

BYLAWS of HOUSTON TUESDAY MUSICAL CLUB

a Texas Nonprofit Corporation

Adopted 1995

Revised January 12th, 2016

Article I—Offices

Section 1.01 Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris.

Section 1.02 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office and may be, but need not be, identical with the principal office of the Corporation in the State of Texas; and the address of the registered office may be changed from time to time by the Board of Directors.

Article II—Purposes

Section 2.01 Organizational Purposes. The Corporation is organized exclusively for charitable and educational purposes, including educating and promoting public awareness and interest in music. The Corporation is established as a permanent organization in Texas seeking to enrich the local community through activities promoting music and to provide opportunities for the public to engage in the study and performance of music in the City of Houston. The Corporation may engage in any activities which further its purpose.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article III—Members

Section 3.01 Membership shall consist of the following classifications: Performing, Performer Emeritus and Associate Members. Only Officers and Directors of the Board shall have the power to vote.

Section 3.02 Duties and Privileges of Membership.

- a. All members are expected to attend as many meetings as possible, as well as social events and concerts.
- b. Performing Members shall perform on Tuesday Lecture/Recitals or Musicales, their acceptance into this classification being approved by the Auditions Committee. All Performing Members are encouraged to perform once a club year. When assistance from a non-performing or non-club member is required, the Program Chair(s) must approve; however, a Performing Member may perform with a guest(s) no more than once a club year. Time allowed on stage will be at the discretion of the Program Chair(s). Any Performing Member who has not performed on a Lecture/Recital for two successive seasons will be transferred to the Performer Emeritus membership.
- c. A Performer Emeritus shall be a member who has requested a transfer from Performing membership or who has not performed in two successive years. A Performer Emeritus shall not perform unless as a guest of a Performing Member.
- d. Associate Members are general members who support the organization by attending meetings and concerts and serve the club in ways other than performing on programs.
- e. All members may hold any position on the Board of Directors, or serve as Chair or member of any committee, with the exception that Associate Members may not serve on the Auditions Committee.

Section 3.03 Special Designations

- a. Fifty-Year Membership. Those persons who have been members of Houston Tuesday Musical Club for fifty (50) years shall become Fifty-Year Members. They shall be exempt from payment of dues and shall notify the President in writing of their fifty-year status.
- b. Lifetime Membership shall be conferred upon members who wish to contribute a one thousand dollar gift. They shall be exempt from payment of dues.
- c. A choral group selected from the club membership shall be known as the Houston Tuesday Musical Club Chorus. The Chorus Director and her committee shall audition those desiring a place in the chorus.

Article IV—Officers

Section 4.01 Officers. The Officers of the Corporation shall be a President, Vice President, Recording Secretary, Treasurer, Program Chair(s), and Immediate Past President. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Such officers shall have the authority to perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Recording Secretary.

Section 4.02 Election and Term of Office. The Officers of the Corporation shall be elected every two (2) years by the Board of Directors at a regular meeting of the Board of Directors. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and installed.

Section 4.03 Removal. Any Officer elected or appointed by the Board of Directors may be removed with or without cause by a two-thirds majority vote of the Board of Directors, and any Officer appointed by the President may be removed with or without cause by the President.

Section 4.04 Vacancies. A vacancy in any office shall be filled by appointment by the President. A Board Member appointed to fill a vacancy shall fill the vacancy for the unexpired term of his or her predecessor in office.

Section 4.05 President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and oversee all of the business and affairs of the Corporation and shall preside at all meetings of the Board of Directors. The President shall appoint chairs of all standing committees and special committees and may appoint two past presidents as a special committee to assist. If necessary, the President may, after consultation with the Treasurer, appoint an Assistant Treasurer. The President is an ex-officio member of all committees except the Nominating Committee. Unless a co-signer is required by the Board of Directors, the President may sign any contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation. In general the President shall perform all duties which may be prescribed by the Board of Directors. The President shall also be responsible for informing the Board of Directors of programs, meetings, and functions of the Corporation.

Section 4.06 Vice-President. In the event of the President's absence or inability to act, the Vice President 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. Any Vice President shall perform such other duties as may be assigned by the President or Board of Directors.

Section 4.07 The Recording Secretary. The Recording Secretary shall take minutes and record the proceedings of the Club and Board of Directors in a book to be kept for that purpose and shall keep a permanent file of annual reports. The Minutes shall be deposited in the Archives of the Houston Public Library System. The Secretary shall give all notices in accordance with the provisions of these Bylaws or as required by law and shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the President or Board of Directors. The Recording Secretary shall make available the minutes of Board meetings to members if requested to do so.

Section 4.08 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors; shall submit a report of the accounts and financial condition of the Corporation at each Annual Meeting of the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors. The financial records of the Treasurer shall be reviewed at the close of the fiscal year by a CPA. All financial statements are to be held for at least seven years by the Treasurer, who may have an assistant appointed by the President. The Treasurer shall prepare a budget outlining Club income and expenses for the ensuing year for the Executive Committee to submit to the Board of Directors.

Section 4.09 Program Chair(s). Program Chair(s) shall represent the Program Committee on the Board of Directors. The Program Chairs shall be responsible for programming the regular Tuesday Lecture/Recitals and adhering to the Policy and Procedures related to the Bylaws in Article III.

Article V—Directors

Section 5.01 Directors. The Directors of the Corporation shall be an Artist Concert Chair, a Musicale Chair, a Ruth Burr Competition Chair, a Rochelle Liebling Kahan Memorial Fund Competition for Child Piano Prodigies Chair and a Membership Chair. The Directors shall be appointed by the President.

Section 5.02 Term of Office. Each Director shall serve a term of two years with no term limit restrictions.

Section 5.03 Removal. Any Director appointed by the President may be removed with or without cause by the President or the Board of Directors.

Section 5.04 Vacancies. A vacancy in any office shall be filled by appointment by the President. A Board Member appointed to fill a vacancy shall fill the vacancy for the unexpired term of his or her predecessor in office.

Section 5.05 A Parliamentarian shall be appointed by the President to advise Officers and Directors as to parliamentary procedure based on Robert's Rules of Order, Newly Revised, and shall not be considered a voting member of the Board of Directors.

Section 5.06 The Artist Concert Chair shall be responsible for producing the Annual Artist Concert.

Section 5.07 The Musicale Chair shall be responsible for producing one or more Musicales.

Section 5.08 The Ruth Burr Competition Chair shall organize the Ruth Burr Competition.

Section 5.09 The Rochelle Liebling Kahan Memorial Fund Competition for Child Piano Prodigies Chairs shall organize the Rochelle Liebling Kahan Memorial Fund Competition for Child Piano Prodigies.

Section 5.10 The Membership Chair shall be responsible for increasing involvement of the current members and recruiting new members.

Article VI—Meetings

Section 6.01 A minimum of ten (10) Tuesday Lecture/Recitals of the Club shall be held each season.

Article VII—Board of Directors

Section 7.01 General Powers. The affairs of the Corporation shall be managed by its Board of Directors, which is composed of the listed Officers and Directors.

Section 7.02 Number and Tenure. There shall be no more than fifteen (15) Board Members. Each of the Board Members shall serve a term of two (2) years with no term limits.

Section 7.03 Regular Meetings. The President shall determine the time and place for regular annual meetings of the Board. There shall never be fewer than three meetings of the full Board of Directors each year.

Section 7.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three members of the Board of Directors. The President will determine the date, location and time. Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance by oral or written notice.

Section 7.05 A vote of the Board of Directors may be taken by electronic means to address issues that arise between regular meetings of the full Board of Directors. In order for such vote to be valid, there must be 100% participation of the Board Members.

Section 7.06 Quorum. One more than 50 percent of the total members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7.07 Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7.08 Compensation. Directors shall not receive any compensation for their services.

Section 7.09 Resignation. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors, of which meeting the resigning Director shall receive notice.

Article VIII—Committees

Section 8.01 Appointment. The President shall appoint the chair of each committee. The chair shall appoint the members of the committee. These committees shall perform such functions and make such reports as the President or Board of Directors shall determine.

Section 8.02 Executive Committee. The Executive Committee shall consist of the President, Vice-President, Recording Secretary, Treasurer, and Immediate Past President. Vacancies in the Executive Committee shall be filled by the President, preferably by appointment of a Past President. The President, unless absent or otherwise unable to do so, shall preside as Chair of the Executive Committee. The Committee shall meet prior to each meeting and at the call of the President or the Board of Directors, or any two (2) members of the Committee. When the Board of Directors is not in session the Executive Committee has the power to perform all duties of every kind and character not required by law or the charter of the Corporation to be performed solely by the Board of Directors. The Executive Committee shall have authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board. A majority, but never fewer than three, of the members of the Committee shall be sufficient to constitute a quorum at any meeting of the Committee; and all action taken at such a meeting shall be by a majority of those present. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under the authority of the Board of Directors. All actions of the Executive Committee shall be recorded in writing and a report of said actions shall be made to the Board of Directors at its next meeting. The minutes of the Board of Directors shall reflect that such a report was made along with any action taken by the Board of Directors with respect thereto. A specific duty of the Executive Committee shall be the preparation and submission to the Board of Directors of a budget outlining club expenditures for the ensuing year.

Section 8.03 Nominating Committee. A Nominating Committee of five (5) members of the Board of Directors shall be elected by ballot by the Board of Directors at the fall Board of Directors meeting in odd numbered years. A minimum of seven names shall be placed in nomination; Board Members shall vote for five (5). The five persons receiving the highest number of votes shall constitute the Nominating Committee. The member receiving the highest number of votes shall be the Chair. The remaining two shall serve as alternates. The committee shall present the slate of Officers, consisting of President, Vice President, Treasurer, Recording Secretary and Program Chair(s) to the general membership before the annual election. Club members may submit in writing suggestions for Officers. Elections shall be by ballot, except when there is only one candidate for an office, in which case election shall be viva voce.

Section 8.04 The Standing Committees. The Standing Committees of the Corporation shall be established by the Executive Committee and shall be listed in the Policies and Procedures Document.

Section 8.05 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 8.06 Term of Office. Each member of a committee shall continue as such for two (2) years or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 8.07 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.08 Rules. Each committee may adopt rules for its governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 8.09 Committee Dissolution. The Board of Directors may, in its sole discretion, dissolve any committee, except for the Executive Committee, with or without cause. Such dissolution shall require approval by a majority of Board of Directors.

Article IX - The Rochelle Liebling Kahan Memorial Fund Competition for Child Piano Prodigies

Section 9.01 Establishing Act. The Rochelle Liebling Kahan Memorial Fund Competition for Child Piano Prodigies was established in 2005 by the Liebling/Kahan families. There shall be three (3) monetary prizes awarded. The funds and all necessary expenses incurred in conducting the Competition and the First Place Prize of \$500.00 shall be paid for by the Liebling/Kahan families. The funds for the Second Place Prize of \$300.00 and the Third Place Prize of \$200.00 shall consist of monies donated by Houston Tuesday Musical Club members and friends to The Rochelle Liebling Kahan Memorial Competition for Child Piano Prodigies.

Section 9.02 Purpose. The primary purpose of the funds shall be educational, dedicated to the search and encouragement of child piano prodigies, ages six to nine, in the Houston area. Further, its purpose is to honor the memory of Rochelle Liebling Kahan, a well-known child prodigy, former President and Performing Member of the Club.

Section 9.03 Committee. The Rochelle Liebling Kahan Memorial Fund Competition for Child Piano Prodigies' two Chairs shall be appointed by the Liebling/Kahan families. One Chair will serve as a Director on the Board of Directors. The Chairs shall choose the members of this Committee.

Article X—Financial Matters

Section 10.01 Dues. Dues of all members for the ensuing membership year (except Fifty-Year and Lifetime) shall be payable on or before May 31st of the current year, the amount to be determined by the Board of Directors. Any member who has not paid dues for the ensuing membership year shall not be included in the Yearbook.

Section 10.02 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 10.03 Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

Section 10.04 Deposits. All funds of the Corporation shall be divided among the General and special funds and deposited to the credit of the Corporation in such banks, trust companies, savings and loan associations or other depositories as the Board of Directors may select. The General Fund and special funds shall all be under the supervision of the Board of Directors. Any money not specifically intended for a special fund shall be put into the General Fund.

Section 10.05 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest, for general purposes, as an addition to an existing special fund, or the General Fund, or to establish a new fund. Assets may not be transferred between funds unless the terms under which the fund was created specifically authorize such diversion of their assets.

Article XI—Books and Records

Section 11.01 Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation, including a copy of the Corporation's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (for example, Form 990 and all schedules thereto), and a copy of the Articles of Incorporation, Bylaws, and Amendments. The Corporation shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990. All books and records of the Corporation shall be available to the public for inspection and copying to the fullest extent required by law.

Article XII – Amendments

Section 12.01 Amendments. These Bylaws may be amended at any Board of Directors meeting provided a quorum is present. A two-thirds majority of the votes cast shall be required to amend these Bylaws. The proposed amendment must be submitted in writing to the Executive Board prior to the meeting.