

BYLAWS

These bylaws read, approved, and adopted by the Board of Directors and general membership of the Flute New Music Consortium on _____, 2020.

ARTICLE I - NAME

This organization shall be known as the Flute New Music Consortium, Inc (FNMC).

ARTICLE II - PURPOSE

SECTION 1. Purpose. Flute New Music Consortium, Inc. is a public benefit corporation formed exclusively for educational and charitable purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3). The Corporation is not organized for profit and no part of its net earnings inures to the benefit of any private individual.

Within this purview, the purposes of the Corporation shall promote the composition, education and performance of new music by encouraging:

- (1) the commissioning and performing of new works featuring the flute;
- (2) fellowship among members, composers and audiences;
- (3) the formation and/or sponsorship of worthwhile projects related to new music creation, performance and education;
- (4) community engagement through technology and local and national performances and educational events; and
- (5) an increasingly high standard of artistry in new music performance and composition for the flute.

SECTION 2. Dissolution. Upon dissolution of the Corporation, any funds remaining in the treasury after payment of outstanding debts shall be contributed to the National Flute Association, Inc., or if it does not exist, to a Section 501(c)(3) non-profit organization.

ARTICLE III - OFFICES

SECTION 1. Registered office. The Corporation shall maintain a registered office and a registered agent within the state of Oklahoma. The address may change and the current registered office and the name of the current registered agent of the Corporation shall be supplied by the President upon request.

ARTICLE IV - MEMBERSHIP

SECTION 1. Membership. Membership is open to anyone interested in the flute and/or encouraging new music.

SECTION 2. Active Membership defined. Anyone joining the Corporation in one of the following categories of membership; "Performing Member", "Collegiate Member," or "Commissioning Member", will herein be referred to as an "Active Member" and are described in subsections (a) through (c) of this Section. Any person interested in the activities and purposes of the Corporation becomes an Active Member of the Corporation by making an annual contribution (Performing & Collegiate Members) or supporting a large scale commissioning project (Commissioning Member). Dues and commissioning contributions are specified by the Board of Directors for Active Members. Each Active Member (and only an Active Member) shall be entitled to one vote on each matter submitted to a vote of the Members. Only Active Members may serve as Officers or Directors of the Corporation.

- A. Performing Member: A Performing Member shall be a person with an interest in music who pays the annual dues in the sum specified by the Board of Directors. Annual dues for Performing Members shall always be less than the average annual contribution of Commissioning Members. Performing members are invited to premiere/perform the winning composition competition work(s) on or following the specified premiere date but are not eligible to premiere large scale commission works. Performing members are eligible to vote on organizational and contest related decisions.
- B. Collegiate Member: A Collegiate Member shall be an undergraduate student with an interest in music who pays the annual dues in the sum specified by the Board of Directors. Annual dues for Collegiate Members shall always be less than the average annual contribution of Commissioning Members. Collegiate Members are invited to premiere/perform the winning composition competition work(s) on or following the specified premiere date but are not eligible to premiere large scale commission. Collegiate Members are eligible to vote on organizational and contest related decisions. Collegiate Members may participate in the FNMC flute ensemble.
- C. Commissioning Member: A Commissioning Member shall be a flutist who contributes at the commissioning level to a specific large-scale commissioning project. Commissioning contribution levels are set by the Executive Board. Membership in the corporation shall be non-transferable, non-assignable and non-refundable and will continue until the end of the fiscal year for the applicable commissioning project. With the prior approval of the Executive Board, Commissioning Members are invited to premiere the commissioned work on or following the specified premiere date(s). Commissioning Members are eligible to vote on organizational, contest, and simultaneous premiere related decisions.

SECTION 3. Affiliate Membership defined. Other forms of affiliation with the Corporation shall be designated as "Supportive Member," "Commercial Member," and "Honorary Member" and are described in subsections a-c. Affiliate Members do not retain any voting rights or other privileges accorded Active Members. The Corporation may make provisions for a dues and

benefits structure within the categories and subcategories of Affiliates to accommodate the organizational interests of the Corporation. However, these provisions shall not change, affect or increase the voting rights of the Active Members or accord voting rights to any additional persons.

- A. Commercial Sponsor Member: A business or organization that contributes annually to the Corporation in the sum specified by the Board of Directors. Commercial members are not eligible to vote. Additional benefits, as determined by the Executive Board, are outlined for each level of corporate sponsorship. Membership in the corporation shall be non-transferable, non-assignable and non-refundable and will continue until the end of the fiscal year for the applicable commissioning project.
- B. Honorary Member: Upon rare occasion and by majority vote, the Board of Directors of the Corporation may award "Honorary Membership" to a person who has substantially contributed to the advancement of the flute and flute playing. Honorary Membership shall confer no voting rights and shall not require the payment of annual dues. Honorary members may be invited to premiere both contest and large scale commissioned works at the discretion of the board.

SECTION 5. Membership duration. Commissioning Membership ends at the close of the fiscal year in which the simultaneous premiere took place. All other types of membership will coincide with the fiscal year: July 1-June 30.

SECTION 6. Transfer of Membership. Membership in the corporation shall be non-transferable, non-assignable and non-refundable.

SECTION 7. Dues and Assessments. Dues and assessments shall be used by the Corporation for its general purposes.

ARTICLE V - EXECUTIVE BOARD

SECTION 1. Elected Officers. The elected officers of this Society shall consist of President, Vice-President, Finances, and Communication.

SECTION 2. Appointed Chairs. Chairs for committees and special events shall be appointed by the President and shall serve as members of the Executive Board. Elected officers may also serve as appointed chairs but shall only count as one vote.

SECTION 3. Artistic Advisors. The Executive Board shall appoint one or more artistic advisers to serve as Advisory (non-voting) members of the Board.

SECTION 4. Past President & Advisory Members. The immediate past President shall be a member of the Executive Board. All other past Presidents, as well as the founding members of the Corporation, shall be invited to serve as Advisory (non-voting) members.

SECTION 5. Executive Board Term. Executive Board Members shall serve for two membership years and may be re-elected or re-appointed an unlimited number of times.

SECTION 6. Executive Board Meetings. The Executive Board will meet a minimum of once per year. Written notice of the time and place and purposes of the meeting shall be duly served on or sent, mailed, electronically mailed, or otherwise electronically communicated to each Director not less than 14 days before the meeting

SECTION 7. Vacancies. Vacancies in elected offices may be filled for remainder of the term by appointment by the President with approval of the Executive Board.

SECTION 8. Participation. Executive Board members are expected to participate in board meetings and Corporation events as regularly as possible.

SECTION 9. Electronic Board Meetings. Electronic Board meetings conducted by video chat are acceptable.

SECTION 10. Powers of the Directors. The Executive Board shall have the power and authority to carry on the affairs of the Corporation, and in doing so may elect, appoint, and employ all necessary Officers and staff personnel in addition to those officers provided by these bylaws; may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation of such persons; may prescribe the duties of such persons; and may dismiss any appointed or employed Officer or agent without previous notice. The Directors may, in the absence or sickness of an Officer or employee, delegate that person's powers and duties to another Officer or employee for the time being.

ARTICLE VI -- ELECTION OF OFFICERS

SECTION 1. Nominations. All members are eligible to nominate officers. The President will appoint an Elections Chair to oversee nominations and elections. Nominees may accept or decline the nomination and shall be invited to submit a written statement.

SECTION 2. Elections. The election may be conducted electronically.

- A. Members must be allowed two weeks to vote. Write-in votes are allowed providing the candidate has agreed to be nominated.
- B. The slate may be voted per office or by acclamation.

SECTION 3. Election. The election must be sustained by majority vote.

ARTICLE VII -- DUTIES OF ELECTED OFFICERS

SECTION 1. President. The President shall preside at meetings, appoint committee chairs, be an ex-officio member of all committees, assist the chairs of special events and take an active role in the planning of these events.

SECTION 2. Vice President. The Vice-President shall assume the President's duties when needed and will oversee specific projects related to composers, such as the annual Composition Competition.

SECTION 3. Communications. The Communications officer shall keep minutes of meetings and records of special events and communicate with members.

SECTION 4. Finances. The Finances officer shall keep accurate records of all finances, prepare annual reports, oversee tax preparation and submission and prepare a budget to be adopted by the Executive Board.

ARTICLE VIII -- QUORUM

SECTION 1. Membership Quorum. A quorum for the Society is one third of its Active Members.

SECTION 2. Executive Board Quorum. A quorum for the Executive Board is a minimum of four voting board members.

ARTICLE IX - FINANCES

SECTION 1. Operating Fund. All fees, dues, contributions and other monies paid to the Corporation shall be placed in a general operating fund.

SECTION 2. Disbursements. No obligation or expense shall be incurred and no monies shall be appropriated or paid unless authorized by the Board of Directors.

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July each year and end on the last day of June of the following year.

SECTION 4. Compensation. Officers, Executive Board Directors and Artistic Advisors are voluntary (non-compensated) positions. As stated in Article 2, Section 1, the Corporation is not organized for profit and no part of its net earnings inures to the benefit of any private individual.

ARTICLE X -- AMENDMENT

These By-Laws may be amended by a majority vote held as described under Article VI, Section 2.