

BYLAWS OF THE SAN FRANCISCO EARLY MUSIC SOCIETY, INC.

ARTICLE I NAME AND OFFICE

1. **NAME.** The name of this nonprofit corporation is The San Francisco Early Music Society, Inc., herein called the "Society."
2. **PRINCIPAL OFFICE.** The principal office of the Society shall be located in the City of San Francisco, California, or at such other location as the Board of Directors may determine from time to time.

ARTICLE II MEMBERS

1. **MEMBERSHIP.** Membership in the Society shall be open to any applicant who agrees to support the purposes and activities of the Society, and who tenders the applicable dues for membership.
2. **MEMBERSHIP DUES.** All members shall pay the dues applicable to the member's membership classification, as determined from time to time by the Board of Directors.
3. **RIGHTS AND OBLIGATIONS OF MEMBERS.** All members of the Society in good standing shall have the right to participate fully in all programs of the Society, to receive all publications of the Society produced for distribution to the members, to serve on committees of the Society, and to enjoy such other privileges of membership as may be established from time to time by the Board of Directors. All members shall conduct themselves consistently with the Articles of Incorporation of the Society, and with these Bylaws.
4. **TERMINATION OF MEMBERSHIP.** The membership of a member shall be terminated if any one of the following occurs:
 - a. The Board of Directors, by a vote joined in by two-thirds of the membership of the Board, determines that the member has acted inconsistently with the requirements of the Articles of Incorporation of the Society or these Bylaws.
 - b. The member fails to pay applicable dues within 90 days of the due date, in which case membership shall terminate automatically.
5. **MEETINGS.** There shall be an Annual Meeting of all members of the Society at its principal office, or at some other place designated by the Board of Directors. The President of the Society shall have the power to call a Special Meeting of the members of the Society whenever such action is considered appropriate. The members present at any duly called Annual or Special Meeting of the members shall constitute the quorum necessary for the transaction of the business of that meeting.

6. LIABILITIES AND PROPERTY RIGHTS OF THE MEMBERS. No person who is now, or later becomes, a member of this Society shall be personally liable to the Society's creditors for any indebtedness or liability, and any and all creditors of the Society shall look only to the assets of the Society for payment. No member of the Society shall have any property rights in its properties.

ARTICLE III DIRECTORS, OFFICERS, AND STANDING COMMITTEES

1. CORPORATE POWERS. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the laws of the State of California, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Society shall be controlled by, its duly elected Board of Directors.

2. NUMBER AND INTERIM APPOINTMENT OF DIRECTORS. The authorized number of Directors shall be not less than 5 nor more than 26. The Board of Directors may, within such limits, determine the exact number of Directors. The Board of Directors shall, upon the removal, resignation, or death of a Director, appoint a replacement to fill the vacancy so created until the next election by the general membership. If the number of Directors is increased, the Board shall appoint a Director to fill the newly authorized position until the next election by the general membership.

3. ELECTION OF DIRECTORS: At each Annual Meeting of the members, the members of the Society shall elect new members of the Board of Directors from a slate of recommended candidates presented by the Governance Committee. An affirmative vote by the majority of members present shall suffice to elect a new director. Newly-elected directors who are not currently members of the Board of Directors shall serve a one-year term and those who are currently members of the Board of Directors shall serve a three-year term, after which the director must be reelected in order to continue serving on the Board. There is no limit on the number of years that a director may serve on the Board. ~~However, no director may hold the same office for more than three consecutive years nor serve on the Executive Committee for more than six consecutive years.~~ [Sentence deleted by a vote of the Board of Directors at its July 7, 2020 meeting.]

4. REGULAR AND SPECIAL MEETINGS OF THE BOARD. Regular meetings of the Board of Directors shall be held at least every 3 months. Additional meetings may be held more frequently, provided that not less than 3 days' written notice is sent to each member of the Board of Directors. Meetings of the Board of Directors shall be held at the principal office of the Society, or as otherwise decided by the Board.

5. QUORUM. One quarter of the Directors of the Society then serving shall constitute a quorum. Unless otherwise specifically required by these Bylaws, decisions of the Board of Directors shall require the concurrence of a majority of those Directors present at a duly called and noticed meeting of the Board at which a quorum is present.

6. ELECTION, DUTIES, AND TERM OF OFFICERS. The Society shall have the following Officers:

- a. President.** The President of the Society shall be the Chief Executive Officer of the Society. The President shall preside over all meetings of the Board of Directors, the Executive Committee, and the membership. The President shall work with the Executive Director to ensure that Board resolutions are carried out.
- b. Vice President.** There shall be one or more Vice Presidents of the Society, who shall assist the President in the performance of the duties of that office and who shall preside at meetings in the absence of the President. A Vice President shall also preside over all meetings of the Governance Committee.
- b. Secretary.** There shall be a Secretary, who shall be a member of the Board of Directors, and who shall:

 - (1) keep a book of minutes of all the meetings of the Board of Directors, the Executive Committee, and the Annual and any Special Meetings of the members;
 - (2) perform all other duties incidental to the office or prescribed by the Board of Directors, or by law.
- c. Treasurer.** There shall be a Treasurer, who shall be the Chief Financial Officer of the Society, and who shall:

 - (1) Provide oversight for the accounting of SFEMS' funds, property, and business transactions and for the disbursements of funds;
 - (2) Render to the Board of Directors, at regular intervals, or upon request of the Board, an accounting of all financial transactions;
 - (3) Work with the Executive Director in preparing periodic financial reports;
 - (4) Have such other powers and perform such other duties as prescribed by the Board of Directors, or by law.

Additional Officers: The Board of Directors may elect such additional Officers of the Society, with such prescribed duties, as the Directors determine to be appropriate and in the best interests of the Society. Immediate Past Presidents who continue to serve on the Board may also serve on the Executive Committee in an *ex officio* role for three years.

Election of Officers: Upon recommendation of the Governance Committee, the Officers of the Society shall be elected by the Board of Directors at the first regularly scheduled meeting of the Board following the Annual Meeting of the members, and shall serve until their successors are elected. The President, Vice Presidents, Treasurer, and Secretary shall be elected from the members of the Board.

Duties: Responsibilities and duties of the President, Officers, members of the Board of Directors, and Executive Director are generally described in **SFEMS' Guidelines for Officers, Board of Directors, and Executive Director.**

7. FUNDS OF THE SOCIETY. All funds of the Society, from whatever source, shall be deposited in a bank selected or approved by the Board of Directors, and the name of the account shall be the name of the Society, *i.e.*, "San Francisco Early Music Society, Inc."

The Board of Directors shall determine who will have access to the Society's funds and in what amounts.

8. EXECUTIVE COMMITTEE. There shall be an Executive Committee of the Board of Directors of the Society, which shall have as its members all Officers of the Society.

The Executive Committee will refer matters under discussion to the Board of Directors for a final decision. If it is not feasible or there is insufficient time to refer a specific topic to the Board of Directors, the Executive Committee's decision will be considered final and binding upon the Society.

The Executive Committee may meet in a conference telephone call or via email if it determines to do so. A majority of the members of the Executive Committee, whether present in person or participating by use of a conference telephone call or email, shall constitute a quorum of the Executive Committee.

9. GOVERNANCE COMMITTEE. There shall be a Governance Committee of the Society, the members of which shall be appointed by the President, subject to the approval of the Board.

There shall be at least five members of the Committee, of whom at least three shall be Directors of the Society, and two may be non-Directors. The Governance Committee is empowered to hold meetings at such times and places and in such manner as it considers appropriate to its duties.

Responsibilities of the Governance Committee:

- a. Recommend to the members a slate of candidates to serve on the Board of Directors;
- b. Nominate individuals to be elected as Officers of the Society;
- c. Periodically review SFEMS' mission statement and bylaws, and make recommendations for changes when needed;
- d. Create and update documentation related to governance of the society, including a Board of Directors roster and job descriptions and responsibilities of Officers, members of the Board of Directors, Committees, and Staff;
- e. Assist the President in carrying out an annual review of the Executive Director.

10. OTHER COMMITTEES: The following additional committees shall be established to advise the Board of Directors:

a. Development Committee: Appointed by the President to help the Society achieve fundraising goals through outreach to potential donors, acknowledgement of donors, and planning and executing fundraising activities.

b. Marketing/Membership Committee: Appointed by the President to assist in

increasing membership and reaching out to existing members and the community through communications and special activities. This committee makes recommendations and helps increase the Society's presence in the community through all means of communication and promotion.

c. Concert Committee: Appointed by the President. This committee is responsible for planning the concert season by selecting ensembles and artists to perform. The committee's recommendations are presented to the full Board for approval.

The President of the Society is empowered to establish and appoint such additional committees as are deemed necessary to advise the Board of Directors in its various responsibilities.

ARTICLE IV AMENDMENTS TO THE BYLAWS

- 1. NEW BYLAWS:** Bylaws may be adopted, or existing Bylaws may be amended or repealed, at any Annual Meeting of the members or at any duly called and noticed Special Meeting of the members.
- 2. AMENDED BYLAWS:** Bylaws may also be amended by the Board of Directors, but the authority of the Board of Directors to amend the Bylaws shall not extend to the Number and Interim Appointment of Directors (Article III-2) nor to Amendments to the ByLaws (this Article IV).

END OF BYLAWS