegate duties and responsibilities as necessary. The foregoing officers shall be elected by the Board of Directors for the terms set pursuant to VI.C and to perform the duties set forth in Section V.F below. The initial slate of Officers is attached hereto at Exhibit B.

B. Additional Officer Qualifications

1. Individuals nominated to serve as Officers may be, but are not required to be, Members or Directors; provided, that a Non-Member or a Probationary Member must be nominated for candidacy by way of a letter of recommendation from two or more Directors or Members.
2. Such Non-Member or a Probationary Member may be appointed approved pursuant to Article VII.
3. Once a Non-Member or a Probationary Member has served one term as an Officer, such Non-Member or a Probationary Member shall remain eligible for nomination to serve subsequent terms indefinitely.

C. Terms

1. The initial term for Vice President, Secretary, and Officer-at-Large shall expire June 30, 2023.
2. The initial term for President and Treasurer shall expire June 30, 2024.
3. After the initial term, the term of office shall be two years.

D. Appointments and Removals

1. In the event of a resignation or other cause of a vacancy of the Officers, the President shall appoint a replacement subject to the approval or ratification of a Majority Vote of the remaining members of the Board of Directors.
2. Any officer appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors during an Executive Session.

E. Succession

1. In the event that the elected President resigns, is removed from office, or is otherwise unable to fulfill their duties, the Vice President shall become the President and appoint a replacement Vice President.
2. In the event that both the elected President and Vice President resign, are removed from office, or are otherwise unable to fulfill their duties, a new President shall be appointed by a Majority Vote of the Directors. The Vice President vacancy shall then be filled as specified in Section IV.D.

F. Officer Duties

All Officers may delegate their duties as they see fit; provided, that each Officer shall possess the below listed duties and powers at a minimum.

1. The President shall:
 - a. preside over and be responsible for orderly conduct of all meetings of the Members and Board of Directors,
 - b. publish an agenda of all meetings in advance of the meeting,
 - c. select all necessary committees, subject to approval by a Majority Vote of the Board,
 - d. recommend major expenditures for Board and/or Member approval,
 - e. have purchasing authority at the Treasurer's direction or in their absence,
 - f. make appointments to fill any vacancies that might arise, subject to Board confirmation,
 - g. set a schedule for regularly-scheduled Board meetings and call special meetings as needed,
 - h. serve as the chief executive officer of CTMA and ensure that the Board is collectively completing CTMA's mission and objectives, and
 - i. recommend musicians and conductors for approval by the Board of Directors.
2. The Vice President shall:
 - a. act as President in the President's absence and
 - b. have purchasing authority at the Treasurer's direction or in their absence.
3. The Secretary shall:
 - a. be responsible for taking and publishing minutes of all CTMA meetings,
 - b. maintain and be responsible for any official correspondence of CTMA,
 - c. be responsible for maintaining a record of approved CTMA volunteer activities and of individuals who have met the 40 hours requirement each fiscal year,
 - d. and be custodian of all CTMA records.
4. The Treasurer shall:
 - a. be in charge of all CTMA funds,
 - b. maintain accurate records of all financial transactions,

- c. prepare and publish monthly financial statements,
 - d. prepare and publish an annual financial report,
 - e. issue checks in accordance with the CTMA budget and other Board directives,
 - f. assist with completing the annual financial review,
 - g. maintain membership records, and
 - h. complete and file forms, reports, returns, etc. concerning CTMA's finances as required by Federal, State, and Local government entities.
5. The Officer-at-Large shall:
- a. assist other Officers as needed, and
 - b. participate in CTMA meetings.

ARTICLE VI – MEETINGS

A. Member Meetings

1. The President shall recommend a setting for all Member meetings and seek approval of the Board of Directors of the setting.
2. The record date (“Record Date”) for the meeting shall be 10 calendar days prior to the set meeting date of any Member meeting (“Meeting Date”). If a Probationary Member becomes a Member after the record date and before the meeting date nothing shall prevent said new Member from voting in such meeting.
3. On the Record Date, the Treasurer shall provide a list of dues-paid Members and Probationary Members to the Secretary so the Secretary may have the list available.
4. Meeting notice (“Meeting Notice”) to all eligible Members and Probationary Members shall be sent on the Record Date in form and substance according to the CTMA Policy.
5. Member meetings should be conducted in-person. Video conferencing shall be made available per CTMA Policy.
6. From the Record Date to the Meeting Date and at the meeting, a printed copy of the Member list including names, physical addresses, and email addresses shall be available for inspection by Members at all CTMA activities (such as rehearsals, performances, etc.) and electronically upon request of a Member to the Secretary.
7. Non-Member Directors and Non-Member Officers may attend all Member meetings and participate pursuant to specific agenda items.
8. Non-Members (other than Directors and Officers) may observe a Member meeting if (a) participating in said meeting pursuant to a specific agenda item or (b) invited by a Member.

B. Board Meetings

1. The President shall set a schedule for regular Board of Directors meetings. This schedule should be published well in advance and shall be made available to the Members.
2. A special meeting of the Board of Directors may be called by the President or a concurrence of two or more Directors. Notice shall be provided to Members as soon as the meeting has been set.
3. Executive sessions (“Executive Sessions”) of the Board of Directors may take place as part of the agenda of a regular or special meeting to discuss privileged business, such as personnel actions or legal matters. Executive Sessions shall be limited to the Board of Directors and specifically-invited guests approved pursuant to Article VII.
4. Members shall be entitled to observe all Board Meetings, except Executive Sessions, and Members shall only be permitted to speak during meetings if permitted by a specific agenda item.
5. Probationary Members may observe a Board meeting if (a) participating in said meeting pursuant

to a specific agenda item or (b) invited by a Member or Director.

6. All Board meetings may be held in person, online, or a combination of the two.

7. Urgent decisions may be made using a non-real time format such as e-mail with voting being held via e-mail or other electronic means. Unanimous votes on such decisions shall be ratified at the next regular Board of Directors' meeting. Non-unanimous votes on such decisions shall be ratified within 30 days, either at a regular or special Board of Directors meeting.

ARTICLE VII – VOTING & APPROVALS

A. Majority Vote; Quorum

1. For the purposes of these bylaws, a “Majority Vote” shall mean an affirmative vote of at least 51% of the votes cast by either the Members at a Member meeting or the Directors at a Board meeting where at least a quorum is present.

2. For the purposes of these bylaws, a “Super-Majority Vote” shall mean an affirmative vote of at least 60% of the votes cast by either the Members at a Member meeting or the Directors at a Board meeting where at least a quorum is present.

3. A quorum at all Member meetings shall be 10% of the current Members.

4. A quorum for all Board of Directors' meetings shall be 60% of the currently-serving Directors.

B. Proxy Votes

Proxy voting shall not be permitted under any circumstances and with no exceptions, whether by Members, Non-Members, Directors, or Officers with regard to CTMA business or any other CTMA related matter.

C. Member Voting

1. Each Member is entitled to cast a single vote for each item subject to Member vote at a Member meeting, whether at the annual meeting or a special meeting, and for votes specifically with regard to Directorship positions, no Member shall be entitled to vote for more than one candidate per position subject to appointment.

2. Members unable to attend the meeting may request an absentee ballot from the Secretary no later than three days before the scheduled meeting.

3. Members attending in-person shall vote via secret ballot.

4. Members attending virtually shall cast their ballot by a specified mechanism set forth in the Meeting Notice within the online meeting.

5. The vote shall be counted by the Nominations Committee, with such tallying process to be subject at all times to audit by an audit committee appointed pursuant to the CTMA Policy. In the event of a vote at a Member meeting where there is no Board election on the agenda (and therefore no corresponding Nominations Committee), then the President (with the Board's approval) shall appoint a special committee for counting of such Member votes.

D. Member Approval

1. As further set forth in Article IX below, any amendment to these bylaws shall require a Super-Majority Vote (as defined below) of the Members.

2. Further to Section IV.B, the election and appointment of any or all Directors shall require approval by a Majority Vote (as defined below) of the Members, subject to the other requirements set forth in the CTMA Policies and herein these bylaws.

a. In the event that no Directorship candidate receives a Majority Vote and there are three or

more candidates, a run-off election must be held.

b. In the event that no Directorship candidate receives a Majority Vote and there are two or fewer candidates, then the position shall remain vacant until a Board vote is held pursuant to Section VII.E.

3. Further to Section IV.B, the removal of any or all Directors shall require approval by a majority vote of at least 51% the total Membership, not just those Members present at the meeting, subject to the other requirements set forth in the CTMA Policies and herein these bylaws.

E. Board Voting

1. Each Director is entitled to cast a single vote for each item subject to Director vote at a Board meeting (whether at the annual meeting or a special meeting, during an Executive Session or not), and for votes specifically with regard to officership positions, no Director shall be entitled to vote for more than one candidate per position subject to appointment.

2. Directors attending virtually shall cast their ballot by a specified mechanism set forth in the Meeting Notice within the online meeting.

3. The vote shall be counted by the President.

4. In the event of a tie during a Director vote at a Board meeting (whether due to a vacancy left by the removal or resignation of a Director or otherwise), then the President shall cast the tie-breaking ballot.

F. Board Approval

1. The following shall require approval by a Majority Vote of the Board of Directors, subject to the other requirements set forth in the CTMA Policies and herein these bylaws:

a. Approval of new members, continued membership, or returning Members;

b. Award of Membership to paid musicians;

c. Acceptance and ratification of a Director's resignation;

d. Ratification of appointment of Officers;

e. Setting of Member meetings;

f. Appointment of a Director to fill a vacancy on the Board;

g. Increase or Decrease in the number of Director positions on the Board; and

h. Prior to any Executive Session, approval of specially-invited guests to a specified Executive Session of the Board (if not prior to said Executive Session, Section VII.F(2) below shall govern).

2. The following shall require approval by a Majority Vote of the Board of Directors at an Executive Session, subject to the other requirements set forth in the CTMA Policies and herein these bylaws:

a. Removal of a Member, Probationary Member, Non-Member, Director, or Officer; and

b. At or during any Executive Session, approval of specially-invited guests to the current and ongoing Executive Session of the Board.

ARTICLE VIII – FINANCE AND RECORDKEEPING

A. Fiscal Year

1. The fiscal year for CTMA shall be from July 1 to June 30.

B. Annual Financial Review

To ensure the non-profit objective of CTMA:

1. No later than July 31st, the Treasurer shall publish all books and records to the Board of Directors, and all vendors involved in the preparation of government-required annual filings.

2. When not using an outside vendor to assist with the preparation of government-required filings, the Board of Directors shall appoint a committee to perform a review of the CTMA books & records.

C. Checks & Drafts

1. All CTMA expenditures approved by the Board of Directors shall be made by check signed by an authorized officer of CTMA or by CTMA credit card.
2. Expenditures under \$100.00 may be made without specific Board approval and shall be reported to the Board at the next regular Board meeting.
3. Expenditure between \$100.00 and \$1500.00 within approved budget may be made without specific Board approval.
4. Expenditures over \$1500.00 shall require explicit Board approval.

D. Books & Records

1. CTMA shall keep correct and complete books and records of accounts and shall keep minutes of all meetings of the Board of Directors and committees having any authority.
2. All books and records of CTMA may, upon written request from any Member, be inspected by the Member or their authorized agent for any proper purposes at any reasonable time and will be presented within ten (10) business days.

ARTICLE IX – AMENDMENT OF THE BYLAWS

These by-laws may be amended at any meeting of the Members by a Super- Majority Vote; provided, that the proposed change has been submitted to the Members at least 14 days in advance of the meeting pursuant to the CTMA Policy. For the avoidance of doubt, no proxy voting shall be permitted.

ARTICLE X – PARLIAMENTARY AUTHORITY

Roberts Rules of Order, newly revised, shall govern the conduct of all meetings of the organization and its Board of Directors.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 so disposed of shall be disposed exclusively for such purposes or to such organization or organizations that are organized and operated exclusively for 501(c)(3) purposes.

EXHIBIT A

**INITIAL DIRECTORS
OF CTMA**

<u>Name</u>	<u>Address</u>
Marc Lowe	2318 Waizel Way, Georgetown, TX 78626
Danny Snyder	1023 Horne Drive, Cedar Park, TX 78613
Carol Snyder	2025 Simbrah Cove, Cedar Park, TX 78613
Brian Ward	15025 Doria Drive, Austin, TX 78728
Ellen Skoviera	1110 Oaklands Drive, Round Rock, TX 78664

EXHIBIT B

**INITIAL OFFICER
OF CTMA**

<u>Name</u>	<u>Office</u>
Marc Lowe	President
Danny Snyder	Vice President
Carol Snyder	Treasurer
Brian Ward	Secretary
Ellen Skoviera	Officer-At-Large