

Associated Music Teachers League, Inc.
AARON ORNSTEIN, FOUNDER



Incorporated November 13, 1925

—BY-LAWS—

DRAFT

This updated version of the By-Laws for the Associated Music Teachers League, Inc. is to be considered a newly rendered (although based on earlier versions) set of By-Laws, not merely changes to the last officially accepted By-Laws that were last revised in 1991. The 1991 version of the By-Laws have technically been the guide of governance in all of the intervening years to 2009. A complete revision of the By-Laws was begun around 1998 with a final draft prepared by January, 2000. However, this version was never (to the certain knowledge of anyone in the organization) approved by the membership, nor was it signed or notarized.

With pro-bono legal assistance, this set of By-Laws was prepared to comply with current non-profit corporation law, and is given to the membership for approval. All passages which are additions or reflect the most recent changes in wording from both the 1991 revision and the 2000 draft are underlined. Replaced text is printed with ~~strikethrough~~.

The By-Laws Committee (Mescal Wilson [Chair], Donald Isler, Joyce Chung-Liu, and Eric Birk) worked with the assistance and full cooperation of the Executive Board in determining the final wording of all updates and changes to earlier versions.

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These By-Laws were submitted to and approved unanimously by the Executive Board on May 14, 2009.

*By-Laws Committee:*

Mescal Wilson, Chair – Donald Isler – Joyce Chung Liu – Eric Birk



TEXT IN THIS BOX IS NOT PART OF THE BY-LAWS.

**BY-LAWS**  
**OF**  
**ASSOCIATED MUSIC TEACHERS LEAGUE, INC.**  
(Hereinafter referred to as the “Corporation”)

**ARTICLE 1**  
**MEMBERS**

**Section 1. Classification.** Membership shall consist of Active, Associate, Honorary Life, and Honorary Associate Members.

Active Members:

Music instructors, music performers and composers also engaged in the teaching of music who meet the requirements of the Corporation.

Associate Members:

Composers, editors, publishers and arrangers of music; manufacturers and representatives of manufacturers of musically related products; interested non-musicians; interested institutions or programs (educational, arts, or others).

Honorary Life Members:

Musicians and music educators of prominence considered by the Executive Board to be of outstanding merit except for Past Presidents. Past Presidents are honored by automatically becoming Honorary Life Members upon the completion of their term of office.

Honorary Associate Members:

Persons or organizations as described in Associate Members who have made or are making significant contributions toward the achievement of the goals of the organization.

**Section 2.** Procedure.

a) Applications for Active or Associate membership shall be submitted on the Corporation's application forms and reviewed by the Executive Board at an Executive Board meeting.

b) Honorary Life and Honorary Associate Members shall be nominated by a member of the Executive Board and approved by a majority vote.

**Section 3.** Dues. Membership Dues shall be determined by the Executive Board in accordance with the financial needs of the Corporation. Past Presidents, Honorary Life Members and Honorary Associate Members shall be exempted from paying dues. Members who have been in arrears for one year shall be suspended after the due notification from the Assistant Treasurer and their names shall be removed from the brochure. Members who have been suspended for non-payment of dues can be re-instated at the discretion of the Executive Board.

## **ARTICLE II MEETINGS**

**Section 1.** Annual Meeting. The Corporation shall hold a membership meeting at least once a year at a time and place to be determined by the Executive Board.

**Section 2.** Executive Board Meetings. The Corporation shall hold Executive Board meetings every month from October through May on the second Thursday of the month from 10:00 A.M. to noon or at a time determined by the Executive Board.

## **ARTICLE III EXECUTIVE BOARD MEMBERS**

**Section 1.** Duties and Powers. The Executive Board of the Corporation shall have the authority, power and responsibility for the general management, control and supervision of the affairs, business, activities, property and assets of the Corporation, and may make such rules, regulations and guidelines for the promotion and advancement of the Corporation and its purposes as the Executive Board may deem advisable; provided that, such rules, regulations and guidelines do not

violate these By-Laws, any statutes of the State of New York and the Restated Certificate of Incorporation of the Corporation.

The Executive Board, in addition to the powers and authority expressly conferred upon it by these By-Laws, by statute, by the Restated Certificate of Incorporation of the Corporation and otherwise, is hereby empowered to exercise all such powers as may be exercised by the Corporation, except as expressly provided otherwise by the statutes of the State of New York, by the Restated Certificate of Incorporation of the Corporation and by these By-Laws.

**Section 2.** Number of Executive Board Members. The Executive Board shall consist of seven elected officers, nine elected Board members, ~~committee~~ chairmen and co-chairmen of the standing committees (Finance, Nominating, Winter Musicales, Mid-Season Musicales, Scholarship Awards Auditions, and Young Musicians Concert Committees), and the immediate past president. If the immediate past president is unable or unwilling to serve as a Board member, the President will appoint a member-at-large to fill this position.

**Section 3.** Election of Executive Board Members. The Executive Board members shall be elected by a majority of votes of the members at the membership meeting in May of the election year. Only members in good standing shall have the right to vote.

**Section 4.** Term. The term of office of the seven elected officers shall be two (2) years with eligibility for re-election for a second two-year term. The term of office of the nine elected Board members shall be three (3) years with three members elected in each year. All officers except the Treasurer and the Corresponding Secretary shall be limited to two consecutive terms. An officer may be re-elected to the same office after serving two terms only on the approval of two-thirds of the Executive Board. An Executive Board member shall hold office until the monthly meeting in which his/her term expires and until his/her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any Executive Board member appointed to fill a vacancy shall be filled from the membership by the President with the approval of the Executive Board and shall have the same remaining term as that of

his/her predecessor. At the end of the unexpired term the appointee is eligible for election. An Executive Board member may be removed by the Executive Board only for cause. Any Executive Board member may resign at any time upon notice to the Executive Board. Any Executive Board member who shall fail to attend three (3) consecutive meetings of the Executive Board, without excuse deemed satisfactory by the Executive Board, may be deemed to have resigned from the Executive Board.

**Section 5. Meetings.**

a) The Executive Board of the Corporation may hold meetings, both regular and special, either within or without the State of New York, pursuant to Article II above. Notice of all regular and special meetings stating the place, date and hour of the meeting shall be given to each Executive Board member either by mail received not less than forty-eight (48) hours before the date of the meeting, by telephone, by facsimile or by electronic mail on at least twenty-four (24) hours notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate under the existing circumstances.

b) Executive Board Secretary. The Executive Board Secretary shall be appointed by the President from among the other officers or board members of the Executive Board. The Executive Board Secretary shall attend all meetings of the Executive Board and shall record all the proceedings at such meetings in a book or books to be kept for that purpose. The Executive Board Secretary shall have custody of the seal of the Corporation and the Secretary or any Assistant Secretary, if there be one, shall have the authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant Secretary. The Executive Board may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his/her signature.

**Section 6. Quorum.** Except as may be otherwise specifically provided by law, the Restated Certificate of Incorporation of the Corporation or these By-Laws, at all meetings of the Executive Board, ~~seven~~ one-third (1/3) of the members of the entire Executive Board shall constitute a quorum for the transaction of business. The act of a majority of the

Executive Board members present at any meeting at which there is a quorum shall be the act of the Executive Board. If a quorum shall not be present at any meeting of the Executive Board, the Executive Board members present thereat may adjourn the meeting to another time and place until a quorum shall be present.

**Section 7.** Actions of Board Without a Meeting. Unless otherwise provided by the Restated Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Executive Board or of any committee thereof may be taken without a meeting, if all the members of the Executive Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Executive Board or committee.

**Section 8.** Meetings by Means of Conference Telephone. Unless otherwise provided by the Restated Certificate of Incorporation of the Corporation or these By-Laws, members of the Executive Board of the Corporation, or any committee designated by the Executive Board, may participate in a meeting of the Executive Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 8 shall constitute presence in person at such meeting.

**Section 9.** Entire Executive Board. As used in these By-Laws generally, the term “entire Executive Board” means the total number of Executive Board members which the Corporation would have if there were no vacancies.

## **ARTICLE IV COMMITTEES OF EXECUTIVE BOARD**

**Section 1.** The President shall designate one (1) or more committees of the Board (standing, special or other), and shall appoint all committee chairmen to serve at the pleasure of the Executive Board. The President shall be a member of all committees of the Board.

Any such committee, except to the extent limited by law or these By-Laws shall have and may exercise all the powers and authority of the Executive Board in the management of the business, activities and affairs of the Corporation. No committee may act upon a final decision without first obtaining the approval of the Executive Board or the President.

The President may designate one (1) or more Executive Board members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the President of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Executive Board to act at the meeting in the place of any absent or disqualified member.

Unless the Executive Board or these By-Laws shall specify otherwise, and except with respect to ex-officio members whose terms may be longer, all members of all committees shall be appointed for terms of two (2) years, unless reappointed.

**Section 2. Meetings and Actions of Committees.** Meetings and actions of committees of the Executive Board shall be governed by, held and taken in accordance with, the provisions of Article III of these By-Laws, concerning meetings of Executive Board members, with such changes in the context of those By-Law provisions as are necessary to substitute the committee and its members for the Executive Board and its members. Special meetings of any committee may be called by the respective committee chairman in consultation with the President. Notice of special meetings of any committee shall also be given to any and all alternate members of such committee, who shall have the right to attend all meetings of the respective committee.

Each committee shall report to the Executive Board when required and keep regular minutes of its meetings which shall be filed with the corporate records of the Corporation.

The Executive Board may adopt rules for the governance of any committee not inconsistent with any provision of law or these By-Laws.

All committee chairmen and co-chairmen shall attend the Executive Board meetings. All committee chairmen, at the expiration of their duties, shall hand over to their successors all books and papers in their possession. The committee shall in consultation with the President, invite members to serve on the committees for a period of two (2) years, unless reappointed.

**Section 3.** Nominating Committee. The President shall appoint the members of the nominating committee. The nominating committee shall consist of three Executive Board members and (at least two) members from the membership. All officers and members to be elected to the Executive Board shall be nominated by the nominating committee. At least two (2) weeks prior to the election of members of the Executive Board, the nominating committee shall mail the slate of nominees and the date of the election to all members. Any member unable to attend the election may send his/her vote by mail to the chairman of the nomination committee at least forty-eight (48) hours prior to the election.

**Section 4.** Finance Committee, which shall consist of at least three (3) Executive Board members, one of whom shall be the Treasurer who shall serve as chairperson of such committee. The other members of the Finance Committee shall be appointed by the Chairperson of the Board, subject to the approval of the Board. The Finance Committee shall advise the Treasurer and the Board in regard to the investments and general fiscal policy of the Corporation.

## **ARTICLE V OFFICERS**

**Section 1.** General. The officers of the Corporation shall be chosen by the Executive Board and shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer.

Except for the offices of President, the Recording Secretary, ~~and~~ the Corresponding Secretary, the Treasurer and the Assistant Treasurer, which must be occupied by different persons, any number of offices may be held by the same person, unless otherwise prohibited by law, the Restated Certificate of Incorporation of the Corporation or these By-Laws provided, however, that no instrument required to be signed by more than one (1) officer may be signed by one (1) person in more than one (1) capacity.

**Section 2.** Election. The Executive Board at its annual meeting or such other time as may be designated by the Executive Board shall elect the officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Executive Board; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer elected by the Executive Board may be removed for cause at any time by the affirmative vote of a majority of the entire Executive Board. Any vacancy occurring in any office of the Corporation shall be filled by the ~~Executive Board~~ President; a vacancy in the office of the President shall be filled by the Executive Board.

**Section 3.** President. The President shall be the chief executive officer of the Corporation. Subject to the direction of the Executive Board, the President shall have general managerial responsibility for the business and affairs of the Corporation and shall see that all orders and resolutions of the Executive Board are carried into effect. The President shall execute all bonds, mortgages, contracts and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Corporation may sign and execute documents when so authorized by these By-Laws, the Executive Board or the President. The President shall preside at all meetings of the Executive Board. The President shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him/her by these By-Laws or by the Executive Board. In the absence of the President, the Vice-President next in line shall conduct all business. The President shall not concurrently occupy any other office of the Corporation.

**Section 4. Vice-Presidents.** At the request of the President or in his/her absence or in the event of his inability or refusal to act, the Vice-President (in the order designated by the Executive Board) shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Each Vice-President shall assist the President and perform such other duties and have such other powers as the Executive Board from time to time may prescribe.

**Section 5. Recording Secretary.** The Recording Secretary shall keep the minutes of the regular membership meetings and shall submit a report of the presentations in a timely manner for publication in the upcoming newsletter.

**Section 6. Corresponding Secretary.** The Corresponding Secretary shall take care of all necessary correspondence. The Corresponding Secretary shall give, or cause to be given, notice of all special meetings of the Executive Board and all other notices required to be given by law or by these By-Laws, and shall perform such other duties as may be prescribed by the Executive Board or President, under whose supervision he/she shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all special meetings of the Executive Board, and if there be no Assistant Corresponding Secretary, then either the Executive Board or the President shall choose another officer to cause such notice to be given.

**Section 7. Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Executive Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Executive Board, taking proper vouchers for such disbursements, and shall render to the President and the Executive Board, at its regular meetings, or whenever the Executive Board so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall make all books available for

inspection at the discretion of the Executive Board. The Treasurer and the President shall sign all checks.

**Section 8.** Assistant Treasurer. The President shall appoint an assistant treasurer whose duty shall be to send bills for dues to all members, receive such dues, transmit them to the treasurer, and keep the accounts of the members. The Assistant Treasurer, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Executive Board, the President, any Vice-President or the Treasurer, and in the absence of the Treasurer or in the event of his/her disability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer.

**Section 9.** Other Officers. Such other officers as the Executive Board may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Executive Board.

## **ARTICLE VI NOTICES**

**Section 1.** Notices. Whenever written notice is required by law, the Restated Certificate of Incorporation of the Corporation or these By-Laws, to be given to any member, officer, Executive Board member or member of a committee, such notice may be given by mail, addressed to such member, officer, Executive Board member or member of a committee, at his/her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may also be given personally or by facsimile.

**Section 2.** Waivers of Notice. Whenever any notice is required by law, the Restated Certificate of Incorporation of the Corporation or these By-Laws, to be given to any member, officer, Executive Board member or member of a committee, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE VII GENERAL PROVISIONS**

**Section 1.** Fiscal Year. The fiscal year of the Corporation shall be from July 1st through the following June 30th.

**Section 2.** Expenses. All necessary expenses shall be defrayed by the Treasury.

**Section 3.** Accounts. The Corporation shall maintain a general account and special accounts. All monies received for membership dues, general donations, and receipts from concerts and musicales shall be held in the general account and shall be used to maintain the Corporation. All monies received for specific funds, scholarships and awards shall be held in one (1) or more special accounts and shall be used only for the specified funds, scholarships and awards.

**Section 4.** Corporate Seal. Any required corporate seal shall have inscribed thereon the name of the Corporation and the year of its organization or the words "New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**Section 5.** Registered Office. The registered office of the Corporation shall be in the State of New York at the post office address of the President then in office.

**Section 6.** Other Offices. The Corporation may also have offices at such other places both within and without the State of New York as the Executive Board may from time to time determine.

## **ARTICLE VIII DUTIES OF EXECUTIVE BOARD MEMBERS AND OFFICERS: INDEMNIFICATION**

**Section 1.** Duties of Executive Board Members. An Executive Board member shall perform his/her duties as an Executive Board member, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith and with that degree

of diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, an Executive Board member shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(i) one (1) or more officers of the Corporation whom the Executive Board member believes to be reliable and competent in the matters presented, or

(ii) counsel, public accountants or other persons as to matters which the Executive Board member believes to be within such person's professional or expert competence, or

(iii) a committee of the Board upon which he/she does not serve, duly designated in accordance with a provision of the Restated Certificate of Incorporation of the Corporation or these By-Laws, as to matters within its designated authority, which committee the Executive Board member believes to merit confidence, so long as in so relying he/she shall be acting in good faith and with such degree of diligence, care and skill, but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Notwithstanding the foregoing, Executive Board members, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the President or the officer of the Corporation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the financial condition of the Corporation. A person who so performs his/her duties shall have no liability by reason of being or having been an Executive Board member of the Corporation.

**Section 2. Duties of Officers.** An officer shall perform his/her duties as an officer in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, an officer shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(i) one (1) or more other officers of the Corporation whom the officer believes to be reliable and competent in the matters presented, or

(ii) counsel, public accountants or other persons as to matters which the officer believes to be within such person's professional or expert competence, so long as in so relying he/she shall be acting in good faith and with such degree of care, but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Notwithstanding the foregoing, officers, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the President or the officer of the Corporation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the financial condition of the Corporation. A person who so performs his/her duties shall have no liability by reason of being or having been an officer of the Corporation.

**Section 3.** Indemnification of Executive Board Members and Officers. The Corporation shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he/she, his/her testator or intestate, is or was an Executive Board member or officer of the Corporation, or, at the request of the Corporation, served any other organization in any capacity, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Corporation Law or such other applicable statute. Nothing contained in this Section 3 of this Article VIII shall affect any rights to indemnification to which corporate personnel other than Executive Board members and officers may be entitled by contract or otherwise by law. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation, the Executive Board members and officers of the Corporation, and other persons otherwise entitled to indemnification, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Corporation Law or such other applicable statute. No indemnification shall be made under this Article VIII if such indemnification would be inconsistent with Sections 4941 through 4945 of the Internal

Revenue Code of 1986, as amended, a provision of the Corporation's Restated Certificate of Incorporation or these By-Laws, a resolution of the Executive Board or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification.

## **ARTICLE IX** **NON-DISCRIMINATION POLICY**

In all of its dealings, neither the Corporation nor its duly authorized agents shall advocate, support, or practice discrimination against any individual or group for reasons of race religion, age, national origin, language, marital status, gender, sexual preference, or physical disability.

## **ARTICLE X** **AMENDMENT**

These By-Laws shall take effect from the date of their adoption. These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted, by the Executive Board. All proposals to amend or modify any of these By-Laws must be presented to the Executive Board in writing and signed by the President and a By-Laws Revision Committee appointed by the President. The written proposal stating the amendment shall be presented to the membership in writing and voted on the following regular meeting. This amendment shall require a two-thirds vote of all members present at the meeting. All questions concerning these By-Laws shall be governed by parliamentary laws in accordance with ROBERT'S RULES OF ORDER under the guidance of a parliamentarian appointed by the President.