

CONSTITUTION AND BYLAWS
Of
Georgia Federation of Music Clubs

ARTICLE I: NAME

Section 1. This organization shall be called the Georgia Federation of Music Clubs and shall be affiliated as a component part of the National Federation of Music Clubs.

Section 2: The territorial limits of this organization shall be confined to the territorial limits of the State of Georgia.

ARTICLE II: OBJECT

The object of this organization is to foster and promote music and musical interest and the appreciation of music; to bring into working relations with one another music clubs and other musical organizations and individuals directly or indirectly associated with musical activity for the purpose of developing and maintaining high musical standards; aiding and encouraging musical education; the promotion of American music and American artists throughout America and other countries and cooperation with the National Federation of Music Clubs in the specific plans for the advancement of music.

ARTICLE III: NON-PROFIT STATUS

Section 1. This organization shall not carry on any activities not permitted while exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or while contributions received are deductible under Section 170(c)(2) of the Internal Revenue Code, or not permitted under corresponding sections of any future federal tax code. No substantial part of the activities of this organization shall involve attempting influence opposition to any candidate for public office. The net earnings of this organization shall not benefit or be distributed to its members, trustees, officers, or other private persons except as reasonable compensation for services rendered and as payments and distributions in furtherance of the purposes set forth in Article II.

Section 2. In the event of the dissolution of this organization, any funds remaining in the treasury after payment of any outstanding debts shall be contributed to the National Federation of Music Clubs or another 501(c)(3) organization with similar object and goals.

ARTICLE IV: MEMBERSHIP

Section 1. Any organization-or individual interested in the advancement of music, of supporting and developing American music and the American musicians, and whose purpose is to encourage, develop and maintain high musical standards upon application and payment of dues, may be admitted into membership in the Georgia Federation of Music Clubs, hereafter referred to as GFMC.

- A. Membership in GFMC includes membership in the National Federation of Music Clubs, hereafter referred to as NFMC.
- B. Membership shall be organizational or individual.
- C. Membership shall be in three divisions:
 - 1. Senior, for teachers and adults ages 19 and above.
 - 2. Junior, for persons under age 19.
 - 3. Student, for college students ages 19-26.
- D. Membership Divisions are classified as Active, Associate and Honorary.

Section 2. ACTIVE MEMBERSHIP: Active membership in GFMC and NFMC is required in all membership divisions to participate in any programs sponsored by GFMC and NFMC.

- A. Organizations in all divisions shall be eligible for membership upon application and
- B. Individuals in all Divisions shall become active members upon application and payment of dues.
- C. Permanent Individual membership shall be conferred on an individual upon payment of its respective membership fee.
 - 1. Permanent memberships dues are controlled by NFMC. Permanent memberships are: Life, Subscriber, Donor, and Patron.
 - 2. The Specific rules and requirements are outlined in NFMC bylaws.
 - 3. A Life member, a Subscriber or a Donor may change to a higher membership status by paying the difference in fees.

Section 3. ASSOCIATE MEMBERSHIP

- A. Organizations encompassing all age divisions formed for the purpose of promoting a specific music project, such as community choral societies, orchestras and 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.
- B. All Associate Groups may send representatives to the meetings of the GFMC but shall not be entitled to make motions nor to vote.
- C. Local music organizations holding regular meetings for the transaction of business and the presentation of a program shall not be eligible for Associate Membership.

Section 4. HONORARY MEMBERSHIP:

Honorary Membership may be conferred upon individuals who have achieved distinction in music or have rendered signal service to the GFMC, by a unanimous vote of the eligible voters present and voting at an annual meeting, upon recommendation of the Board of Directors or Executive Committee. An Honorary Membership may be revoked in the same manner. Honorary Members shall not be entitled to make motions, to vote, or to hold office. They shall be exempt from the payment of dues.

Section 5. DISCIPLINARY PROCEDURES:

- A. Members are to refrain from conduct injurious to the organization or its purposes. No one shall remain a member if his/her retention will do this kind of harm.
- B. Members are to use the established Grievance Procedures to resolve disputes within the organization.
- C. Removal from membership is an extreme penalty. If removal from membership is needed, procedures as outlined in Chapter XX of Robert's Rules of Order shall be followed.

ARTICLE V: OFFICERS

Section 1. The Officers of the GFMC shall be President, Vice President, Secretary, and Treasurer.

Section 2. The President shall preside at all meetings of the GFMC, of the Executive Committee and of the Board of Directors; be a member ex-officio of all committees except the Nominating Committee; appoint special committees; and perform such other duties as are usual and incident to the office of the President of similar organizations.

Section 3. The Vice President shall perform the duties of the President in his/her absence; serve as the Membership Chair, and such other duties as may be assigned by the Executive Committee.

Section 4. The Secretary shall keep the minutes of all meetings of the GFMC and shall be the custodian of GFMC reports and records; carry on the official correspondence and perform such duties incident to the office and such as may be prescribed by the Executive Committee.

Section 5. The Treasurer has responsibility for all GFMC funds and securities being deposited in federally recognized and approved institutions; and pays approved expenses and awards approved by the Executive Committee; shall see that accurate record keeping of all transactions are kept in good order; and orders audits of GFMC accounts every four years.

Section 6. Transition Period: Outgoing Officers shall mentor newly elected and installed officers for the period of time between the election and installment, and January 1 of the following odd numbered year. After such time, the newly elected and installed officers shall completely assume their positions.

Outgoing Divisions Chairs shall mentor new Division chairs for a period of three months or until they are completely ready to assume their positions after the appointment is made.

Section 7. Disciplinary Procedures – Removal from Office:

- A. Officers may be removed from office if they neglect their duties, abuse their authority, or engage in misconduct that calls into question their fitness for office.
- B. Members are to use the established Grievance Procedures to resolve disputes within the organization, including concern for fitness of an officer.
- C. If removal from office is needed, procedures as outlined in Chapter XX of Robert's Rules of Order shall be followed.

ARTICLE VI: ADMINISTRATION

Section 1. The administration of this organization shall be vested in the hands of an Executive Committee and a Board of Directors.

- A. The Executive Committee is made up of the four state officers, up to nine Division Chairmen, and the immediate past president of the state. The nine Divisions are as follows:
Administrative Division, American Music Division, Arts Division, Competitions & Awards Division, Finance Division, Junior Division, Membership Division, Public Relations Division, and Student Division.
- B. The Board of Directors shall consist of the following: members of the Executive Committee, all past state presidents, all permanent members, all Senior Individual members, the President of every active Federated Senior Club in the State or a duly elected alternate, and one delegate for every twenty-five (25) members or fraction thereof of each Senior Music Club composing the membership of the State Federation.

Section 2. The management of the GFMC between the dates of the annual meetings, including the business and financial affairs of the Federation and the promotion of the objects of the organization shall be vested in an Executive Committee as defined in Section 1. A.

Section 3. The Board of Directors as defined in Section 1. B transacts business at the annual meeting.

Section 4. QUORUMS:

1. A quorum for transaction of business at Executive Committee meetings is a minimum of three (3) members.
2. A quorum for transaction of business at the annual Board Meeting is the members present.

ARTICLE VII: MEETINGS

Section 1. The GFMC shall hold one annual meeting between September 15 and November 15 at a time and place approved by the Executive Committee. The meeting shall be held for the purpose of receiving reports of Officers and Departmental Chairmen, for the election of officers, and for any other business that may arise which is in accordance with the objectives of the organization.

Section 2. ELECTIONS - All officers shall be elected at the annual meeting of the GFMC in the even numbered years. A plurality of votes cast shall be necessary to constitute election. Term of office is for 2 years. Officers may be elected for two consecutive terms. No officer shall serve more than two terms consecutively.

- A. VOTING BODY – The voting body of GFMC shall consist the members of the Board of Directors and the Executive Committee.
- B. No person shall be entitled to vote in more than one capacity and no absentee or proxy voting shall be permitted.
- C. Only delegates whose dues are paid in full for the current year are eligible to vote.

Section 3. Special Sessions of the GFMC may be called by the President upon a majority vote of the Executive Committee or at the discretion of the President. Thirty (30) days notice of the meeting must be given and the purpose of the call shall be stated in the notice. No business other than stated in the Call shall be transacted at the special sessions.

ARTICLE VIII. NATIONAL BOARD MEMBERS

Section 1. Representatives of the GFMC on the Board of the National Federation of Music Clubs must have served as an officer of GFMC and must receive the endorsement of the GFMC Executive Committee. This nomination shall be made in the biennial year and presented to the National Nominating Committee in due time for their consideration and action. No National Representative shall succeed him/herself for more than two successive terms (or six [6] years total).

ARTICLE IX. DUES AND FINANCE

Section 1. SOURCE OF INCOME. The finances of this organization shall be derived from membership dues and fees, interest from endowment funds, gifts and other sources as may from time to time be approved by the Board of Directors and Executive Committee.

Section 2. The fiscal year shall be from the first day of July of one year through the 30th day of June the succeeding year.

Section 3. PAYMENT OF DUES AND FEES. Membership dues shall be paid through the GFMC Treasurer who shall immediately forward the national dues and fees to NFMC.

Section 4. DUES – DATE DUE. Dues of all senior organizations shall be paid by September 1st of each year. Dues for junior clubs shall be paid by September 15 of each year. Dues of Individual Members shall be for the fiscal year of July 1 – June 30.

Section 5. New clubs affiliating with GFMC after March 1st of any year and paying required dues at that time shall be considered fully federated and in good standing for that and the ensuing year.

Section 6. Senior Clubs failing to pay their dues before September 1st of each year and Junior Clubs failing to pay dues before September 15, shall incur a late fee, as determined by GFMC annually. Membership fees for returning clubs will not be accepted after November 15.

ARTICLE X. PAST PRESIDENTS' ASSEMBLY

Section 1. Annual dues of active past presidents - \$2.00

Section 2. Chapters of Past Presidents' Assembly may be organized in the state organization or local clubs. Ten members or more in good standing shall be required for the organization of the State Chapter of Past Presidents' Assembly; three or more for a Local Chapter.

Section 3. A Charter shall be issued by the National Chairman of the Past Presidents' Assembly when a group meets these requirements and agrees to make an annual contribution to the National Young Artist Award Fund over and above the annual dues as provided by NFMC and pays the initial charter fee of \$1.50.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall be the governing authority in the Parliamentary Law for the meetings of the Executive Committee, Board of Directors and at annual GFMC meetings in matters not covered by these by-laws.

ARTICLE XII. AMENDMENTS

This Constitution and By-Laws may be amended at any meeting of the GFMC by a two-thirds vote of those present and voting, provided the proposed amendments have been distributed by email or standard mail at least one month prior to the meeting at which it is to be considered.

ARTICLE XIII. HOLD HARMLESS PROVISION

The members of the Board of Directors and the Executive Committee serve by the authority granted in the GFMC Bylaws to oversee the finances and affairs of the GFMC. 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 the GFMC as a member of the Board of Directors or Executive 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 XIII: PROCEDURE MANUALS

The GFMC Manuals shall govern procedures of the GFMC. They may be amended by two-thirds vote of the Executive Committee.

Revised 1972-73. Accepted by vote at State Convention, March 27, 1973, in Macon, GA.

Revised 1979-81. Accepted by vote at State Convention, March 19, 1981, in Columbus, GA.

Revised 1981-82. Accepted by vote at State Convention, March 27, 1982, in Montezuma, GA.

Revised 1987-89. Accepted by vote at Fall Board Meeting, October 16-17, 1987, in Griffin, GA, and at State Convention, April 5-6, 1989, in Stone Mountain, GA.

Revised 2001. Accepted by vote at Executive Committee Meeting, June 16, 2001, in Griffin, GA.
Revised 2018. Accepted by vote at the Fall Conference, September 22, 2018, in Duluth, GA.
Revised 2019. Accepted by vote at the Fall Conference, September 28, 2019, in Duluth, GA