

# **Bylaws of the Michigan Federation of Music Clubs**

## **ARTICLE I**

### **Name**

The name of this organization shall be the Michigan Federation of Music Clubs, Incorporated, hereinafter referred to as MFMC, federated with and chartered by the National Federation of Music Clubs, hereinafter referred to as NFMC.

## **ARTICLE II**

### **Object**

The object of this organization is to bring together music clubs, other music organizations, and individuals directly or indirectly associated with music and artistic activities for the purpose of encouraging, developing, and maintaining high artistic standards; supporting community service and education through music and the allied arts; and promoting American music and American artists.

## **ARTICLE III**

### **Members**

*Section 1. Composition*                      Membership in MFMC shall be composed of music clubs, allied music organizations, and individuals with a similar purpose.

*Section 2. Categories*                      MFMC membership shall be obtained through payment of dues in one of three Divisions as established and defined by NFMC: Senior, Collegiate, and Junior, or through Individual Membership. All members shall be affiliated with MFMC and NFMC; MFMC Life Members shall pay no dues to MFMC.

*Section 3. Dues, Fees and Assessments*

The dues, fees, and assessments of MFMC shall be proposed by the Finance Committee and approved by the Board of Directors, hereinafter referred to as the Board.

*Section 4. Termination of membership*

A. A resignation by any organization, club, or individual member may be given by written notice to the MFMC Corresponding Secretary.

- B. If dues are not received by MFMC by December 1, the organization, club, or individual member shall be considered delinquent and shall be so notified by the Treasurer; if dues are not paid by February 1, membership shall be forfeited.
- C. Any organization, club, or individual member may apply to the Executive Committee for reinstatement; however, reinstatement of membership forfeited for non-payment of dues shall require the payment of a fee as determined by the Board.

## **ARTICLE IV**

### Officers

#### *Section 1. Officers*

The officers of MFMC shall be a President, a President-Elect who also shall be the First Vice President, a Second Vice President, a Third Vice President, a Recording Secretary, a Treasurer, and the Immediate Past President.

#### *Section 2. Nominations and Elections*

- A. The Nominating Committee shall consist of the District Presidents in office at the close of the convention in the odd-numbered years. The Immediate Past President shall serve as the Chair; if this officer is unable to serve, the Board shall elect a Chair at its spring meeting in the odd-numbered years; or, in the case of the Chair's inability to serve, the Executive Committee shall appoint a Chair. If a District President is unable to serve, the vacancy shall be filled from the same District by that District's Board of Directors. The Committee shall meet at the call of the Chair.
- B. To be eligible for office, a nominee must be a member in good standing of a MFMC Senior Club.
- C. The Nominating Committee shall report at least one candidate for each office at the Fall Board meeting in even-numbered years. The slate of nominees shall be mailed with the official call to the Annual Convention in the odd-numbered years. Before the election at the Annual Convention, additional

nominations from the floor shall be permitted, provided written consent of the candidate has been obtained.

- D. Elections shall take place at the Annual Convention in the odd-numbered years. Election shall be by ballot, except that when there is only one candidate for an office, election may be by voice vote. A majority vote shall elect.

*Section 3. Term of Office*

Officers shall assume their duties at the beginning of the fiscal year following their election. An officer shall serve for a term of two years or until a successor has been elected. No officer except the Treasurer shall serve more than two consecutive terms in the same office; the Treasurer shall serve for no more than three consecutive terms in that office.

*Section 4. Vacancies*

An office shall be declared vacant by the Board after a resignation, or after a determination by a two-thirds vote that the incumbent is unable to perform or is negligent in carrying out the duties of that office. In case of a vacancy in the office of President, the President Elect shall automatically become President for the unexpired term; a vacancy in any other office shall be filled by the Executive Committee.

*Section 5. Duties*

The duties of officers shall include, but not be limited to the duties specified in these bylaws, by the parliamentary authority adopted by MFMC, and other duties as shall from time to time be ordered by the Board or by a Convention. Each officer shall, within thirty days of the close of his/her term of office, forward to his/her successor all files, records, books, and materials pertaining to that office.

- A. The President shall:
  - 1. Be the chief executive officer of MFMC and shall be its official spokesperson;
  - 2. Preside at all meetings of MFMC, the Board, and the Executive Committee;
  - 3. Appoint, with the approval of the Executive Committee:
    - a. all Standing Committee Chairs and, in consultation with the Committee Chairs, the Committee members;
    - b. the Corresponding Secretary;

- c. various assistants to the Treasurer, in consultation with the Treasurer; and
    - d. other appointees as necessary to carry out the work of MFMC;
  4. Be an ex-officio voting member of all committees except the Nominating Committee. When unable to attend committee meetings, the President may assign a Vice President or other officer to meet with the committee, but this officer shall not vote on any committee of which he/she is not a member;
  5. Sign vouchers for disbursements if the Finance Committee Chair is unable to act.
- B. The President Elect, the Second Vice President, and the Third Vice President shall, in that order, perform the duties of the President in the absence of the President. They shall assist the President in the performance of the duties of that office and shall perform additional duties as assigned by the President, the Executive Committee, the Board, or the Convention. In addition,
  1. The President Elect shall chair the Senior Division and shall:
    - a. Prepare a list of proposed appointments for approval by the Executive Committee, with those appointments to be effective at the beginning of his/her term of office as President, and
    - b. serve as a member of the Finance Committee and the Music Activities Committee;
  2. The Second Vice President shall chair the Junior Division and shall serve as a member of the Finance Committee and the Festivals Committee;
  3. The Third Vice President shall chair the Collegiate Division and shall serve as a member of the Awards Committee.
- C. The Recording Secretary shall:
  1. Record and maintain a file of the minutes of all meetings of MFMC, the Board, and the Executive Committee, and,

- within two weeks after each meeting, send a copy of the minutes to the President and to the Readers for approval;
2. Provide current copies of the bylaws and of other governing documents at all meetings;
  3. Conduct official correspondence of MFMC except as otherwise indicated in these bylaws;
  4. Submit to NFMC, in accordance with its instructions, the name of the MFMC Representative for the NFMC Board and the name of any nominee for an NFMC Director-At-Large.

D. The Treasurer shall:

1. Be responsible for the receipt, deposit, and disbursement of all monies of MFMC as directed by the Finance Committee and/or the Board and as authorized by these bylaws; shall be a signatory on all accounts in such financial institutions as approved by the Board; and shall keep an itemized account of all monies, funds, and properties of MFMC;
2. After consultation with the President, propose names of prospective Assistant Treasurers for appointment by the President and with subsequent approval by the Executive Committee; supervise the activities of any Assistant Treasurers who may open, maintain, and be a signatory on any accounts as authorized by the Board, keep records of all money received and disbursed, and render a full accounting thereof annually, upon Board request, or on closing accounts as needed;
3. Present a Treasurer's report including a current balance sheet and an income and expense statement at each meeting of the Finance Committee, the Board, and at the Annual Convention;
4. Serve as a member of the Finance Committee and the Investment Committee;
5. Work with the Finance Committee to prepare a proposed balanced budget to be presented for approval by the Board at its Fall meeting, and for consideration by the

- membership at the Annual Convention to be effective for the ensuing fiscal year;
6. Submit all financial records for an annual audit review within sixty days after the close of the fiscal year, July 1 through June 30, and present the audit review for approval at the Fall Board meeting;
  7. Be responsible for timely preparation of required annual tax forms and submit the forms to an accountant for review prior to filing;
  8. Submit to NFMC the appropriate required remittances, forms, and membership lists by the NFMC deadlines;
  9. Oversee the annual distribution of Senior Club Dues invoices.
- E. The Immediate Past President shall chair the Nominating Committee except as otherwise indicated in these bylaws.

## **ARTICLE V**

### Meetings

#### *Section 1. Annual Meeting*

In accordance with a rotation schedule of Host Districts established by the Board, MFMC shall convene in the spring of each year for the purposes of: electing officers in odd-numbered years; receiving reports of officers, committees, and clubs; hearing and honoring award winners; and for any other business which may arise. At least 30 days notice shall be given to members by the Corresponding Secretary.

- A. The Annual Convention Chair shall be appointed by the District hosting the Annual Convention. The appointment of Convention committees, a Convention Treasurer, and the determination of the Convention program shall be decided by the joint action of the MFMC President, the Meetings and Protocol Coordinator, the President of the Host District, and the Convention Chair.
- B. Each Convention shall be financially self-sustaining. Any funds raised by the Host District which remain after paying expenses shall belong to that District.

*Section 2. Voting Privileges* The voting body shall consist of all MFMC members in attendance at the Convention.

*Section 3. Quorum* Twenty members shall constitute a quorum at all meetings of MFMC.

*Section 4. Special Meetings* Special meetings of MFMC may be called upon a majority vote of the Board. At least fifteen days written notice shall be given to each member of MFMC by the Corresponding Secretary, with the purpose of the meeting stated in the call.

*Section 5. Minutes* The minutes of Membership Meetings shall be approved by three Readers appointed by the President.

## **ARTICLE VI**

### **Board of Directors**

*Section 1. Composition* The Board shall consist of:

- A. the officers of MFMC;
- B. District Presidents;
- C. the Chairs of the following Standing Committees:
  - 1. Finance,
  - 2. Awards,
  - 3. Festivals,
  - 4. Communications,
  - 5. Music Activities,
  - 6. Bylaws;
- D. Additional Personnel:
  - 1. the Counterpoint Editor,
  - 2. the Meetings and Protocol Coordinator,
  - 3. the Honorary Advisory Council Chair,
  - 4. the Corresponding Secretary,
  - 5. any MFMC Representatives to NFMC.

The Parliamentarian shall attend all meetings of the Board.

*Section 2. Authority* The Board shall have full power and authority to conduct all business of MFMC between Membership Meetings. It may direct individuals and committees to take specific action, but it must not

delegate its authority to any individual or committee except as provided for in these bylaws.

*Section 3. Regular Meetings* The Board shall meet in the Spring and Fall of each year at the call of the President after consultation with the Meetings and Protocol Coordinator; at least thirty days notice shall be given by the Corresponding Secretary. Members of the Board shall attend all regular meetings; a member shall notify the Recording Secretary of a necessary absence. Two absences may be considered a resignation, and a vacancy may be declared by the Board; if this action is taken, the Recording Secretary shall immediately notify the individual removed. Except for executive sessions, regular meetings of the Board are open to all members of MFMC.

*Section 4. Special Meetings*

- A. A special meeting may be called by the President.
- B. A special meeting may be called by the Recording Secretary within ten days after the receipt of a written request of five Board members; the purpose of the meeting shall be stated in the request.
- C. The purpose of any special meeting shall be stated in the call.

*Section 5. Quorum* Nine members of the Board shall constitute a quorum at any regular or special meeting of the Board.

*Section 6. Duties* At the Fall Meeting of the Board in even-numbered years the Board shall elect the MFMC Representative to the NFMC Board, and may elect a nominee as a candidate for NFMC Director at Large. The Recording Secretary shall submit these names to the NFMC Nominating Committee in accordance with its instructions.

## **ARTICLE VII**

### **Executive Committee**

*Section 1. Composition* The Executive Committee shall consist of the officers of MFMC, the District Presidents, and the Chairs of the Finance Committee



and the Awards Committee. The Parliamentarian shall attend all meetings of the Executive Committee.

*Section 2. Authority*

The Executive Committee shall have the power to conduct such business as may be deemed necessary between meetings of the Board. It shall approve all appointments and nominations including Standing Committee Chairs, Assistants to the Treasurer, and a Corresponding Secretary.

*Section 3. Meetings*

The Executive Committee shall meet at the call of the President, or of the Recording Secretary within seven days of a written request of four of its members.

*Section 4. Quorum*

Five members of the Executive Committee shall constitute a quorum at any meeting.

**ARTICLE VIII**

Standing Committees

The work of MFMC shall be carried on by Standing Committees as defined in these bylaws. The President shall be an ex-officio member of all committees except the Nominating Committee. Standing Committee members shall serve for a term of two years, with the term coinciding with the fiscal year beginning and ending in odd numbered years.

*Section 1. Chairs*

The Chair of each Standing Committee shall be appointed by the President and approved by the Executive Committee. In consultation with the President, the Chair shall suggest a list of prospective committee members for appointment by the President and approval by the Executive Committee. When the Chair of a committee is unable to attend a meeting of the Board, a representative of that committee may attend in place of the Chair, but shall not have the privilege of voting. Each Chair shall, within thirty days of the close of the term of office, forward all files, records, books and materials, to the incoming Chair.

*Section 2. Duties*

Each committee shall submit a written report at each meeting of the Board and to the Annual Convention, shall complete and submit any required NFMC reports, and shall provide budget proposals to the Finance Committee upon request.

*Section 3. The Standing Committees shall be:*

**A1. A Finance Committee** composed of at least seven members, including the Treasurer, the First Vice-President, the Second Vice President, two MFMC Past Presidents if available, the Awards Committee Chair, and the Investment Sub-Committee Chair.

The Chair shall authorize all requests for payment and reimbursement, and shall sign checks in case of the inability of the Treasurer to perform the duties of that office.

This Committee shall:

1. Develop and recommend to the Board immediate and long-range fiscal policies;
2. Supervise the financial management of the monies of MFMC;
3. Prepare a proposed annual budget, including dues, fees and assessments, for the ensuing fiscal year, which shall be submitted in writing to the Board for consideration at its Fall meeting, and, with thirty days notice, shall be presented to the membership for adoption at the annual meeting.
4. Consider and recommend to the Board any amendments to the adopted budget;
5. Choose signatories for MFMC accounts from among its members.
6. Provide for the bonding of the Treasurer and also the bonding of any Assistant Treasurers who process accounts of more than \$2,000 annually.

**A2. An Investment Sub-Committee** composed of at least five members, including the Chair of the Finance Committee, shall be under the direction of the Finance Committee. This Sub-Committee shall oversee MFMC investments and recommend changes to the Finance Committee. When changes are necessary between Finance Committee meetings, ratification by the Finance Committee shall be sought at the meeting immediately following the transaction. The Chair of this Sub-Committee shall be appointed by the President after consultation with the Finance Committee Chair and approval by the Executive Committee.

**B. An Awards Committee**, composed of the Third Vice President and the Chair of each MFMC Award and each NFMC Award in which NFMC participates, shall oversee the administration of Awards, and shall recommend award amounts and the costs of administering the awards to the Finance Committee for inclusion in the proposed annual budget.

**C. A Festivals Committee** composed of the Second Vice President and at least four other members familiar with NFMC Festival requirements shall approve Festival Site Chairs, shall act as a liaison between NFMC and Site Chairs; shall be responsible for recording and reporting Festival ratings; shall provide a handbook of Festival policies; and shall make provision for Festival Cup records, purchase, and distribution.

**D. A Communications Committee** composed of at least three members shall plan and coordinate the internal and external communications of MFMC. It shall oversee the content and quality of all communications, including the Counterpoint, the Directory, Profiles, electronic media, leadership education, photography, NFMC Music Clubs Magazine reporting, NFMC Keynotes reporting, and Citations.

**E. A Music Activities Committee**, consisting of the Music Activity Chairs, the First Vice-President, and the MFMC Representative to NFMC, shall select representatives to attend District meetings to distribute current information and report on NFMC activities in which MFMC Clubs may participate, and shall report a summary of these activities in Profiles and at Convention.

**F. A Bylaws Committee** composed of at least four members and the Parliamentarian shall consider amendments proposed by members and by the Board, and make recommendations to the Board on their adoption; shall originate amendments and revisions in the best interest of MFMC; and shall review MFMC and NFMC bylaws and propose amendments to maintain conformity.

## **ARTICLE IX**

### **Additional Positions and Committees**

- A. *A Corresponding Secretary* shall be appointed by the President with the approval of the Executive Committee, but shall not serve as an officer. The Corresponding Secretary shall conduct all correspondence as requested by the President and the Board, and shall give notice of all regular and special Executive Committee, Board, and Membership meetings.
- B. A Resident Agent shall be appointed by the President with the approval of the Executive Committee, and shall serve until a successor is appointed.
- C. The following committees and positions also may be established, but these are not Standing Committees, nor do the Chairs of these positions or these appointees serve on the Board unless otherwise indicated in these bylaws; however, these Chairs and

appointees shall be responsible to the Board and report as requested. All appointments shall be made by the President and approved by the Executive Committee.

1. *An Audit Committee* composed of at least three members shall review the financial records of MFMC within 60 days of the end of the fiscal year, or shall be responsible for the selection of an outside auditor; the audit review report shall be presented to the Board for consideration at its Fall Board meeting.
2. *Additional positions and special committees* may be established, including that of Chaplain, Historian, and Insignia Representative.

## **ARTICLE X**

### Honorary Advisory Council

- Section 1.* The object of this Council shall be to honor all MFMC Past Presidents as well as other individuals who have served on the MFMC Board for a minimum of twelve years, and to benefit from their experience; however, membership on this Council shall be voluntary and not obligatory. This Council may make recommendations to the Board.
- Section 2.* The Chair of this council shall be elected by its members at the Fall Board meeting in the odd-numbered years, and shall serve as a member of the Board.
- Section 3.* The Council shall meet at the call of the Chair or of any three members of the Council.

## **ARTICLE XI**

### Districts

- Section 1. Definition* MFMC shall be divided into Districts by a special committee consisting of the District Presidents and four other members nominated by the MFMC President and approved by the Board. This committee shall review the composition of the Districts at least every five years; any changes recommended by this committee shall be presented for consideration by the Board prior to a vote at the MFMC Annual Meeting.
- Section 2. Purpose* Districts shall assist club officers in the carrying out of their duties, and shall coordinate District activities with those of MFMC.
- Section 3. Members* Districts shall consist of the members of the Senior and Junior Clubs and Individual Members assigned to that District.

- Section 4. Officers*      The officers elected by each District shall be, at a minimum, a President, a Secretary, and a Treasurer. Elections shall be completed prior to April 1 in odd-numbered years, with the term of office beginning on July 1 of that year; each officer shall serve for a term of two years or until a successor is elected. In the case of a vacancy in any office, the remaining officers shall determine how the vacancy shall be filled.
- Section 5. Meetings*      Members of each District shall meet in the fall of each year at the call of the District President on a date approved by the MFMC Meetings and Protocol Coordinator and the MFMC President, and may meet at other times as necessary.
- Section 6. Boards*      A District Board shall consist of the District Officers and the Presidents of the Clubs in that District. District Board meetings shall be held at least once each year.

## **ARTICLE XII**

### Finances

- Section 1. Fiscal Year*      The fiscal year of MFMC shall be from July 1 through June 30.
- Section 2. Dues*      Dues for NFMC and MFMC shall be made payable to MFMC and must be received by the MFMC deadline. The MFMC Treasurer shall forward all NFMC dues and the appropriate portion of the Senior Clubs Past Presidents Assembly dues to NFMC by its deadline.
- Section 3. Assessments*      Each Active or Associate MFMC affiliated club shall pay all assessments as MFMC and/or NFMC shall require.
- Section 4. Special Funds*      MFMC shall maintain Awards, Counterpoint, Foundation, and any established Endowment Funds, all of which shall be under the oversight of the Finance Committee and shall be administered according to accepted accounting practices.
- Section 5. Compensation*      Since MFMC is a volunteer organization, MFMC Board or committee members shall receive no monetary compensation of any kind for fulfilling the responsibilities of their positions except as authorized by the Board, but may submit expenses with appropriate receipts for reimbursement.

**ARTICLE XIII**  
Electronic Meetings

The Board, Executive Committee, Standing Committees, and Special Committees are authorized to meet by telephone conference, via secure web sites, or through any other established or emerging electronic communications media as long as all the participants may simultaneously hear each other and participate in the meeting.

**ARTICLE XIV**  
Indemnification

The members of the Board, the Executive Committee, the Finance Committee, and the Investment Sub-Committee serve by the authority granted in these bylaws to oversee the finances and affairs of MFMC. Each member respectively understands and acknowledges 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 MFMC as a member of the Board, Executive Committee, Finance Committee, and/or the Investment Sub-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 established 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 XV**  
Dissolution

If MFMC is dissolved, the Board shall, after paying or making provision for the payment of all of the liabilities of MFMC, dispose of all the assets of MFMC to NFMC or other music and/or artistic organizations which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code. None of the assets of MFMC shall be distributed to any member of MFMC.

**ARTICLE XVI**  
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern MFMC in all cases to which they are applicable and in which they are not inconsistent with these bylaws or the bylaws of NFMC, or any special rules of order MFMC may adopt.

## **ARTICLE XVII**

### **Amendment of Bylaws**

These bylaws may be amended upon recommendation of the Board and with a two-thirds vote at any Annual Convention or adjourned Annual Convention of MFMC, or at any special meeting called for this purpose, provided that a copy of the proposed amendment has been made available to the members at least thirty days prior to the meeting at which the amendment is to be considered.

*Section 1.* All amendments to the NFMC bylaws shall become effective for MFMC at the same time as they become effective for NFMC, and all provisions in the NFMC bylaws shall supersede inconsistent provisions in these bylaws. The Recording Secretary is authorized to amend these bylaws with the approval of the Parliamentarian and the Chair of the Bylaws Committee to make these bylaws consistent with the bylaws of NFMC whenever they are amended, and the Recording Secretary shall give prompt notice of such change to the members of the Board.

*Section 2.* The Recording Secretary shall insure that an up-to-date copy of these bylaws is available on the MFMC web site, on file with the NFMC Headquarters Office, and is sent to the MFMC Treasurer for submission to the Internal Revenue Service of the U.S.A. and State of Michigan.

*Section 3.* The Name and Object of MFMC may be changed only after approval of NFMC and the State of Michigan.

Adopted: May 18, 2012

Bylaws Committee: Connie Randall, President; Mary Jane Timmer, President Elect; Sunny Cirlin, member; Penny Draper, member; Mary Irvine, Past President; and Co-Chairs Stephanie Westerfield, Past President, and Mary Jane Miller, Registered Parliamentarian.