

# AMENDED AND RESTATED BYLAWS OF THE MUSICIANS CLUB OF WOMEN

A Not-For-Profit Corporation of the State of Illinois

## ARTICLE I: NAME AND PURPOSES

### Section 1.1 Name

The name of this organization shall be Musicians Club of Women, which shall also be known and/or referred to herein as MCW.

### Section 1.2 Purposes

- (a) This Corporation is organized exclusively for charitable and educational purposes, including but not limited to, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- (b) The purposes for which MCW is organized are as follows:
  - (i) to support the training and career development of women musicians;
  - (ii) to inspire greater recognition and appreciation of classical music by the general public; and
  - (iii) to exercise such other functions as are consistent with the purposes set forth in the Articles of Incorporation.

### Section 1.3 Tax-Exempt Status

- (a) MCW is organized and operated as a not for profit corporation under the provisions of the General Not For Profit Corporation Act of the State of Illinois, as amended (the "Act").

- (b) No part of the net earnings or assets of MCW shall inure to the benefit of, or be distributed to, any Member, Director, or Officer of MCW, or any other private individual. MCW shall not carry on propaganda or otherwise attempt in any substantial way to influence legislation and shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.
- (c) The affairs of MCW at all times shall be conducted in such a manner as to assure its continuing status as a tax-exempt organization as defined in Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE II: MEMBERSHIP

### Section 2.1 Membership

- (a) Membership (formerly known as Associate Membership or Active Membership) is open to any woman (or any individual identifying as a woman), with any level of musical background or experience.
- (b) A Member need not be a resident of the State of Illinois.
- (c) Each applicant for Membership shall be sponsored by one current Member of MCW.
- (d) Election to Membership shall be by majority vote of the Membership Committee.
- (e) The Chair or Vice-Chair of the Membership Committee, or the President, shall promptly transmit information on newly elected Members to MCW's Board of Directors (the "Board").

### Section 2.2 Resignation of Members

A Member may resign at any time by giving written notice to the Membership Chair, or in the event of a vacancy in the Membership Chair position, to the President. A resignation is effective when the notice is given, unless the notice specifies a future effective date. If a Member resigns before the end of MCW's fiscal year, there shall be no refund of prorated dues for the remainder of that fiscal year. The Membership Chair or President shall promptly notify the Board of any Member's resignation.

### Section 2.3 Removal of Members

The Board may remove a Member for cause by unanimous vote.

## Section 2.4 Annual Dues

- (a) Members shall pay annual dues as established from time to time by the Board of Directors for MCW's fiscal year, June 1st through May 31st.
- (b) Non-payment of dues by November 1st of any given year shall result in termination of Membership. The Board, however, may extend the time for payment of dues for a particular individual for good cause shown.
- (c) Each applicant for Membership shall include full payment of annual dues when submitting her application form. When election to Membership takes place after April 1st, the new Member's initial dues payment shall be applied to the ensuing fiscal year; provided, however, that such individual will nonetheless become a Member in good standing as of the date of her election to Membership.

## Section 2.5 Lapsed Membership

An individual whose Membership has lapsed may be reinstated without payment of back dues. Such individual shall pay the full amount of the applicable annual dues for the current year, in addition to any applicable reinstatement fee, in order to be reinstated.

# ARTICLE III: MEETINGS OF THE MEMBERS

## Section 3.1 Annual Meeting of the Members

Unless the Board designates otherwise, the Annual Meeting of the Members shall be held on the third Monday in May of each year, and shall be held at such place and time as the Board designates.

Unless otherwise ordered by a majority vote of the voting Members present, the order of business shall be as follows:

- (a) reading of the minutes of the last Annual Meeting of the Members;
- (b) general business; and
- (c) election of Directors and Officers.

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Notice of the date, place, and time of the Annual Meeting of the Members shall be sent by mail or electronic means no fewer than fifteen (15) nor more than thirty (30) calendar days in advance of said meeting.

### **Section 3.2 Special Meetings of the Members**

Special meetings of the Members may be called by the President, or by two (2) or more Directors, or by ten (10) or more Members.

Notice of the date, place, and time of a Special Meeting of the Members shall be sent by mail or electronic means at least fifteen (15) calendar days in advance of the meeting. Such notice shall include the purpose for which the meeting is called.

### **Section 3.3 Quorum for Meetings of the Members**

Ten percent (10%) of the Membership shall constitute a quorum for the transaction of business at all meetings of the Members.

## **ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS**

### **Section 4.1 Regular Meetings of the Board of Directors**

Regular monthly meetings of the Board of Directors shall be held from September through June, in each case on such date and at such place and time as may be designated by the Board. The Board of Directors may establish additional regular meetings from time to time.

Notice of the date, place, and time of regular meetings of the Board shall be sent to all MCW Members by mail or electronic means no fewer than fifteen (15) nor more than thirty (30) calendar days in advance of the meeting.

## Section 4.2 Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President or by any two (2) or more Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by such person or persons.

Notice of the date, place, and time of a Special Meeting of the Board shall be sent to all Directors by electronic means at least forty-eight (48) hours in advance of the meeting. Such notice shall include the purpose for which the meeting is called.

## Section 4.3 Waiver of Notice

Notice of a meeting need not be given to any Director if a written waiver of notice executed by the Director before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to said Director.

## Section 4.4 Quorum

One-half (1/2) of the number of Directors then in office pursuant to these Bylaws shall constitute a quorum for transaction of business at any meeting of the Board of Directors. If less than one-half (1/2) of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting at any time without further notice.

If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors.

The presence of a Director, who is directly or indirectly a party to a transaction before the Board of Directors or a Committee of the Board of Directors, or a Director who is not otherwise disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a Committee of the Board of Directors takes action on the transaction. Notwithstanding the foregoing, if a meeting has been called for the removal of one or more Directors, the existence of those Directors shall not be considered in the determination of whether a quorum exists.

Any Director who participates in a meeting telephonically shall be deemed to be present at the meeting for the purpose of determining whether a quorum has been constituted and may vote and otherwise act in the same manner as those Directors physically present at the meeting (subject to the provisions of the last sentence of Section 5.8 (Manner of Acting) of these Bylaws).

## ARTICLE V: DIRECTORS

### Section 5.1 General Powers

The affairs of MCW shall be managed by or under the direction of its Board of Directors, consistent with its Articles of Incorporation and these Bylaws.

### Section 5.2 Number and Election

- (a) The Board of Directors of MCW shall consist of not fewer than thirteen (13) nor more than eighteen (18) Directors.
- (b) A Director need not be a resident of the State of Illinois.
- (c) Directors shall be elected at the Annual Meeting of the Members, as provided in Section 3.1 above. Only Members in good standing shall be eligible to vote.

### Section 5.3 Tenure of Directors

- (a) Each Director shall be elected to serve a term of three (3) years. Such 36-month term shall begin on June 1st of the initial year of the term and conclude on May 31st of the final year of the term.
- (b) Each Director shall hold office for the term for which she is elected and until her successor shall have been elected and qualified.
- (c) A Director may serve for up to six (6) consecutive years.
- (d) A Director shall not be eligible for re-election to serve more than six (6) consecutive years as a Director; provided, however, that any Director serving as an Officer or who shall be slated to serve as an Officer in the immediately succeeding year may complete her full term as an Officer and shall automatically continue to serve as a Director so long as she continues to hold such office.

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- (e) Years of service as a Director shall be deemed consecutive unless they are separated by at least one (1) full calendar year during which the individual does not serve as a Director.
- (f) Nothing contained herein shall limit the number of non-consecutive years an individual may serve as a Director.

## Section 5.4 Staggered Elections

To the extent practicable, the election of Directors shall be staggered in such a way as to provide for the election of one-third (1/3) of the Directors each year.

## Section 5.5 Resignation of Officers and Directors

A Director may resign from the Board of Directors at any time by delivering her written resignation to the President or Recording Secretary of MCW. An Officer may resign from her Officer position by delivering her written resignation to the President or Recording Secretary of MCW.

Each such resignation shall be effective upon receipt (unless specified otherwise), and acceptance thereof shall not be necessary to make it effective unless it so states. The pending vacancy may be filled before the effective date of such resignation, but the successor shall not take office until the effective date.

## Section 5.6 Removal of Officers and Directors

Any Director or Officer may be removed for cause by the affirmative vote of two-thirds (2/3) of the Members present and eligible to vote at a meeting of the Members called for the purpose of removing one or more Officers or Directors. Notice of the proposed removal, including the name(s) of the person(s) sought to be removed, and the date, place, and time of the meeting at which the vote will be taken, shall be provided to each Member by mail or electronic means at least twenty (20) calendar days in advance of such meeting of the Members.

If a Director fails to attend (physically or telephonically) fifty percent (50%) or more of the regular meetings of Directors held during a given fiscal year of MCW, such Director shall be deemed to be removed immediately following the conclusion of that fiscal year and shall not be eligible for reelection as a Director unless a majority of the Directors

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(other than the subject Director) determine that there was justifiable cause for the failure of such Director to attend the required number of meetings, and that such Director shall therefore not be removed and shall be eligible for reelection.

## **Section 5.7 Director Vacancies**

Any vacancy in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled through an affirmative vote of a majority of those Directors who are present at a meeting at which a quorum is present. A Director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.

## **Section 5.8 Manner of Acting**

Pursuant to Section 108.05 of the Act, no Director may act by proxy on any matter.

Except as provided in Section 12.1 (Indemnification) of these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation of MCW. A Director of MCW who is present at any meeting may bring a motion before the Board of Directors at such meeting to the effect that the vote on any particular matter being considered by the Directors shall be made by unsigned written ballot. In the event that a Director is participating telephonically in a meeting of the Board of Directors at which any such motion is brought, the motion may except such Director from the written ballot requirement and allow the Director participating telephonically to vote orally.

## **Section 5.9 Action Without a Meeting (Unanimous Written Consent)**

Unless specifically prohibited by the Articles of Incorporation or these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, or of any Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors entitled to vote with respect to the subject matter thereof, or by all the members of such Committee, as the case may be. Any such consent signed by all the Directors or all the members of the Committee shall have the same



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effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State or with anyone else.

## Section 5.10 Compensation of Directors

All Directors, including those serving as Officers, shall serve on a voluntary basis without compensation for their services as Directors or Officers.

## Section 5.11 Presumption of Assent

A Director of MCW who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless her dissent shall be entered in the minutes of the meeting, or unless she shall file her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Recording Secretary of MCW immediately after the adjournment of the meeting, or unless the action is taken by unsigned written ballot pursuant to Section 5.8 of these Bylaws. Such right to dissent shall not apply to a Director who voted in favor of such action.

# ARTICLE VI: OFFICERS

## Section 6.1 Number and Positions

The Officers of MCW, all of whom shall simultaneously serve as Directors, shall be as follows:

- (a) President;
- (b) Vice-President;
- (c) Recording Secretary;
- (d) Treasurer;
- (e) Assistant Treasurer; and
- (f) Awards Officer.

Two (2) or more Officer positions may be held by the same person; provided, however, that the President may not hold any additional Officer positions.

Any Officer other than the President, as well as any Director who is not an Officer, is eligible to serve as the Chair or Vice-Chair of any committee, task force, working group, or subcommittee.

## Section 6.2 Election and Term of Office

- (a) Officers shall be elected at the Annual Meeting of the Members, as provided in Section 3.1 above.
- (b) In even years, the President and Vice President shall be elected.
- (c) In uneven years, the Treasurer shall be elected.
- (d) Each Officer shall be elected to serve a term of two (2) years. Such 24-month term shall begin on June 1st of the first year of the term and conclude on May 31st of the final year of the term.
- (e) The President and Vice President each shall not serve for more than two (2) consecutive years, except as provided in Section 6.4 (President) and Section 6.5 (Vice President) below.
- (f) The Treasurer, Assistant Treasurer, Recording Secretary, and Awards Officer each shall not serve for more than four (4) consecutive years.
- (g) Each Officer shall hold office for the term for which she is elected and until her successor shall have been elected and qualified.

## Section 6.3 Officer Vacancies

Any vacancy caused by the death of an Officer, or by the removal or resignation of an Officer, as provided in Section 5.5 (Resignation of Officers and Directors) and Section 5.6 (Removal of Officers and Directors), or by the creation of new Officer positions, shall be filled through an affirmative vote of a majority of those Directors who are present at a meeting at which a quorum is present. An Officer elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.

## Section 6.4 President

The President shall be the principal executive officer of MCW; shall in general supervise and control all of the business and affairs of MCW; and shall preside at all meetings of the Members and all meetings of the Board of Directors. The President shall be an ex-officio member of all Committees.

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The President may sign individually, or with any other proper Officer of MCW authorized by the Board of Directors or these Bylaws, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of MCW; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President may from time to time appoint an MCW Member in good standing to serve as MCW's Historian.

The President shall appoint an MCW Member to serve as Corresponding Secretary, whose responsibilities shall include, but shall not be limited to, writing and sending thank-you notes to MCW donors.

The President shall not serve more than one (1) two-year term, except that if the incumbent President dies, resigns, or is removed as President during a two-year term, her successor who is elected to fill the vacancy pursuant to Section 6.2 (Election and Term of Office) may serve as President for the balance of such two-year term, and then such successor may serve, if elected by the Board of Directors to do so, for an additional full two-year term.

## Section 6.5 Vice President

The Vice President shall assist the President in the discharge of the President's duties as the President may direct, and shall perform such other duties as from time to time may be assigned to her by the President or by the Board of Directors.

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the Vice President is likewise absent or in the event of the Vice President's inability or refusal to act, the Officer so designated in writing (a) by the President, or (b) if the President has not so designated, then by the Vice President, or (c) if the Vice President has not so designated, then by majority vote of the Board of the Directors, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

The Vice President shall not serve more than one (1) two-year term, except that if an incumbent Vice President dies, resigns, or is removed as Vice President during a two-year term, her successor who is elected to fill the vacancy pursuant to Section 6.2 (Election and Term of Office) of these Bylaws may serve as Vice President for the balance of such two-year term, and then such successor may serve, if elected by the Board of Directors to do so, for an additional full two-year term.

## Section 6.6 Recording Secretary

- (a) The Recording Secretary shall record or supervise the recording of the minutes of the meetings of the Board of Directors and the meetings of the Members in the manner specified by the Board of Directors.
- (b) The Recording Secretary shall be custodian of the corporate records of MCW (except those that the Board has designated to be held in the custody of the Treasurer or of another Officer). Such records shall be kept at such place as may be designated from time to time by the Board of Directors.
- (c) The Recording Secretary shall keep a record of the current postal address, email address, and telephone numbers of each Director, which shall be furnished to the Recording Secretary by such Director.
- (d) The Recording Secretary shall, along with the President, sign all written obligations and contracts approved by the Board and file the Annual Report as required by the Act.
- (e) The Recording Secretary shall otherwise certify the Bylaws, resolutions of the Board of Directors and Committees thereof, and other documents of MCW as true and correct copies thereof.
- (f) The Recording Secretary shall perform all duties incident to the office of Recording Secretary and such other duties as from time to time may be assigned to the Recording Secretary by the President or the Board of Directors.

## Section 6.7 Treasurer

- (a) The Treasurer shall be the principal accounting and financial officer of MCW as well as the Chair of the Finance Committee.
- (b) The Treasurer shall have charge and custody of all records of funds of MCW, and keep adequate books of account showing all receipts and disbursements; such books shall be open to inspection by Directors at all reasonable times upon reasonable notice.

- (c) The Treasurer shall have charge and custody of all funds and securities of MCW (except to the extent that the Board of Directors has authorized some other person to have charge and custody of certain specified funds or securities), and be responsible therefor and for the receipt and disbursement thereof. The Treasurer shall disburse funds only upon the direction of the Board, but shall pay such bills as are designated by the Board as “routine” without such direction. All moneys received shall be deposited in the name of the Club in a bank or banks as directed by the Board. Moneys in excess of operating needs may be invested.
- (d) The Treasurer shall prepare a monthly financial report of receipts, disbursements, and assets, and shall present the report at each regular meeting of the Board.
- (e) The Treasurer shall work with a Board-approved professional to prepare and file all applicable state and federal tax returns and tax forms when due. She shall present such tax returns to the Board for approval prior to filing, and shall distribute such tax forms to the proper recipients in a timely manner.
- (f) The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such person by the President or by the Board of Directors.
- (g) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of her duties in such sum and with such surety or sureties as the Board of Directors may determine.

## Section 6.8 Assistant Treasurer

The Assistant Treasurer shall be a member of the Finance Committee and shall be responsible for billing Members for and receiving payment of their dues and for promptly depositing such payments into the proper bank account in the name of MCW. She shall maintain records of each Member’s dues account, compile a list of Members whose dues are delinquent, and present an updated list of such Members to the Board each month, or as frequently as the Board shall direct, for further action. The Assistant Treasurer shall perform such other duties as shall be assigned to her by the Treasurer or by the Board of Directors. The Assistant Treasurer shall, if required by the Board of Directors, give a bond for the faithful discharge of her duties in such sum and with such surety or sureties as the Board of Directors may determine.

## Section 6.9 Awards Officer

The Awards Officer shall be the Chair of the Awards Committee. Together with the members of the Awards Committee, she shall be responsible for all aspects of the awards program and shall carry out her duties in accordance with the requirements set forth in these Bylaws and with the Guidelines for the Awards Committee adopted by the Committee from time to time and approved by the Board.

# ARTICLE VII: COMMITTEES

## Section 7.1 Standing Committees

(a) The standing Committees of the Board of Directors shall consist of the following:

- (i) Governance Committee
- (ii) Finance Committee
- (iii) Communications Committee
- (iv) Membership Committee
- (v) Development Committee
- (vi) Awards Committee
- (vii) Performance Committee
- (viii) Salon Series Committee
- (ix) Social Committee

(b) At the regular May meeting of the Board, each Committee Chair shall provide the Board with (1) a written report of the activities of her Committee and (2) the then-current Guidelines for her Committee. Such Guidelines, which are to be drafted and periodically updated by each Committee, are subject to the approval of the Board.

## Section 7.2 Special Committees and Other Groups

The President may establish and dissolve special committees, working groups, task forces, and subcommittees from time to time, and may appoint MCW Members and others to serve on such entities, all subject to the approval of the Board.

### **Section 7.3      Composition of Committees**

At all times, the membership of each standing or special Committee (or other group established under Section 7.2 above) shall consist of at least two (2) Directors, including its Chair and Vice-Chair.

In addition, the President shall be an ex-officio member of all Committees (and other groups, if any, established under Section 7.2 above).

Unless otherwise provided in these Bylaws, MCW Members who are not Directors may serve on each Committee.

### **Section 7.4      Appointment and Removal of Committee Members**

Notwithstanding anything in these Bylaws to the contrary: (A) all members of all Committees shall serve at the pleasure of the Board of Directors; (B) no member of a Committee shall be entitled to sit on any Committee; and (C) the Board of Directors shall have the right, power, and authority, in its sole discretion, to remove any member of any Committee, with or without cause. In the event that any member of any Committee is removed by the Board of Directors, the Board of Directors shall, at the time such Committee member is removed, reconstitute the composition of such Committee, if necessary, to ensure that the membership of such Committee shall consist of at least two (2) Directors, including such Committee's Chair and Vice-Chair.

### **Section 7.5      Appointment of Chairs and Vice-Chairs of Committees**

Except as otherwise set forth in these Bylaws or established by the Board of Directors, the President shall appoint all Chairs of all Committees for one-year terms, and the Chair of each committee shall appoint a Vice-Chair of that committee for a one-year term. The Chair and Vice-Chair of a Committee must each be a Director. Removal of Committee Chairs and Vice-Chairs shall be at the discretion of the Board of Directors.

Except as otherwise set forth in these Bylaws or established by the Board of Directors, vacancies in Committee membership caused by the removal, death, or resignation of a Committee member may be filled by appointment by the Chair of the relevant Committee, subject to the approval of the Board.

## Section 7.6 Authority of Committees

Each standing or special Committee or other group, whether established by these Bylaws or by resolution of the Board of Directors, will have such authority as is established by these Bylaws, or such authority as is established, expanded, or contracted by the resolutions of the Board of Directors.

# Article VIII: COMMITTEE DESCRIPTIONS

## Section 8.1 Governance Committee

The Chair of the Governance Committee shall be appointed by the President; such appointment is subject to the approval of the Board.

The Governance Chair shall appoint the members of the Governance Committee and appoint a Vice-Chair, subject to the approval of the Board. The Governance Committee shall consist of at least three (3) and at most five (5) members, including the Committee's Chair and Vice-Chair.

In advance of the election of Directors and Officers at the annual meeting of the Members, as provided in Section 3.1 above, the Governance Committee shall propose one candidate for each Director or Officer vacancy. The Governance Committee shall certify its slate to the Recording Secretary and report the slate to the Board. The slate certified by the Governance Committee shall then be distributed to all MCW Members by mail or electronic means no later than the date of the regular Board meeting in April.

If a candidate listed on said slate withdraws her candidacy before the election at the Annual Meeting of the Members, the Governance Committee shall make reasonable efforts to nominate a replacement for that candidate. If a replacement candidate is nominated before said election, the name of the replacement candidate shall be sent promptly by electronic means to all MCW Members prior to said election. If the Governance Committee is unable to nominate a replacement candidate before said election, a vacancy will be deemed to have occurred, and such vacancy shall be filled after said election by a majority of the Board of Directors.



The Governance Committee's duties shall include the following:

- (a) Develop and update recruitment strategies and succession plans for Officers, Directors, and members of Committees, taking into account necessary and desired skill sets, experience, diverse perspectives, and other relevant factors;
- (b) Continually identify and recruit candidates for Officer, Director, and Committee member positions, consistent with such strategies;
- (c) Nominate a yearly slate of Directors and Officers in accordance with the procedures specified elsewhere in these Bylaws;
- (d) Nominate candidates to fill vacancies for unexpired terms of Directors and Officers;
- (e) Ensure timely and compliant elections of Directors and Officers;
- (f) Develop, and ensure appropriate implementation of, an orientation and onboarding strategy for Officers, Directors, and Committee members;
- (g) Develop and implement a plan for continually educating the Board and its Committees, and continually strengthening the bonds among Directors and Committee members to encourage independent expression of ideas and collaborative decision-making;
- (h) Periodically review MCW's mission and vision statements and determine whether they are consistent across MCW's website, documents, and activities;
- (i) Periodically review MCW's governing documents, including but not limited to these Bylaws, all Committee Guidelines, and MCW's conflict of interest policy; determine whether MCW's governing documents are consistent with applicable laws and actual or desired organizational practices; and work with the Board and its relevant Committees to amend such governing documents, as necessary;
- (j) Develop and review other governance policies to guide effective oversight and thoughtful planning;
- (k) Advise the Board regarding compliance with all of MCW's governing documents as well as applicable laws; and
- (l) Perform such other duties as the Governance Committee, in consultation with the President, deems reasonable and necessary.

## Section 8.2 Finance Committee

The Treasurer shall be the Chair of the Finance Committee, which shall include the Assistant Treasurer. The President may appoint additional members of the Finance

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Committee; such appointments shall be subject to the approval of the Board. The Treasurer shall designate a Finance Committee member to serve as Vice-Chair of the Finance Committee.

The Finance Committee shall prepare a budget for the fiscal year beginning June 1st and shall submit the budget to the Board for approval. The Finance Committee may submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the Board. The Finance Committee shall review the finances and investment strategy of MCW and the advice of MCW's financial advisors and make recommendations to the Board regarding any proposed changes.

The Finance Committee shall work with a board-approved professional to determine an investment strategy that considers both the reasonable production of income and the safety of capital and shall recommend such investments to the Board for approval.

### Section 8.3      Communications Committee

The Chair of the Communications Committee shall appoint at least three (3) members of the Communications Committee; such appointments shall be subject to the approval of the Board. The Communications Chair shall designate one such member to serve as Vice-Chair of the Communications Committee.

The Communications Chair shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, including notices of meetings of the Membership and the Board and notices of Board actions as provided in these Bylaws. The Communications Chair may delegate this duty to another Director serving on the Communications Committee.

The Communications Committee's primary responsibilities include maintaining and continually updating and enhancing MCW's website; communicating with MCW's Membership through "e-blasts" (e-mails sent to MCW's entire Membership) and other means; and compiling and preparing the annual Yearbook for printing, either directly or by delegating this responsibility and overseeing its performance.

The Committee's goals also include promoting MCW and its mission; its awards auditions; and its public concert series. The Communications Committee shall collaborate with other Committees as appropriate in carrying out these goals. The Communications Committee, which is responsible for MCW's website, shall promote the

use of MCW's website and regularly monitor all social media where MCW has established a presence. The Communications Committee shall also be responsible for providing evaluation, advice, and recommendations on branding, communication, promotional, and marketing policies and practices with respect to the programs, fundraising, and other activities conducted by MCW. If desired, the Communications Chair, subject to Board approval, may create, and appoint members to, a Publicity Subcommittee that will be responsible for all aspects of MCW's external promotions.

The Communications Committee shall also have such other responsibilities as the Board of Directors may designate from time to time.

## Section 8.4 Membership Committee

The Chair of the Membership Committee shall appoint at least one (1) and at most four (4) members of the Committee; such appointments shall be subject to the approval of the Board. The Membership Chair shall designate one such member to serve as Vice-Chair of the Membership Committee. The purpose of the Membership Committee is to promote Membership in MCW, including by developing and updating strategies for recruitment and retention of Members.

## Section 8.5 Development Committee

The Chair of the Development Committee shall appoint at least one (1) member of the Committee; such appointment(s) shall be subject to the approval of the Board. The Development Chair shall designate one such member to serve as Vice-Chair of the Development Committee. In addition, the Treasurer shall serve as an ex-officio member of the Development Committee.

The Development Committee shall manage all of MCW's fundraising activities, subject to oversight by the Board of Directors. The Development Committee's duties shall include the following (in coordination and consultation with other Committees, as needed):

- (a) Make recommendations to the Board regarding fundraising goals, plans, and policies;
- (b) Oversee the implementation of fundraising plans and policies, with the support of other Committees (as appropriate) and the support of the Board;

- (c) Articulate the case for philanthropic support directed at specific audiences by drafting fundraising-related communications to Members, including e-blasts and language for MCW's website;
- (d) Design and oversee the gift-acknowledgment process;
- (e) Design and oversee the stewardship process for donors and prospective donors, including by managing gifts as donors intended, updating donors on the progress and impact of their gifts, and cultivating donors and prospective donors;
- (f) Identify short-term and long-term trends and implications and engage the Board in strategic dialogue and decision-making regarding fundraising;
- (g) Coordinate as needed with the Awards Committee and other relevant Committees regarding the processes by which individuals and entities may apply to MCW for grants for specific projects that advance MCW's mission; and
- (h) Draft and periodically update guidelines regarding fundraising, stewardship, and the funding of grant requests.

## Section 8.6 Awards Committee

The Awards Officer shall be the Chair of the Awards Committee and shall appoint at least four (4) members of the Committee; such appointments shall be subject to the approval of the Board. The Awards Officer shall designate one such member to serve as Vice-Chair of the Awards Committee.

Committee members shall assist the Awards Officer in carrying out the duties of the Committee, which include, but are not limited to, the following:

- (a) Use and maintain the Awards Committee digital correspondence account(s), through which all official Awards Committee correspondence shall be conducted.
- (b) Review and update information about the awards available each year.
- (c) Design and implement the process through which eligible individuals apply to be considered for MCW's awards.
- (d) Update and expand the list of professionals to whom applications for the annual awards competition are sent.
- (e) Distribute notices of the awards competition to colleges, universities, music schools, and teachers within an area to be determined from time to time by the Board.

- (f) Manage applicant data and communicate with applicants and prospective applicants as needed.
- (g) Schedule and oversee the auditions.
- (h) Select and secure a venue for the awards auditions.
- (i) Arrange for insurance, if required by the venue.
- (j) Select a panel of three judges for the vocal and instrumental divisions of the auditions, respectively. Such judges shall be selected from among respected professionals in the music community. One of the judges on each panel shall be an MCW Member; the other two judges shall be music professionals who are not MCW Members. Awards Committee members may not serve as judges. No judge shall serve in consecutive years. Honoraria for the judges shall be established by the Awards Committee and included in the annual budget approved by the Board.
- (k) Notify the proper parties of the names of the winners and arrange for award moneys to be sent to the Treasurer for distribution.
- (l) Compile annually a list of the names of the award winners, their instruments, and the names of their awards; a list of the names of the judges in each category; and a copy of the information sent to teachers and posted on the website (awards given; date, time, and place of auditions; rules and procedures; and audition repertoire). Originals or copies of such records shall be provided to MCW's Historian, if any, and kept in MCW's archives as directed by the Board.
- (m) Provide the names of each year's award winners, as well as other relevant information, to the webmaster or other designated party for posting on MCW's website.

The Committee shall perform its duties in accordance with the Guidelines for the Awards Committee as established by the Committee from time to time and approved by the Board. Such Guidelines shall include eligibility criteria; application and award policies and procedures; record-keeping procedures; and procedures and policies pertaining to all other aspects of the awards program.

## Section 8.7 Performance Committee

The Chair of the Performance Committee shall appoint at least one (1) and at most four (4) members of the Committee; such appointments shall be subject to the approval of the Board. The Performance Chair shall designate one such member to serve as Vice-Chair of the Performance Committee.

In addition, the following shall serve as ex-officio members of the Performance Committee:

- (a) the President;
- (b) the Chair of the Governance Committee, or a member of the Governance Committee designated by the Governance Chair;
- (c) the Awards Officer; and
- (d) the Chair of the Salon Series Committee.

The Performance Committee as a whole shall select performers for MCW's Club Concerts, for MCW's Artists in Recital concerts, and for any other MCW concerts (except for Salon Series concerts), and shall perform all of the duties required of MCW in connection with such concerts. The Performance Committee shall establish, update, and manage the application processes, eligibility criteria, and guidelines for prospective performers.

Additional duties of the Performance Committee shall include the following:

- (a) obtaining information from the Awards Committee about MCW award winners;
- (b) coordinating the programming of performers (and concert hosts, if appropriate) for specific dates of all MCW concerts other than Salon Series concerts);
- (c) setting honoraria and fee scales (other than for Salon Series concerts), subject to the approval of the Board;
- (d) assuring high-quality programming in furtherance of MCW's mission; and
- (e) any other matters pertaining to all MCW concerts other than Salon Series concerts.

The Performance Committee shall seek the Board's approval for any recommended changes in operations pertaining to MCW's concerts (other than Salon Series concerts). The Performance Committee shall carry out its duties in accordance with the Guidelines for the Performance Committee as established by the Committee from time to time and approved by the Board. The Performance Committee shall operate in accordance with MCW's Conflict of Interest policy.

The Performance Chair shall provide the Historian, if any, and otherwise the Recording Secretary with a copy of each MCW concert program for inclusion in MCW's records.

## **Section 8.8 Salon Series Committee**

The Chair of the Salon Series Committee shall appoint at least one (1) member to serve on the Committee; such appointment(s) shall be subject to the approval of the Board. The Salon Series Chair shall designate one such member to serve as Vice-Chair of the Salon Series Committee.

The Committee shall evaluate and select venues; select performers; and establish relevant policies and procedures for Salon Series concerts. In consultation with the Performance Committee, the Salon Series Committee shall also establish fees and honoraria for Salon Series concerts, subject to Board approval. The Committee shall perform its duties in accordance with the Guidelines for the Salon Series Committee as established by the Committee from time to time and approved by the Board.

## **Section 8.9 Social Committee**

The Chair of the Social Committee shall appoint at least one (1) member to serve on the Committee; such appointment(s) shall be subject to the approval of the Board. The Social Chair shall designate one such member to serve as Vice-Chair of the Social Committee.

The Committee shall be responsible for all aspects of MCW luncheons, including reservations, menu, table decorations, and collecting payment for luncheons from MCW Members and their guests. In addition, the Committee shall work to promote interaction and connections among Members in a variety of ways, including but not limited to MCW's luncheons.

# **ARTICLE IX: CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

## **Section 9.1 Contracts**

The Board of Directors may authorize any Officer or Officers, or agent or agents of MCW, to enter into any contract or execute and deliver any instrument in the name of

and on behalf of MCW, and such authority may be general or confined to specific instances.

## **Section 9.2 Loans**

No loans shall be contracted on behalf of MCW and no evidences of indebtedness shall be issued in its name which are not in furtherance of MCW's charitable purposes, and any such loan or evidence of indebtedness may only occur upon authorization by a resolution of the Board of Directors. Such authority will always be confined to specific instances.

## **Section 9.3 Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of MCW shall be signed by such Officer or Officers, or agent or agents of MCW, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

## **Section 9.4 Deposits**

All funds of MCW not otherwise employed shall be deposited from time to time to the credit of MCW in such banks, trust companies, or other depositories as the Board of Directors may select.

## **Section 9.5 Gifts**

The Board of Directors may accept on behalf of MCW any contribution, gift, bequest, or devise for the general purposes or for any special purpose of MCW.

# **ARTICLE X: FISCAL YEAR**

## **Section 10.1 Fiscal Year**

The fiscal year of MCW shall be the year ending on May 31st, unless otherwise fixed by resolution of the Board of Directors from time to time.



## ARTICLE XI: AMENDMENTS

### Section 11.1 Determined by Directors

These Bylaws may be revised, amended, or repealed at any regular or special meeting of the Board of Directors by the affirmative vote of at least a majority of all of the Directors then serving, provided that notice of such meeting shall be distributed to each Director by mail or electronic means at least seven (7) calendar days before the date of such meeting. The notice shall state that a purpose of such meeting is to revise, amend, or repeal the Bylaws, as the case may be, and a copy of the proposed revision or amendment shall be attached to such notice.

The Bylaws may contain provisions for the regulation and management of the affairs of MCW not inconsistent with applicable law, its charitable purposes, or the Articles of Incorporation.

## ARTICLE XII: INDEMNIFICATION OF OFFICERS, DIRECTORS, AND AGENTS

### Section 12.1 Indemnification

MCW shall indemnify any Officer, Director, or agent who was or is a party or is threatened to be made a party to any legal proceeding by reason of that person's current or prior relationships to MCW or the fact that such person is or was an agent of MCW, against all loss, judgments, fines, settlements, and other costs and expenses incurred or sustained by such person in connection with such legal proceeding, to the fullest extent and in the manner set forth in and permitted by the Act and any other applicable law in effect from time to time. Such right of indemnification shall not be deemed to be an exclusive right, but shall be in addition to all other rights and remedies available, at law and in equity, by such Officer, Director, or agent as a result of his or her actions by, for, or on behalf of MCW.

The Board shall maintain customary and usual Directors and Officers liability insurance.

## ARTICLE XIII: HONORARY POSITIONS

### Section 13.1 Designation by Board

The Board of Directors may designate any person or persons as Senior Honorary Members, Honorary Members, sponsors, benefactors, contributors, advisers, or friends of MCW, or such other title(s) as the Board of Directors deems appropriate.

Such persons shall serve in an honorary capacity for such period of time as a majority of the Board of Directors may specify (or until such person dies, resigns, or is removed by a majority of the Board of Directors) and, except as the Board of Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.