

NATIONAL FEDERATION OF MUSIC CLUBS



BYLAWS

JULY 2023

NATIONAL FEDERATION *of* MUSIC CLUBS

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BYLAWS OF THE NATIONAL FEDERATION OF MUSIC CLUBS

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BYLAWS OF THE NATIONAL FEDERATION OF MUSIC CLUBS

ARTICLE I. NAME

This organization shall be known as the National Federation of Music Clubs.

ARTICLE II. OBJECT

The object of this organization is to bring into working relations with one another, music clubs and other music organizations and individuals directly or indirectly associated with music activity for the purpose of developing and maintaining high musical standards; and aiding and encouraging music education; and the promotion of American music and musicians throughout America and other countries.

ARTICLE III. MEMBERSHIP

SECTION 1. COMPOSITION. Membership in the National Federation of Music Clubs shall be organizational or individual and shall be composed of:

A. *Music Clubs and kindred organizations* whose purpose is to encourage, develop and maintain high musical standards, who support our mission of supporting and developing American music and musicians, and

B. *Individuals* directly or indirectly interested in the promotion of musical activity.

SECTION 2. DIVISIONS. The membership shall be in three Divisions, viz. —Senior, Student/Collegiate (S/C members must have reached the 19th but not the 26th birthday) and Junior (under age 19).

SECTION 3. SENIOR ASSOCIATE GROUP MEMBERSHIP. Senior Associate Group membership shall be classified as Associate Organizations, National Sponsor Member or Foreign Countries, and shall be eligible for membership upon the payment of dues as provided in the NFMC Standing Rules and Procedures.

A. **MEMBERSHIP.** Senior membership shall be organizational, individual or honorary.

1. *Organizations* formed for the purpose of promoting the study or performance of music, including senior music clubs or organizations, music teachers' associations, family and other music groups shall be eligible for membership upon the payment of dues as provided in the NFMC Standing Rules and Procedures.

2. *The Governing Boards* of National Organizations pursuing musical interests similar to those of the National Federation of Music Clubs may become members of the National Federation of Music Clubs upon approval by the Executive Committee and shall be known as National Affiliates. Such affiliates may be represented at meetings of the National Federation of Music Clubs by their President or alternate and shall be entitled to one vote.

3. *Individual Membership* shall be classed as *Senior Individual, Life, Subscriber, Donor* or *Patron*.

a. *A Senior Individual Member.* Any senior interested in the advancement of music may become a Senior Individual Member upon payment of annual dues as provided in the NFMC Standing Rules and Procedures.

b. *Life Membership* shall be conferred upon an individual on the payment of the Life Membership Fee as stated in the NFMC Standing Rules and Procedures. With the exception of the magazine subscription, as set forth in the Standing Rules, a Life Member shall have all the privileges of active membership and shall be exempt from the payment of state and national annual dues. However, a Life Membership is not transferable from one State to another State. An individual, who establishes residence in another state, shall remain a Life Member of the State Federation through which the Life Membership fee was paid. If one wishes active participation in the affairs of the new State, dues for the State portion of membership shall be paid in that State. If an individual resides in a state where there is no State Federation, a Life Membership Fee shall be paid directly to the NFMC Executive Director and the full amount shall remain in the National Treasury.

c. *A Subscriber, Donor or Patron* shall be any individual who has given at one time (except as provided in "d") sums specified in the NFMC Standing Rules and Procedures for this specific purpose. Such an individual shall have all the privileges of active membership and shall be exempt from the payment of state and national annual dues. However, such membership is not transferable to another state and any such member who establishes residence in another state remains a member of the State Federation through which the fee was paid. If one wishes active participation in the affairs of the new state, dues for the state portion of membership shall be paid in that state.

d. *Change in Class of Membership.* A Life member, a Subscriber or a Donor may change to a higher membership status by paying the difference in fees.

B. HONORARY MEMBERSHIP. *Honorary Membership* may be conferred upon an individual who has achieved distinction in music or has rendered signal service to the Federation. Upon recommendation of the Board of Directors, an Honorary Membership may be conferred by a vote of the eligible voters present and voting at a National meeting. An Honorary Membership may be revoked in the same manner.

1. Honorary Members shall not be entitled to make motions, to vote or to hold office. They shall be exempt from the payment of dues.

2. The title of Honorary Membership shall not preclude active membership for those who desire active membership with its accompanying obligations of dues and service.

SECTION 4. STUDENT - COLLEGIATE MEMBERSHIP – S/C members must have reached the 19th but not the 26th birthday.

A. STUDENT - COLLEGIATE MEMBERSHIP may be either *organizational* or *individual*.

1. Organizations. Organizations whose members must have reached the 19th but not the 26th birthday, including college music groups, music schools, music departments, poetry groups, dance groups, choirs, bands, orchestras, and similar music organizations, shall be eligible for membership upon payment of dues as provided in the NFMC Standing Rules and Procedures.

2. An Individual Student may become a *Student - Collegiate Individual Member* upon the payment of dues as provided in the NFMC Standing Rules and Procedures.

SECTION 5. JUNIOR MEMBERSHIP shall be limited to individuals and organizations whose members are under 19 years of age.

A. JUNIOR MEMBERSHIP may be either *organizational* or *individual*.

1. Organizations whose members are young people under 19 years of age, including junior music clubs, music schools, music departments, poetry groups, dance groups, bands, orchestras, choirs, choruses, and similar junior music organizations, are eligible for membership upon payment of dues as provided in the NFMC Standing Rules and Procedures.

2. An Individual in the Junior Division may become a *Junior Individual Member* upon the payment of dues as provided in the NFMC Standing Rules and Procedures.

B. THE CRADLE ROLL. Children under six years of age shall be eligible for membership in the Cradle Roll, upon payment of the Cradle Roll Fee as provided in the NFMC Standing Rules and Procedures.

SECTION 6. ASSOCIATE GROUPS

A. ASSOCIATE ORGANIZATIONS. Organizations encompassing all age groups formed for the purpose of promoting a specific music project, such as community choral societies, orchestras/orchestra associations, opera companies/opera guilds, music teachers' organizations, local alumni chapters of music, fraternities or sororities, church choirs/orchestras/bands, hand bell choirs, school bands, orchestras and choruses, groups dedicated to the promotion of a concert series in their own community, and similar music organizations, shall be eligible for membership upon payment of dues as provided in the NFMC Standing Rules and Procedures.

1. College music groups, music schools, music departments, poetry groups, dance groups, choirs, bands, orchestras and similar organizations whose members must have reached the 19th but not the 26th birthday may become Student - Collegiate Associate Group members through mass enrollment upon payment of dues as provided in the NFMC Standing Rules and Procedures.

B. NATIONAL SPONSOR MEMBERS. Business firms, Foundations, and other like organizations that desire to support and encourage the objectives and program of the National Federation of Music Clubs may become National Sponsor Members upon the payment of annual dues, as provided in the NFMC Standing Rules and Procedures. All dues from such memberships shall be placed in the Endowment Fund.

C. FOREIGN COUNTRIES. To promote good will and closer international relations, an individual or music group in a foreign country may become an associate member of the NFMC. The dues for each membership shall be paid in U. S. currency or its equivalent. Music group applications shall be approved by vote of the Executive Committee before they are officially accepted.

D. All Associate Groups may send representatives to the meetings of the National Federation of Music Clubs but shall not be entitled to make motions nor to vote.

SECTION 7. APPLICATIONS

A. PROCEDURE. All applications for membership shall be made through the State Federation except National Affiliates. In any area where there is no State Federation, application for membership shall be sent directly to the Executive Director. All applications shall be accompanied by the current year's dues for the class of membership for which application is being made.

B. DETERMINATION. Any question relative to membership application shall be decided by the Board of Directors of the National Federation.

SECTION 8. TERMINATION OF MEMBERSHIP.

A. RESIGNATION. Any organization in good standing may resign by sending written resignation to the secretary of the State Federation, who shall in turn notify the Executive Director. No resignation shall be accepted from a group whose current dues have not been paid.

B. FORFEITURE. If dues are not received for Senior Organizations, Senior Individual, Senior Associate Groups, Student - Collegiate Organizations, Student - Collegiate Individual or Student - Collegiate Associate Groups by the December 1 deadline, members shall be considered delinquent.

C. REINSTATEMENT. Any organization which resigns in good standing may be reinstated on application.

ARTICLE IV. STATE FEDERATIONS

(STATE FEDERATIONS. The District of Columbia and the territorial possessions of the United States shall be considered as states wherever the term "states" is used in these Bylaws.)

SECTION 1. ORGANIZATION. The music clubs of each State may federate with the National Federation of Music Clubs by organizing a State Federation as part of the National Federation of Music Clubs, for the purpose of bringing the music clubs and music organizations within the State into closer working relation, and to cooperate with the National Federation of Music Clubs in its specific plans for the advancement of music.

SECTION 2. REPRESENTATION.

A. AT NATIONAL MEETINGS. A State Federation shall be represented at meetings of the National Federation of Music Clubs by the State President, whether outgoing or incoming, as determined by the State Federation. The State Federation may also elect an alternate and may determine the State's representation at NFMC banquets honoring State Presidents.

B. ON THE NATIONAL BOARD. A State Federation of three or more Senior Clubs which paid membership dues for the fiscal year by the postmarked deadline of December 1 in the even year prior to the NFMC Biennial Convention shall be known as a Qualified State and shall be entitled to representation on the National Board of Directors. One representative shall be elected by each Qualified State as provided in Article VIII, Section 3C. Each state shall provide in its own Bylaws for the method of electing its representative.

SECTION 3. GOVERNING RULES.

A. BYLAWS. Each State Federation shall adopt its own bylaws, which shall embody the provisions of these Bylaws governing State Federations, and shall be in accordance with the Charter and Bylaws of the National Federation of Music Clubs.

B. DUES. A State shall provide in its own Bylaws for state dues to be used in its own work.

C. VOTING BODY. The voting body of a State Federation shall be limited to the active membership.

SECTION 4. SUSPENSION.

A. INVESTIGATION. If a State Federation fails to forward the National portion of dues to the Executive Director, or refuses to comply with the general rules of the National Federation of Music Clubs, the President of the National Federation shall make a thorough investigation of the situation either in person, or may delegate the responsibility to another member of the Board of Directors. The findings of the investigation shall be reported to the Board of Directors who may vote suspension of the State Federation until compliance is received.

B. DUES PAYMENTS DURING SUSPENSION. In case a State Federation shall be under suspension, each member organization and those holding individual membership in that state shall be notified of the action of the Board and instructed to pay organization and individual dues directly to the National Federation until such time as the State Federation shall be reactivated.

C. RESERVE ACCOUNT. In the event that a state's portion of dues shall be paid to the National Federation in this manner, such funds shall be held in reserve for return to the State when it is reorganized or reactivated.

D. RESERVE FORFEITED. If after five years such a State Federation has not been either reactivated or reorganized, any funds being held in reserve for that state shall be diverted to the Fund for the Advancement of Musical Arts (FAMA) of the National Federation.

ARTICLE V. MEETINGS

SECTION 1. NFMC BIENNIAL CONVENTIONS AND NFMC CONFERENCES. NFMC Biennial Conventions shall be held in the odd-numbered year and NFMC Conferences in the even-numbered year. The specific dates and place of the meeting shall be determined by the President and the Planning Committee. A six week notice shall be given all voting members.

SECTION 2. SPECIAL SESSIONS. A Special Session of the Federation may be called by the President upon a majority vote of the Board of Directors. Sixty days notice of a special session shall be given. The purpose of the session shall be stated in the call, and no other business shall be transacted.

SECTION 3. VOTING BODY.

A. COMPOSITION. The voting body of the Federation shall be composed of the members of the Board of Directors; appointed officers who are not members of the Board; Division, Department and Committee Chairs; State Presidents or their alternates; all Senior Individual Members, except new members whose dues have not been paid as provided in 'C' below; and elected delegates from each organization holding active membership in the Senior or Student Divisions; and one Counselor to represent each active organization in the Junior Division. (See Article III, Sections 3, 4 and 5)

B. DELEGATE APPORTIONMENT.

1. Each Active Senior organization shall be entitled to delegate representation based on its paid membership on record in the office of the Executive Director twenty days before the opening of the NFMC Biennial Convention, figured as follows: organizations of 25 members or less — one delegate; organizations of 26-50 members — two delegates; and one additional delegate for each additional twenty-five (25) members above the first 50, except that no organization shall have more than ten (10) delegates.

2. Each Active Student - Collegiate Organization shall be entitled to one delegate.

3. Each Active Junior Organization shall be entitled to representation by one *adult* Counselor who shall be a member of an Active Senior Club or an Individual Member.

C. NEW MEMBERS. A new Senior Individual Member shall be eligible to vote at any session of the Federation only if the current dues have been received by the Executive Director on or before the deadline.

D. VOTING LIMITATIONS. No person shall be entitled to vote in more than one capacity, and no absentee or proxy voting shall be permitted.

SECTION 4. QUORUM. Fifty qualified voters shall constitute a quorum for the transaction of business at all meetings of the Federation.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. COMPOSITION. The Board of Directors shall consist of 63 NFMC members elected biennially, all Past Presidents of the National Federation, and ex-officio board members who shall be members of the Board with full privileges to vote and to hold Division, Department and Committee chairmanships.

A. **SPECIAL PERSONNEL.** Included in the sixty-three members shall be the President, the Chair of the Council of State Presidents, the Coordinator of Division Activities, the Chair of the Office Committee, each of the nine Division Chair's and the Editors/Chairs of *Music Clubs Magazine* and *Junior Keynotes*, who shall be appointed or elected as provided in these bylaws.

B. **REMAINDER OF BOARD.** The remaining forty-eight (48) Directors shall be representatives of the Qualified State Federations and the Members-at-Large, elected as provided in Article VIII, Sections 2, 3 and 4.

C. In the event that the newly elected President is a State Representative to the Board of Directors, that State will select a new Representative to the Board.

SECTION 2. MEETINGS.

A. **SCHEDULE.** The Board of Directors shall meet immediately before, immediately after the election of the Members-at-Large (Article VIII, Section 5.F.), and after the NFMC Biennial Convention, and shall meet in the even-numbered year immediately before and after the NFMC Conference, or on the call of the President.

B. **SPECIAL SESSIONS.** A Special Session of the Board of Directors may be called by the President, or shall be called on the written request of seven (7) members of the Board. The purpose of the session and the names of the members requesting the session shall be stated in the call. At least thirty days notice shall be given of a special session.

C. **ATTENDANCE.** At each session of the Board the names of all absentees, with the cause of absence, shall be presented by the Secretary. An unexcused absence from more than one Board session shall be considered as a resignation, and a vacancy shall be declared by the Board. The Recording Secretary shall immediately notify the Director of the action taken.

D. **OPEN MEETINGS.** All NFMC Biennial Convention and NFMC Conference meetings shall be open to all Federation members, except where required by law. Observers may speak only upon recognition by the chair.

E. **QUORUM.** Twenty-five (25) members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 3. DUTIES.

A. **MANAGEMENT.** The Board of Directors shall manage the affairs and funds of the Federation subject to the terms of the Charter, the Illinois Laws Governing Not for Profit Corporations, Indiana Laws and these Bylaws.

B. **ELECTION.** At the Board meeting following the election of Members-at-Large, the newly elected Board (the State Representatives, the Past National Presidents, the newly elected Board Members-at-Large and the outgoing or incoming State Presidents, as determined in Article IV, Section 2.A.) shall meet to elect a President, First Vice President, five Vice Presidents in Charge of Regions, a Recording Secretary and a Treasurer. Following these elections, the State Presidents shall be excused and the Board shall elect the following:

1. Chair of the Council of State Presidents
2. Division Chairs

At the post NFMC Biennial Convention meeting, the Board shall elect:

1. Specified NFMC Committee Chairs or members:
 - a. Three (3) members of the Investments Committee, at least two of whom shall be presently involved in or

- retired from the business or financial community.
 - b. Chair of the Investments Committee.
 - c. Two (2) members of the Budget Committee.
2. One (1) federated member of the of the FAMA Board.
 3. Chair and Vice Chair of FAMA.
 4. Federated members of the Headquarters Building Committee.
 5. Chair of the Headquarters Building Committee.
 6. Remaining federated Department Chairs and Committees.

C. ADDITIONAL BUSINESS. The Board shall:

1. Adopt rules of procedures as are needed to direct the affairs of the Federation.
2. Set the amount of NFMC Biennial Convention and NFMC Conference registration fee.
- 3 Direct the work of Division, Department and Committee Chairs.
4. Fill vacancies in Board membership.
5. Designate a Vice President to carry on the duties of the President in case of the absence of both the President and the First Vice President.

SECTION 4. BUSINESS BY MAIL OR E-MAIL.

A. Important business, which, in the opinion of the President, needs the immediate attention of the Board of Directors, may be handled by either mail or e-mail ballot.

B. BALLOTS. Identical ballots, including the information necessary for an intelligent decision, shall be sent to each member of the Board.

C. RESULTS. A vote of the majority of the Board shall be necessary to consider the result as the opinion of the Board.

D. REPORT. The Recording Secretary shall immediately report the result of the vote to each member of the Board and shall give a complete report of the ballots at the next session of the Board.

ARTICLE VII. EXECUTIVE COMMITTEE

SECTION 1. PERSONNEL. There shall be an Executive Committee composed of the nine elected officers, the active Past Presidents, the nine Division Chairs, the Chair of the Council of State Presidents, the Chair of the Office Committee and the Coordinator of Division Activities.

SECTION 2. DUTIES.

A. EXECUTIVE COMMITTEE. The Executive Committee shall carry on necessary business of the Federation between meetings of the Board of Directors, and any business referred to it by the Board.

B. SPECIFIC DUTIES. The Executive Committee shall:

1. Be empowered to engage all major employees and fix their compensation in cooperation with the Finance Committee.
2. Fill vacancies in the FAMA Board membership.
3. Fill vacancies in the Headquarters Building Committee.
4. Approve Financial Institutions for deposit of funds and securities as provided in Article IX, Section 2E, 2.

5. Determine the Designated Chairs and Specialized Fields as provided in Article XI, Section 6.

6. Render a report of its work at the next meeting of the Board.

SECTION 3. MEETINGS. The Executive Committee shall meet on the call of the President or upon the written request of five members of the Executive Committee. At least ten days notice shall be given of a meeting.

SECTION 4. QUORUM. A majority of members, exclusive of Past Presidents, shall constitute a quorum.

SECTION 5. BUSINESS BY MAIL OR E-MAIL.

A. **FOR IMMEDIATE ATTENTION.** Business needing immediate attention, which, in the opinion of the President does not warrant calling a meeting of the Executive Committee, may be transacted by mail or e-mail.

B. **BALLOTS.** Identical ballots carrying the information needed to make an intelligent decision shall be sent to each member of the committee.

C. **RESULTS.** A vote of the majority of the entire committee shall be necessary to consider the result as the opinion of the Executive Committee.

D. **REPORT.** The Recording Secretary shall immediately report the result of the vote to each member of the Committee, and shall give a complete report of the ballots at the next meeting of the Committee.

ARTICLE VIII. ELECTION OF DIRECTORS AND OFFICERS

SECTION 1. QUALIFICATIONS FOR NOMINATION TO AN NFMFC ELECTIVE OFFICE.

- A. In order to be considered for nomination to the office of President, First Vice President, or Secretary, one does not need to be a current NFMFC Board member, but must have served two terms (4 years) on the Board
- B. The nominee for Treasurer must have adequate qualifications to serve in the capacity of treasurer but does not need to satisfy the two terms Board requirement.
- C. Nominees for Regional VP must have served a minimum of one 2-year term on the Board of Directors and will be elected by their respective regions and sent to the nomination committee for officers by October 1 in the even numbered years. (Exception: A 20-day grace period (Oct. 20th) for States with October meetings.) If no selection is received, the nomination committee will fill the position subject to these requirements prior to being nominated.

SECTION 2. ELECTION OF BOARD MEMBERS.

A. **MEMBERSHIP.** *Members of the Board of Directors* shall be the President and the elected Representatives from the Qualified States, and sufficient additional Members-at-Large to bring the total to forty-one (41). The Members-at-Large shall be elected by the voting body of the NFMFC Biennial Convention. The remaining twenty-two (22) members shall be elected/appointed as provided in Section 5F and 6A of this Article.

1. **COMPOSITION.** The Board of Directors shall consist of sixty-three (63) NFMFC members, who shall be elected biennially, all NFMFC Past Presidents of the National Federation, and ex-officio board members.

B. **TERM.** Members-at-Large shall assume office upon election and shall serve for a two-year term.

C. **RESTRICTION FOR STATE PRESIDENTS.** *No person shall be eligible to serve as a member of the National Board of Directors and as a State President at one and the same time.*

SECTION 3. NOMINATIONS.

A. **SELECTION OF NOMINATION COMMITTEE FOR MEMBERS-AT-LARGE**

1. At the NFMFC Conference meeting of the Board of Directors in the even-numbered year, a Nomination Committee for Members-at-Large of two (2) members shall be elected.

2. The Board shall elect two (2) members who may or may not be members of the Board of Directors. The President shall name the Chair and Secretary.

3. Nominations for members of the Nomination Committee shall be made from the floor, and the election shall be by ballot, except that the election may be by acclamation where there is only one nominee for a position. A plurality vote shall elect. In the event that a member of the committee shall find it impossible to serve, the person receiving the next highest number of votes shall be called to fill the vacancy.

4. Immediately following the meeting of the Board, the Recording Secretary shall notify the members of the Nomination Committee of their election and the personnel of the Nomination Committee shall be sent as an attachment to the minutes of the Council of State Presidents.

B. ELECTION OF NOMINATION COMMITTEE FOR OFFICERS.

At the NFMC Conference in the even-numbered years, a Nomination Committee for Officers shall be elected to submit names for a slate of officers, i.e., President, First Vice President, Vice Presidents in charge of each of the Five Regions, Recording Secretary and Treasurer.

This committee shall be composed of seven (7) members who may or may not be members of the Board of Directors, five of whom shall be elected by geographical locations, one for each Region. From this committee, the President shall name the Chair and the Secretary.

C. ELECTIONS OF STATE REPRESENTATIVES.

1. Each Qualified State Federation shall elect one person to serve as a Director from that State for a two-year term. Provisions shall be made in the Bylaws of the State Federation for the method of election of this Representative. *No person shall serve as the President of a State Federation and as the State Representative on the National Board of Directors at one and the same time.*

2. Each State shall send the name of its elected Representative, together with qualifications and assurance of willingness to serve, to the Chair of the Nomination Committee for Members-at-Large. Such names and qualifications shall be submitted to the Committee on or before the deadline of October 1 in the even-numbered year. (Exception: A 20-day grace period (Oct. 20th) for States with October meetings.)

3. Failure of any Qualified State Federation to send this information on or before the deadline of October 1 shall be deemed a waiver of right to elect, and the power of election of such state shall be transferred to the Nomination Committee for Members-at-Large, who shall fill such vacancy with nomination for an at-Large member, to be selected from such state when feasible. (Exception: A 20-day grace period (Oct. 20th) for States with October meetings.)

D. NOMINATIONS FOR MEMBERS-AT-LARGE.

1. Completed Member-at-Large Eligibility forms for Member-at-Large nominees may be submitted to said Member-at-Large Chair by any member or organization. Completed Eligibility forms must reach the Member-at-Large Chair before October 1 in the even year. (Exception: A 20-day grace period (Oct. 20th) for States with October meetings.)

To validate Member-at-Large nominations made from the convention floor, completed Member-at-Large Eligibility forms must have been received by the Member-at-Large Chair via email transmission one week prior to the opening day of the Biennial Convention.

2. The Nomination Committee for Members-at-Large shall give careful consideration to all suggestions but the final power of nomination for all Members-at-Large and Directors for any State which failed to elect a representative shall be vested in this Committee.

E. NOMINATION COMMITTEE REPORTS

1. The Nomination Committee for Members-at-Large shall confirm the elections furnished by the Qualified States for State Representatives, and shall make sufficient nominations for Members-at-Large to bring the total nominations to forty-one (41).

2. Nominations for Officers, Regional Vice-Presidents, and Members-at- Large are due to the Nomination Committee Chairs by October 1. Exception: A 20-day grace period (Oct. 20th) for States with October meetings.

Not later than November 1, both Nomination Committees shall send a complete list of all eligible nominees to the President and the Recording Secretary who shall check the list to verify its conformity with the provisions of the Bylaws. Upon verification, the President shall send a copy of the list, including qualifications of all eligible Officer and Member-at-Large nominees to the MCM Editor to be included in the spring issue of *Music Club Magazine* which shall be sent to all organizations and individuals entitled to vote at the NFMC Biennial Convention.

SECTION 4. ELECTION OF MEMBERS-AT-LARGE.

A. REPORT OF THE NOMINATION COMMITTEE FOR MEMBERS-AT-LARGE. The report of this Committee shall be read on the first day of the business session of the NFMC Biennial Convention, at which time further nominations for Members-at-Large may be made from the floor during the General Session.

B. REGULATIONS. An Elections Committee appointed by the President shall be in charge of the elections. The election shall be scheduled, with the specific time schedule being stated in the official Call to Convention. Election shall be by ballot vote of the qualified voters registered with the Credentials Committee before the opening of the polls.

C. ELECTION REQUIREMENTS. A plurality vote of all qualified voters present and voting shall be required to elect a Member-at-Large.

D. REPORT OF ELECTION. The Elections Committee shall tabulate the vote and report the results by announcing the number of votes received by each candidate at the scheduled time in the program for such report.

E. DECLARATION OF ELECTION. The President shall declare the election and set the time and place for the first meeting of the new Directors immediately after the election. In case of ties for any of the Member-at-Large positions required to fill the forty-one (41) member Board, the President shall declare those positions unfilled, and shall proceed in accordance with Article VIII, Section 5E.

SECTION 5. ELECTIONS BY THE BOARD.

A. Board members and outgoing or incoming State Presidents (as determined in Article IV, Section 2.A.) shall be eligible to vote for NFMC officers.

B. The retiring Board and the outgoing or incoming State Presidents (as determined in Article IV, Section 2.A.) shall meet together for the first Board meeting of the NFMC Biennial convention, at which time the Nomination Committee for Officers will present their slate of nominees. Following their presentation, floor nominations for just the elective officers may only be made by a Board member or the current State President. Nominations should include brief resumes of two minutes or less. Following this procedure, the State Presidents will be excused and the Board meeting resumed.

C. MEETING TIME. A room and time shall be scheduled for ALL candidates nominated for elective office to be present in order to “meet and greet” all NFMC Biennial convention attendees as soon as possible after the nominations are presented to the Board.

D. The election of officers and chairs shall be scheduled early in the convention to allow an orientation/meeting time for outgoing chairs and officers to meet with their incoming counterparts.

E. ADDITIONAL MEMBERS-AT-LARGE. If forty-one (41) State Representatives and Members-at-Large have not been declared elected, the Board of Directors shall elect sufficient additional at-Large members as the first order of business. Candidates for the open position(s) shall be restricted to those who were tied. A plurality vote shall be required for election. A tie vote by the Board shall be decided by lot. New members of the Board shall be invited to enter the meeting at this time.

F. OFFICERS. The newly elected Board (the State Representatives, the Past National Presidents, and the newly elected Board Members-at-Large), plus the President, shall meet with the outgoing or incoming State Presidents (as determined in Article IV, Section 2.A.) immediately following the election of the Members-at-Large to elect a President, a First Vice President, five Vice Presidents in Charge of Regions, a Recording Secretary, and a Treasurer. The elections shall be by ballot, if there are two (2) or more nominees. If there is only one nominee, voting may be by voice vote. When

elected, an individual NOT currently on the Board shall be brought into the meeting. If the individual IS on the Board and IS elected, a new Member-at-Large vacancy is created which shall then be filled as in Article VIII, Section 5E. Following the election of officers, the State Presidents will be excused and the Board will complete the election process as in Article VIII, Sections 6A and B.

1. Eligibility.

- a. No person shall be eligible to serve in the same office for more than two consecutive terms, except the Treasurer.
- b. An exception shall apply if an appointment is made to fill an unexpired term for an elected officer, which shall not preclude the newly appointed officer's eligibility for a two-consecutive term electability.
- c. The Vice Presidents in Charge of Regions shall be selected by geographical location, one from each Region.

2. Term of Office. Officers shall assume their duties at the close of the NFMC Biennial Convention during which they are elected, except the Treasurer, who shall assume the duties of office at the end of the fiscal year.

SECTION 6. ADDITIONAL ELECTIONS AND APPOINTMENTS.

A. **ADDITIONAL POSITIONS.** When the election of officers has been completed, the President-elect shall announce the appointment of an Office Committee Chair and the appointments, subject to confirmation of the Board, of a Coordinator of Division Activities and a Parliamentarian. The Directors shall elect the Chair of the Council of State Presidents, and each of the nine Division Chairs. Nominations for these positions shall be made from the floor, and the election shall be by ballot, if there is more than one nominee. If there is only one nominee, voting may be by voice vote. This shall apply to all elections by the Board, except where otherwise stated.

B. **VACANCY.** Should a Director elected by the Convention be selected for one of these positions, the vacancy thus created shall be filled at this meeting, in accordance with Article VIII, Section 5E, to bring the total Board membership to sixty-three (63). **This figure does not include the Past National Presidents.**

1. Vacancies may be filled by Presidential appointment in the event only one person is nominated and elected but unable to serve.

C. Should the newly elected President be serving as a State Representative, that position shall remain open for said state to elect a new Representative.

ARTICLE IX. OFFICERS

SECTION 1. OFFICERS. The officers of the Federation shall be a President, a First Vice President, five Vice Presidents in Charge of Regions, a Recording Secretary, and a Treasurer. All officers shall be elected by the Board of Directors as provided in Article VIII, Section 5F.

SECTION 2. DUTIES OF OFFICERS.

A. **THE PRESIDENT.**

1. Presides at all meetings of the Federation, the Board of Directors, and the Executive Committee.
2. Approves all bills before payment is made, with the exception of those approved by a designated official at NFMC Headquarters and/or those approved by specific chairs as authorized by the President.
3. Signs, with the Recording Secretary, if required, leases and contracts approved by the Board of Directors or the Executive Committee.
4. Appoints the Chaplain, and specified NFMC committee chairs or NFMC members who are not elected by the Board of Directors.
5. Appoints, subject to approval of the Board of Directors, the Coordinator of Division Activities and the Parliamentarian.
6. Fills vacancies by appointment, subject to Board approval.

7. Serves with the Treasurer, Finance Chair and three other NFMC members elected by the Board of Directors from the membership-at-large as an Investments Committee.
8. Serves as an *ex-officio* member of the Board of FAMA.
9. Is an *ex-officio* member of all committees except the Nomination Committee.
10. The President shall report at each session of the Board of Directors and shall make a full written report at the NFMC Biennial Convention.

B. THE FIRST VICE PRESIDENT.

1. Serves as an aide to the President and performs the duties of the President, should the President be absent, unable to preside or to act.
2. Serves as Budget Chair.
3. Performs such additional duties as may be designated by the Board of Directors.

C. THE VICE PRESIDENTS IN CHARGE OF REGIONS.

1. Represent the National Federation and promote its projects in their respective Regions and aid in the work of the Extension Department.
2. Cooperate with the Young Artist Presentations Chair in arranging tours for Young Artist winners.
3. Arrange a conference for members from each Region during the NFMC Biennial Convention and the NFMC Conference of the Board of Directors.
4. Perform such additional duties as may be designated by the Board of Directors.

D. THE RECORDING SECRETARY.

1. Is custodian of all official papers and documents not properly in the custody of any other officer.
2. Has custody of the Corporate Seal, and signs such leases and contracts as have been approved by the Board of Directors or the Executive Committee.
3. Files any amendment voted to the Articles of Incorporation, with the Secretary of State of Illinois, and with the Recorder of Deeds in the County of Cook.
4. Keeps British-style full minutes (i.e., with a left hand marginal index) of the business sessions of the Federation, the Board of Directors, and the Executive Committee, and submits them for approval as provided in the Standing Rules.
5. Presents at each session of the Board the names of all absentees.
6. Notifies members of the Board of Directors or the Executive Committee of the result of any mail ballot taken by these groups.
7. Promptly notifies officers and chairs of any actions and proceedings pertaining to their particular work.
8. Sends all property of the National Federation of Music Clubs in his/her possession to the successor in office within thirty (30) days after the close of the NFMC Biennial Convention.

E. THE TREASURER.

1. Serves as liaison between headquarters, CPA, auditor and NFMC Board.
2. Has responsibility for all NFMC funds and securities being deposited in federally recognized and approved institutions.

3. Is bonded in an amount determined by the Executive Committee.
4. Serves with the President, Finance Chair and three other members elected by the Board of Directors from the membership-at-large as an Investments Committee.
5. NFMC Treasurer serves as liaison between Investment Fund and Operating Funds. Transactions from Investments Fund can be authorized only by the NFMC Treasurer and/or President.
6. Shall present recommendations to the NFMC board for approval of CPA and auditor engagement letters.
7. Pays awards as requested by Award Chairs. Sends congratulatory letters and awards checks to winners.
8. Reports and statements:
 - a. Sends General Ledger Reports monthly to the President and Finance Chair.
 - b. Submits a financial statement at every business session of the Federation and the Board of Directors.
 - c. Presents a complete financial report at the NFMC Biennial Convention, and files a supplemental report at the end of the fiscal year.
 - d. Requests audit reports be sent annually to required governmental or organizational agencies and has oversight of tax filings.
9. The outgoing Treasurer shall deliver to the successor within sixty (60) days after the close of the fiscal year, all vouchers, books and papers in the Treasurer's custody and belonging to the Federation together with a complete financial report certified by C.P.A. audit.
10. In the event of the temporary inability of the Treasurer to perform the duties of the office, the Executive Director shall assume responsibilities of the Treasurer.

ARTICLE X. ADDITIONAL PERSONNEL

SECTION 1. THE CHAIR OF THE STUDENT - COLLEGIATE DIVISION.

A. **STUDENT - COLLEGIATE DIVISION.** The Student - Collegiate Division of the Federation shall be under the direction of the Chair of the Student - Collegiate Division, who shall be elected by the Board of Directors as provided in Article VIII, Section 6A, and shall automatically become a member of the Board.

B. DUTIES.

1. Outline the program of the Student - Collegiate Division and supervise its execution.
2. Plan a conference in conjunction with the NFMC Biennial Convention for the national chairs of Student - Collegiate activity committees, all Student - Collegiate Advisers, and Student - Collegiate organization representatives. The purpose of the conference shall be to hear reports of Student - Collegiate Advisers of the State Federations, and to correlate the work of the Student - Collegiate Division at the local, state and national levels.

SECTION 2. THE CHAIR OF THE JUNIOR DIVISION.

A. **JUNIOR DIVISION.** The Junior Division of the Federation shall be under the direction of the Chair of the Junior Division, who shall be elected by the Board of Directors as provided in Article VIII, Section 6A, and shall automatically become a member of the Board.

B. DUTIES.

1. Outline the program of the Junior Division and supervise its execution.
2. Plan a conference in conjunction with the NFMC Biennial Convention for the national chairs of Junior committees, all Junior Counselors, and Junior organization representatives. The purpose of the conference shall be to hear the reports of the State Junior Counselors and to correlate the work of the Junior Division on the local, state and national levels.

SECTION 3. INSIGNIA.

A. DESIGN. The official insignia of the Federation shall be as designed by Amy H. Leverett of Alton, Illinois, and heretofore adopted by the Federation, which is two measures of the Hymn "America" upon which rests an eagle with outspread wings, the whole encircled in an irregular ribbon effect, bearing the words "National Federation of Music Clubs", done in gold and dark blue.

B. CUSTODY. The Executive Director shall be the Custodian of Insignia and shall be responsible for the ordering and sale of all jewelry and other items bearing the official insignia of the Federation that are authorized by the Board of Directors and exclusively purchased and sold by the Headquarters Office.

C. CHAIR OF INSIGNIA. The NFMC Chair of Insignia shall give a report of sales at each session of the Board of Directors and a complete report prepared for presentation by this Chair at each NFMC Biennial Convention.

SECTION 4. THE HISTORIAN.

A. APPOINTMENT. The Historian shall be appointed by the President

B. DUTIES.

1. Is responsible for all the historical materials or collections which the Federation may possess, and shall catalogue and arrange the same as directed by the Board of Directors.
2. Shall collect and preserve all printed matter pertaining to the history of the National Federation, and shall present a report of same at each NFMC Biennial Convention.

SECTION 5. THE PARLIAMENTARIAN.

A. APPOINTMENT. The Parliamentarian for this Federation shall be a professional parliamentarian, not a member of the Board of Directors, selected by the President for knowledge of parliamentary procedure and the effective usage thereof. This appointment shall be subject to approval by the Board of Directors.

B. DUTIES.

1. Attend all sessions of the Federation, the Executive Committee, and the Board of Directors.
2. Interpret the rules of the Charter and Bylaws, when necessary.
3. Serve as an adviser on points of parliamentary procedure to the President, the Bylaws and Rules Committee, the Policy Resolutions Committee, the Elections Committee, and such others as the President may designate.
4. Render an opinion to the Federation, the Executive Committee, or the Board of Directors when requested.

ARTICLE XI. DIVISIONS AND COMMITTEES

SECTION 1. DIVISIONS. The program of the Federation shall be divided into nine Divisions created by the Board of Directors and set down in the Standing Rules. Each Division shall be under the direction of a chair elected by the Board of Directors

SECTION 2. DIVISION CHAIRS. It shall be the responsibility of each of the nine Division Chairs to notify each NFMC individual in their respective Division of their election or appointment to an office or committee(s).

SECTION 3. CHAIRS AND COMMITTEES. The work shall be carried on by Chairs and committees elected by the Board or appointed by the President and grouped under the Divisions according to their work.

SECTION 4. COORDINATOR OF DIVISION ACTIVITIES. Plans shall be correlated by the Coordinator of Division Activities.

SECTION 5. REPORTS. All Division Chairs shall present a report at each NFMC Conference and NFMC Biennial Convention. Should a Division Chair be unable to be present for any reason, the Division report shall be presented by another member of said Division or by the Recording Secretary.

SECTION 6. TERM LIMIT. A Division or Committee Chair, the Chair of the Council of State Presidents, or the Coordinator of Division Activities shall not serve in the same capacity for more than two consecutive terms. An exception shall apply if an appointment is made to fill an unexpired term, shall then not preclude the appointee's eligibility for a two consecutive term electability. Also, an additional exception may be made if the Executive Committee determines the position is in a Specialized Field or is held by a Designated Chair.

SECTION 7. RESTRICTION FOR STATE PRESIDENTS. A second-term state president shall be eligible to serve in a national position that does not place them on the NFMC Board of Directors as no person is eligible to serve as a member of the National Board of Directors and as a State President at one and the same time.

ARTICLE XII. FINANCE

SECTION 1. SOURCES OF INCOME. The finances of this organization shall be derived from membership dues and fees, interest from the Endowment Fund, and gifts; and from such other sources as may from time to time be approved by vote of the Board of Directors, subject to the rules of the Congressional Charter, the Charter granted to this Federation by the State of Illinois, the Illinois State Laws Governing Not for Profit Corporations, the laws of Indiana, and the provisions of these Bylaws.

SECTION 2. THE FISCAL YEAR. The fiscal year shall be from July 1 of one year through June 30 of the succeeding year.

SECTION 3. PAYMENT OF DUES AND FEES.

A. **STATE TREASURER.** Membership dues and fees shall be paid through the State Treasurer who shall immediately forward the national dues and fees to the Executive Director.

B. **ALTERNATE PAYMENT.** In a state where there is no State Federation, the dues shall be sent directly to the Executive Director.

SECTION 4.

A. **PAYMENT.**

1. All dues for Senior Organizations, Senior Individual, Senior Associate Groups, Student - Collegiate Organizations, Student - Collegiate Individual, and Student - Collegiate Associate Groups shall be received by the Executive Director.
2. All dues for Junior Organizations, Junior Individual, and Junior Associate Groups shall be received by the Executive Director.

B. **DELINQUENT DUES.** If dues are not received by the above due dates, the member is considered delinquent. If the dues are not received before the end of the membership year, membership shall be considered forfeited.

C. **NEW SENIOR ORGANIZATIONS.** Senior Organizations joining the Federation for the first time after April 1 shall have their dues credited to the following fiscal year.

SECTION 5. SUBSCRIPTION REQUIREMENTS.

A. **JUNIOR KEYNOTES.** Every Junior organization shall have at least one subscription to *Junior Keynotes*.

B. **REQUIRED SUBSCRIPTIONS.** All State Presidents and NFMC Board Members shall be required to subscribe to *Junior Keynotes*.

ARTICLE XIII. ENDOWED FUNDS

SECTION 1. THE ENDOWMENT FUND.

A. REGULATIONS. The Endowment Fund as created by vote of the Board of Directors on October 31, 1913, shall be retained intact, but interest accruing therefrom may be expended.

1. Each withdrawal must be approved at a regular session of the Board of Directors by a 2/3 vote.

B. ROSE FAY THOMAS FELLOWS. Individuals who contribute or in whose name is contributed \$1,000 become Rose Fay Thomas Fellows. This was created by vote of the Board of Directors on April 27, 1989. All contributions to the Rose Fay Thomas Fellows shall be credited to the Endowment Fund of the National Federation of Music Clubs.

SECTION 2. HEADQUARTERS ENDOWMENT FUND.

A. REGULATIONS. The Headquarters Endowment Fund created by vote of the Board of Directors on April 23, 1981 shall be segregated at all times from other funds of the Federation.

B. TRANSFERS. Such sums as authorized by the Board of Directors shall be transferred to the Headquarters Endowment Fund and the income from this fund shall be transferred automatically into a "Headquarters Maintenance Fund" which always shall be used exclusively for the maintenance and upkeep of the National Federation Headquarters in Indianapolis, Indiana.

C. PRINCIPAL. At no time and under no circumstances shall the principal of the "Headquarters Endowment Fund" be withdrawn.

D. AUTHORIZATION. All funds withdrawn from the "Headquarters Maintenance Fund" shall be by check drawn on said account, signed by authorized Federation Officers.

SECTION 3. FUND FOR THE ADVANCEMENT OF MUSICAL ARTS (FAMA).

A. PURPOSE. The Fund for the Advancement of Musical Arts, created by vote of the Board of Directors on November 1, 1946, is established as an agency of the National Federation of Music Clubs to aid in the promotion of the purposes of the Federation as set forth in the Articles of Incorporation.

1. The Fund shall
 - a. Encourage the composition and performance of music.
 - b. Support music projects.
 - c. Promote music education.
 - d. Strive to increase public knowledge and appreciation of music.

B. CONTROL.

1. Expenditures from the Fund for the Advancement of Musical Arts must be approved by the NFMC Board of Directors.
2. The FAMA shall be governed by a FAMA Committee of five NFMC members, subject to the direction and control of the Board of Directors of the National Federation of Music Clubs.
3. The Treasurer and Finance Chair shall serve as members, and one member shall be elected for a six-year term at the post NFMC Biennial Convention meeting of the Board of Directors during each NFMC Biennial Convention. The President of the Federation shall be an *ex-officio* member of the FAMA Committee.
4. In case of a vacancy on the FAMA Committee, the vacancy shall be filled by vote of the Executive Committee for the balance of the term.

C. OFFICERS.

1. The Chair and the Vice Chair of the FAMA Committee shall be elected by the Board of Directors from the members of the FAMA Committee at the post NFMC Biennial Convention meeting each biennium. These officers shall serve for two years and until their successors have been elected. In case of a vacancy in either office, the FAMA Committee may designate one of their number to carry on the duties of the office until such time as the Board of Directors shall fill the vacancy.

2. The Chair shall be the chief executive of the FAMA Committee.

3. The Vice Chair shall act as Chair in the absence or disability of the Chair, and shall have powers as may be delegated.

4. Secretary. The FAMA Committee shall elect a Secretary who shall keep the records of FAMA except those pertaining to the duties of other officers. The Secretary need not be a member of the FAMA Committee.

5. Agents. The FAMA Committee may authorize the appointment of other officers or agents and delegate to them such powers as the FAMA members deem necessary for the proper administration of the Fund.

D. POWERS AND DUTIES. The FAMA Committee shall devise and promote means of increasing the funds of FAMA. They may expend the funds, and make contracts, but no obligation shall exceed the funds available to meet the obligation.

E. QUORUM. Three FAMA members shall constitute a quorum for the transaction of business.

ARTICLE XIV. INVESTMENTS COMMITTEE

SECTION 1. MEMBERSHIP. The Investments Committee shall be composed of six NFMC members: The President, the Treasurer, Chair of the Finance Division and three members elected by the Board of Directors from the membership at large, at least two of whom shall be involved in or retired from the business or financial community.

A. CHAIR. The Chair shall be elected by the Board of Directors from among the members of the committee.

SECTION 2. POWERS. The Investments Committee shall have the power to invest and reinvest the assets of the Federation. The President, the Recording Secretary and the Treasurer shall have the authority, upon approval of the Committee, to sign in the name of the National Federation of Music Clubs all affidavits and papers involved in such transactions.

SECTION 3. REPORTS. At each session of the Board of Directors, the Chair of the Investments Committee shall render a written report on the status of all investments, reinvestments and actions taken by this Committee.

SECTION 4. VOTING. Decisions of the Committee shall be binding when concurred by a majority vote of the six members of the Committee.

ARTICLE XV. NATIONAL HEADQUARTERS BUILDING COMMITTEE

SECTION 1. THE NATIONAL HEADQUARTERS BUILDING COMMITTEE. The National Headquarters Building Committee, created by vote of the convention on April 18, 1969, is established as an agency of the National Federation of Music Clubs to supervise and conduct on behalf of the Federation all matters pertaining to the National Headquarters Building.

SECTION 2. PERSONNEL.

A. MEMBERSHIP. This committee shall be composed of five NFMC members elected by the Board of Directors for a term of six years, and the Office Committee Chair and First Vice President who serve as members ex-officio during their terms of office.

B. ELECTION. At the meeting of the Board of Directors following each NFMC Biennial Convention, two members shall be elected for a term of six years, except that in 1975 and every sixth year thereafter, only one member shall be elected.

C. OFFICERS. There shall be a Chair, a Vice Chair and a Secretary.

1. After the members of the committee have been elected, the Board of Directors shall elect a Chair and a Vice Chair from the members of the committee, to serve a term of two years.
2. The members of the committee shall select one of their members to serve as Secretary of the committee.

D. VACANCY. In case of a vacancy on the committee, such vacancy shall be filled by vote of the Executive Committee for the balance of the term.

1. If the vacancy be in the office of Chair, the members of the committee shall name a member of the committee to serve until the Executive Committee shall fill the vacancy.

SECTION. 3. POWERS AND DUTIES.

A. RESPONSIBILITIES. This committee shall be responsible for the operation and maintenance of the Federation Headquarters Building located at 1646 Smith Valley Road, Greenwood, Indiana 46142, subject to any restrictions that may be imposed upon it by the Board of Directors of the National Federation of Music Clubs.

B. MEETINGS.

1. *The Headquarters Building Committee* shall meet as often as necessary to carry out properly its duties; shall keep permanent minutes of such meetings and report its operations in such manner and at such times as the Board of Directors shall require.

- a. Quorum. Three of the elected members shall constitute a quorum for the transaction of business, except that if a bare quorum is present, a unanimous vote shall be required for a decision.
- b. The Vice Chair shall act as Chair in the absence or disability of the Chair, and shall have such powers as may be delegated.
- c. The Secretary shall keep permanent records of the committee and shall report as requested.

ARTICLE XVI. GEOGRAPHICAL DIVISIONS

SECTION 1. REGIONS. For the purpose of coordinating the work of the Federation, the States shall be grouped into geographical divisions known as Regions.

A. FIVE REGIONS. There shall be five Regions designated as Northeastern, Southeastern, North Central, South Central and Western. The boundaries of each Region shall be as determined by the Board of Directors, and set down in the Standing Rules.

B. RESPONSIBILITIES. The affairs of each Region shall be under the direction of a National Vice President in Charge of the Region, as provided in Article IX, Section 2C.

ARTICLE XVII. COUNCIL OF STATE PRESIDENTS

SECTION 1. PURPOSE. There shall be a Council, comprised of the Presidents of State Federations, organized for the purpose of discussing state activities and the correlation of state and national work.

SECTION 2. CHAIR. The Council shall be under the direction of a Chair elected by the Board of Directors as provided in Article VIII, Section 6A, who shall automatically become a member of the Board. A Vice Chair and a Secretary shall be elected by and from the members of the Council.

SECTION 3. MEETINGS. Sessions of the Council shall be called in connection with the NFMC Biennial Convention and the NFMC Conference meeting of the Board of Directors.

SECTION 4. ADVISERS. The Vice Presidents in Charge of Regions shall be advisory members of the Council. They may attend all Council meetings, speak to all motions and shall receive all official communications and information concerning the Council.

ARTICLE XVIII. PAST PRESIDENTS ASSEMBLY

SECTION 1. OBJECTIVE. There shall be a Past Presidents Assembly, which shall be under the direction and control of the National Federation of Music Clubs and shall operate under its laws. The main objective of the Past Presidents Assembly shall be to provide funds for awards for the Young Artist Auditions.

A. **ELIGIBILITY.** To be eligible for membership in the Assembly, a person must be a past President of the National Federation, a State Federation, a State District, or any Senior, Student/Collegiate or Junior organization holding membership in the National Federation.

SECTION 2. MEMBERSHIP.

B. **DUES AND CONTRIBUTIONS.** Dues for membership in the Past Presidents Assembly shall be as stated in the NFMC Standing Rules and Procedures, and shall be paid to the State Treasurer, who shall forward one-half the amount to the Executive Director. By the terms of agreement made at the issuance of the PPA Charter to make an annual contribution over and above the stated dues to the NFMC Young Artist Fund, this contribution shall be forwarded to the State Treasurer. The full amount of said contributions shall be forwarded to the Executive Director. PPA dues and contributions shall be credited to the Young Artist Fund.

SECTION 3. CHAIR. The Chair of the Past Presidents Assembly shall be elected by the Board of Directors. The Chair shall render a complete report of the activities of the Assembly at the NFMC Biennial Convention.

SECTION 4. CHAPTERS. Chapters of the Past Presidents Assembly may be organized in a State, a State District, or local club. Two or more members in good standing shall be required for the organization of a State Chapter of the Past Presidents Assembly; two or more for a State District Chapter; and two or more for a Local Chapter.

SECTION 5. CHARTERS. A Charter shall be issued by the Chair of the Past Presidents Assembly when a group meets these requirements and pays the charter fee as stated in the NFMC Standing Rules and Procedures and agrees to make an annual contribution to the NFMC Young Artist Fund over and above dues as provided above. The full amount of said State contributions shall be credited to the NFMC Young Artist Fund and shall not be divided with the State.

ARTICLE XIX. PUBLICATIONS

SECTION 1. OFFICIAL ORGANS. The official organs of the National Federation of Music Clubs shall be the *Music Clubs Magazine* and *Junior Keynotes*. There may be other publications authorized by the Board of Directors.

SECTION 2. POLICY. The policy maintained and the management of the affairs of the *Music Clubs Magazine* and *Junior Keynotes* shall be vested in an Editorial Board, appointed by the President with the approval of the Executive Committee, and the Editors.

ARTICLE XX. HOLD HARMLESS PROVISION

The members of the Board of Directors, the Executive Committee, the FAMA Board, and the Investments Committee serve by the authority granted in the NFMC Bylaws to oversee the financial and investment activity of the NFMC funds.

In accepting election or appointment to such positions, the NFMC on the one hand, and each member of the aforementioned Boards or Committees on the other hand, respectively understand and acknowledge that each such member is (i) not serving in the capacity of a trustee and (ii) shall be held harmless and shall not be personally liable, either jointly or severally, as to any action taken or not taken during his or her service to the NFMC as a member of the Board of Directors, Executive Committee, FAMA Board, or Investments Committee; provided, however, that the foregoing shall not eliminate or limit:

1. The liability of any such member, if a judgment or other final adjudication adverse to such member establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, or that he or she personally gained a financial profit or other advantage to which he or she was not legally entitled; or
2. The liability of any such member for any act or omission on his or her part prior to the adoption of the foregoing policy.

ARTICLE XXI. CORPORATE SEAL

SECTION 1. DESIGN. The Corporate Seal of the National Federation of Music Clubs shall consist of an outer circle enclosing the words “National Federation of Music Clubs” and an inner circle enclosing the words “Corporate Seal, Illinois”.

SECTION 2. CUSTODY. The Corporate Seal shall be in the custody of the Recording Secretary. In the absence or disability of the Secretary, the President may affix the Corporate Seal to official documents.

ARTICLE XXII. DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE XXIII. PARLIAMENTARY AUTHORITY

Robert’s Rules of Order, Newly Revised, shall govern this organization in all cases not covered by these Bylaws, the Articles of Incorporation or the Standing Rules.

ARTICLE XXIV. AMENDMENT

These Bylaws may be amended by a 2/3 vote of the qualified voters present and voting at any regular session or at a special session called for the purpose, provided the proposed amendment has been approved by the Board of Directors and that copy of the proposed amendment has been sent to all active members, both organization and individual, at least 30 days before the meeting at which it is to be considered.

Any notice required by these Bylaws to be sent to the members may be sent by e-mail, by posting on the NFMC web site, or by printed notice in NFMC publications, as deemed appropriate by the President of NFMC.

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