

BYLAWS OF ASSOCIATION OF ANGLICAN MUSICIANS

ARTICLE ONE - NAME

The name of this Michigan nonprofit corporation is Association of Anglican Musicians (the "Association"). The former names of the Association were Anglican Musicians Endowment Fund and Anglican Musicians Foundation.

ARTICLE TWO - PURPOSES

Recognizing that the music of the church finds its primary expression within the framework of liturgy, the Association takes as its purpose the elevation, stimulation, and support of music and the allied arts in all their aspects in the Anglican/Episcopal church, and especially in their relationship to liturgy.

The Association seeks:

- (1) to encourage, through the fellowship of the Association, the sharing of ideas and skills among members, and to endeavor to disseminate the results of this sharing throughout our dioceses; and
- (2) to keep healthy and vibrant our strong musical tradition by:
 - (a) being an effective forum for promoting equitable and just working environments between musicians and clergy;
 - (b) actively encouraging, supporting and developing musicians, singers, composers and other artists to create works for the church;
 - (c) actively promoting, encouraging and supporting educational projects emphasizing music and liturgy in the church, including research and analysis of the history and development of music and liturgy in the church;
 - (d) working closely with our seminaries toward the establishment and/or continuation of valid courses of study in music and the allied arts as they relate to worship and theology;
 - (e) fostering a relationship of mutual respect and trust between clergy and musicians; and
 - (f) maintaining direct lines of substantive communication with diocesan commissions on liturgy and music and with the Standing Commission on Liturgy and Music, while actively supporting the work of these commissions.

ARTICLE THREE - SEAL

The Board of Directors of the Association may adopt and alter a seal or other insignia, which may be engraved, printed, impressed, or otherwise affixed to any contract, conveyance, or instrument of the Association.

ARTICLE FOUR - DIRECTORS

1. Directors

The Board of Directors of the Association shall consist of the President, the Vice-President or Past-President, the Secretary and the Treasurer of the Association (collectively, the “*ex officio* directors”), and two additional members (the “Directors-at-Large”). The Board of Directors shall have charge of the affairs of the Association between annual meetings.

2. Election

The *ex officio* directors shall serve as directors for as long as they hold their respective offices. One Director-at-Large shall be elected by the Members to a two-year term at each annual meeting of the Members.

3. Vacancies

Vacancies arising from any cause, including an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board; provided, a vacancy may be filled only for a term of office continuing until the next election of directors by the Members.

4. Resignation and Removal

A director may resign by written notice to the Association. The resignation shall be effective upon its receipt by the Association or at a subsequent time as set forth in the notice of resignation. A director (other than an *ex officio* director) may be removed, with or without cause, by the affirmative vote of a majority of the then Members.

5. Committees

To the extent permitted by law, the following committees consisting of Members, who may or may not be directors, shall be established to carry out the specific purposes described herein:

a. *Nominating Committee*: The Nominating Committee of the Association shall be composed of five (5) members appointed each year by the Board of Directors at the Annual Meeting of the Members. A chair shall be appointed by the Board. Not more than two of the five members of the Nominating Committee shall be members of the existing Board of Directors. The Nominating Committee shall meet during the Annual Meeting of the Members and shall recommend a slate of candidates for office in the Association. The slate shall be considered by the Board and mailed to the membership in advance of the next annual meeting.

b. *Other Committees*: The Board of Directors may form any other committees that it determines to be necessary or appropriate to the operation of the Association; it may appoint members to those committees and approve budgets, if appropriate. These committees, other than the Development Committee established in Article Twelve, shall be reviewed and appointed annually by the Board of Directors.

6. Archivist

The Board of Directors shall appoint annually a Member to serve as Archivist. This person shall maintain a collection of materials pertinent to the history of the Association and shall also deposit in the Archives of the

Episcopal Church such materials as are deemed appropriate by the Archivist of the church.

ARTICLE FIVE - MEETINGS OF DIRECTORS

1. Regular Meetings

A regular meeting of the Board of Directors shall be held after the Annual Meeting of the Members, to organize and transact such business as may properly come before the meeting.

2. Special Meetings

Special meetings of the Board of Directors may be held at any time upon call of the President or Secretary, and the Secretary shall call a meeting at the direction of the President or any director.

3. Notice

No notice of the holding of a regular or an adjourned meeting shall be necessary. A reasonable notice of special meetings, written or otherwise, shall be provided to each director, and if written shall be sufficient if sent to the director's last known residence or place of business. Notice of the meeting shall specify the time and place of holding of the meeting, and unless otherwise stated, any and all business may be transacted at such meeting. Notice may be waived by any director in writing either before or after such meeting. Attendance of a director at a meeting constitutes a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Participation in a meeting pursuant to Section 5 of this Article constitutes presence in person for purposes of waiver as provided herein.

4. Quorum and Voting

A majority of the directors then in office constitutes a quorum for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present constitutes the action of the Board unless the vote of a larger number is required by law.

5. Participation by Communication Equipment

A director may participate in a meeting of the Board by means of a conference telephone or by other means of remote communication through which all persons participating in the meeting may communicate with each other. Such participation constitutes presence in person at the meeting. A meeting of a Committee, or a joint meeting of the Board and one or more Committees, may be conducted in the manner specified.

ARTICLE SIX - MEMBERS

1. Classes

There shall be seven classes of membership, to wit, Regular Members, Retired Members, Honorary Members, Clergy Members, Student Members, Affiliate Members, and Lifetime Members. To qualify for membership, a person must be an active member of the Anglican Communion, or a non-member working in a church or church-related institution of the Anglican tradition. Such of the following as are duly elected to membership as

hereinafter provided shall be Members of the Association.

- a. *Regular Membership*: This comprises persons whose musical ability and interest enables them to contribute toward the aims, standards, and objectives of the Association.
- b. *Retired Membership*: Regular and Clergy Members who have reached the age of 65 and who are retired may become Retired Members. Their dues shall be 50% of the dues for Regular Members, and they shall retain the privileges of Regular Members.
- c. *Honorary Membership*: Distinguished persons may be nominated by any Regular or Retired Member of the Association. Such nominations shall be in writing, seconded by an additional Regular or Retired Member of the Association, and shall be submitted to the Board of Directors no later than the 90th day preceding the Annual Meeting of the Association. The written nomination shall state in detail the basis upon which the nominating person believes the person nominated should be an Honorary Member of the Association. If the nomination is approved by the Board of Directors, it will be brought before the Annual Meeting of the Association for a vote. Honorary Members are not required to pay dues and others retain the privileges of Regular Members.
- d. *Clergy Membership*: This includes clergy whose demonstrated interest in the interrelation of music and the allied arts to liturgy enables them to contribute toward the aims, standards, and objectives of the Association.
- e. *Student Membership*: Full-time students in accredited academic institutions may, upon verification of their status, become Student Members for one year, subject to renewal. Their dues shall be 50% of the dues for Regular Members, and they shall have the privileges of Regular Members, but upon leaving full-time student status they must either become Regular Members or resign their status as Members of the Association.
- f. *Affiliate Membership*: Persons who are sympathetic to the aims, goals and purposes of the Association but who are not eligible for Regular, Retired, Clergy, or Student Membership may apply for membership as an Affiliate of the Association. Application and voting for this class of membership shall be made in the same manner and form as for Regular Membership. Affiliates of the Association shall pay dues and receive all other benefits of Regular Membership except that Affiliates of the Association shall not have a vote in elections and other matters brought before the membership.
- g. *Lifetime Membership*: A category of membership for Regular, Clergy, Affiliate, and Retired members called "Lifetime Membership" shall be established. The cost of this membership will be an amount twenty-five times the applicable annual dues for the member in question.

2. Election of Regular and Student Members

A candidate applying for membership shall submit their Application to the AAM Office. The Application shall include a resume as well as a statement as to why the candidate is interested in becoming a Member of the Association. The Application shall include a letter from an active Member of the Association for at least the preceding three years who vouches for the candidate. In addition, at least two other Members of the Association shall submit to the AAM Office letters supporting the admission to membership of the said candidate.

In the event the candidate is unable to secure a second seconding letter from the Membership, the candidate shall

submit a letter from a non-member vouching for the musical excellence and for the leadership and pastoral qualifications of the candidate.

After the completed Application has been received by the Association at the place designated by it for that purpose, the membership shall be notified that the candidate has applied for membership. The materials submitted by the candidate shall be provided to the Elected and Appointed Board of Directors, the Committee Chairs, and Past Presidents and shall be considered at a meeting of the Board. The candidate shall become a Member upon receiving a majority of the combined votes of the Board of Directors, the Committee Chairs, and Past Presidents, present at the Board meeting; provided, however, that no individual shall have more than one vote even if serving in more than one capacity (e.g., as a director and a Committee Chair).

3. Election of Clergy Members

This process is the same as the election of Regular Members, except that the letter proposing and supporting the candidate should emphasize the qualifications listed in Section 1.d. of this Article.

4. Termination of Membership

- a. Any Member of the Association who has paid all of his or her dues and other assessments, if any, may resign at any time by submitting in writing to the Secretary of the Association a letter of resignation.
- b. A Member who fails to pay dues as stipulated in Article Ten shall have his or her membership terminated.
- c. In the event that a Member of the Association shall be accused of conducting his or her professional life in an unethical manner or in such a way as to bring discredit upon the church music profession, the Association, or the Church, the accusation shall be presented in writing to the Board of Directors. The Secretary shall notify the Member in writing of the nature of the charge and shall give the Member the opportunity to be heard at a meeting of the Board of Directors. At the close of that meeting or thereafter, whether or not the accused Member shall have appeared at the date and time specified for the hearing, the Board of Directors shall consider the charges, and may revoke the membership of the accused Member by two-thirds vote of the members of the Board present and voting.

5. Reinstatement of Former Members

Persons whose membership has been terminated because of non-payment of dues may have membership restored by payment of a reinstatement fee equal to one-half of the sum of currently in-force annual dues plus pro-rated annual dues for the current year at the time of reinstatement.

A person whose membership was terminated under Section 4(c) of this Article may apply to the Board of Directors for reinstatement.

ARTICLE SEVEN - MEETINGS OF MEMBERS

1. Annual Meeting

The Annual Meeting of Members shall be held at a place and date determined at an annual meeting at least two

years preceding upon the invitation of the potential host musicians. Due consideration shall be given to fair geographical distribution of meetings from year to year. Should it become necessary, the Board of Directors may change the arrangements.

At the Annual Meeting, the officers and the Board of Directors of the Association shall be elected by the Members. Prior to the meeting, the names of those on the Nominating Committee shall be communicated to all Members, who shall have the opportunity to suggest possible candidates for office to the Committee. The Committee shall present a slate of at least two names for each office except President and Past-President. In addition, nominations for any office may be made from the floor of the annual meeting. A candidate shall be elected to office by a majority of those voting in person or by absentee ballot. If no one candidate has a majority, a runoff election shall be held and a candidate shall be elected by majority.

Upon circumstances that preclude the Association from conducting an in-person conference, as the Board of Directors may determine in their discretion, the Annual Meeting of Members to conduct the business of the Association may be conducted telephonically, by video conference or by other means approved by the Board, so long as the ability of voting Members to cast ballots (whether by proxy, by mail, by electronic mail, or other means) on nominations, motions, and properly submitted resolutions is not curtailed.

2. Special Meetings

A special meeting of the membership may be called by a majority of the Board of Directors or the President or Secretary and shall be called by the Secretary at the written request of not less than fifty percent (50%) of the Members.

3. Notices

Written notice of the time, place, and purposes of meetings of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each Member entitled to vote at the meeting. Notice of an adjourned meeting is not necessary if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken; provided, only such business may be transacted at the adjourned meeting as might have been transacted at the original meeting. Notwithstanding, notice shall be given as herein provided for adjourned meetings if the Board fixes a new record date for such meeting. Members may waive notice of any meeting of Members. Attendance of a person at a meeting, in person or by proxy, constitutes a waiver of notice of the meeting, except when the Member attends a meeting for the express purpose of objecting, at the beginning of meeting, to the transaction of any business because the meeting is not lawfully called or convened.

4. Written Consent

Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting, without prior notice and without a vote, if all of the Members consent thereto in writing.

5. Voting in Meetings

The Members present in person or by proxy at any meeting of the Members constitute a quorum for the transaction of business. Each Member may cast one vote, in person or by proxy, on any matter coming before the meeting. Each matter voted upon shall be decided by a majority of the votes cast unless otherwise provided in these bylaws or unless a greater vote is required by law.

ARTICLE EIGHT - OFFICERS OF THE ASSOCIATION

1. Officers and Election

The officers of the Association shall be a President, a Secretary, a Treasurer, and either a Vice-President or a Past-President. The Vice-President shall be elected to a one-year term by the Members at the Annual Meeting in an even-numbered year and shall succeed to a two-year term as President followed by a one-year term as Past-President. The Secretary shall be elected to a two-year term by the Members at an Annual Meeting. The Treasurer shall be elected to a four-year term, one year as Treasurer-elect with voice but no vote on the Board of Directors and three years as Treasurer with voice and vote. Succeeding treasurers shall be elected one year prior to the end of the term of the current treasurer. The incoming officers shall assume office at the conclusion of the Annual Meeting at which they were elected. Each officer shall hold office until the expiration of the term for which he or she was elected or until his or her successor is elected and qualified.

2. President

The President shall preside at all meetings of the Members and of the Board. He or she, together with the Treasurer, shall execute all contracts on behalf of the Association, and shall perform such other duties as are inherent in the office of President.

3. Vice-President

The Vice-President or Past-President shall perform the duties of the President when the President is unavailable, and such other duties as may be assigned to him or her by the Board.

4. Secretary

The Secretary shall keep the records of meetings of the Members and of the Board, and perform such other duties as may be assigned to him or her by the Board.

5. Treasurer

The Treasurer shall be the chief financial officer of the Association and the custodian of its funds, securities, and property. The Treasurer shall oversee the collection of all dues and other income of the Association, shall oversee payment of all bills authorized by the Board of Directors, and shall supervise the keeping of all financial books and records pertaining to the Association. All financial records of the Association shall be maintained in accordance with Generally Accepted Accounting Principles (GAAP) as they relate to non-profit organization fund management. The Board of Directors shall define and maintain a record of all organizational fund categories and restrictions associated with each fund. Financial records will be kept with accrual basis of accounting.

6. Resignation and Removal

An officer may resign by written notice to the Board of Directors, and the Members shall be promptly notified of the resignation. The resignation shall be effective upon its receipt by the Board or at a subsequent time as set forth in the notice of resignation, and the acceptance of the resignation shall not be necessary to make it effective. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the then Members.

7. Vacancies

In the event that an officer is unable to complete his or her term of office for any reason (including as a result of a resignation or removal), the Board shall appoint a successor to serve until the next Annual Meeting of Members.

ARTICLE NINE - FISCAL YEAR

The fiscal year of the Association shall be January 1 through December 31.

ARTICLE TEN - DUES

1. Annual Dues

Regular, Clergy, Retired, Student, and Affiliate Members of the Association shall pay annual dues. The dues paid by Retired and Student Members shall be 50% of the annual dues paid by Regular, Clergy, and Affiliate Members. A change in the amount of the dues may be proposed by the Board of Directors and must be approved by majority vote of the Members present at the Annual Meeting. Such a change shall apply to all dues assessed after the date of the Annual Meeting.

2. Payment of Dues

Dues paying Members must pay dues by February 1 to maintain membership. A second bill shall be mailed to those in arrears, and if a Member has not paid dues by April 1, that person's membership in the Association shall be terminated. However, membership may be restored as provided in Article Six, Section 5 of these bylaws.

3. New Members

New Members will pay dues pro-rated for the remaining full quarters of the fiscal year.

ARTICLE ELEVEN - COMMISSIONING OF WORKS

1. Approval

New musical or textual works will be commissioned by the Association only with the approval of the Board of Directors.

2. Terms

The terms of commissioning will be made in writing between the Association and the composer or author. The nature of the work will be described, the fee stated, and a time limit set for completion and delivery of the work. A Member of the Association may be designated to act as agent in any commissioning contract; this person will be responsible to the Board of Directors. The contract shall state that failure of the composer or author to comply with the stated terms will release the Association from all financial obligations. Upon the execution of a contract, the Treasurer will be instructed by the Board to hold sufficient funds in reserve to cover the financial obligations.

3. Publication

The arrangements for publication of a commissioned work will be made with the composer or author by the Board of Directors or its agent.

ARTICLE TWELVE - ENDOWMENT

The Board of Directors shall establish and maintain a Development Committee, which shall serve to effect the aims and purposes of the Endowment and solicitation of funds for the Annual Fund. The Development Committee shall manage such subcommittees as may be appointed as herein provided to administer the various functions related to the Endowment, including receiving grant applications and recommending grants, developing planned giving and raising funds for the Endowment and for the Annual Fund.

1. Composition of Committee

The Development Committee shall consist of the current Vice- or Past- President of the Association, the Association's Treasurer, and the chairperson of each subcommittee appointed.

2. Subcommittees

The President of the Association, with the advice and consent of the Association's Board of Directors, may appoint subcommittees to serve under the umbrella of the Development Committee, dealing with the aims and purposes of the Endowment and of the Annual Fund, addressing such functions as (by way of illustration and not limitation) Grants, Planned Giving, Internships, scholarships and such other activities of the Development Committee for which the formation of a subcommittee may be expedient. The President of the Association shall be an ex-officio member of all appointed subcommittees.

- a. Each member of any subcommittee within the framework of the Development Committee may serve from the time of appointment for a term of up to three years or until a replacement is appointed or elected (as provided herein), whichever event occurs first. Members of subcommittees may serve successive terms. Persons who are not members of the Association but have expertise relevant to the aims and purposes of the Association's development may be appointed by the President.
- b. The President and the Board shall stagger the terms of persons appointed to any subcommittee that operates under the umbrella of the Development Committee so that fewer than one-half of the membership of the subcommittee will rotate off in any single calendar year.

- c. The President of the Association, with the advice and consent of the Board, will choose a chairperson from its members for each subcommittee operating under the framework of the Development Committee.

3. Funds solicited for the Endowment shall not be encumbered by the Development Committee or the Board of Directors. Such funds shall be restricted solely to the charitable purposes and objectives of the Association. Expenses related to the administration of the Endowment and the solicitation of funds, including appropriate expenses of part-time or full-time employees engaged in such administration and fund solicitation, shall be paid from the funds solicited for the Endowment.

4. Funds solicited for the Annual Fund shall not be encumbered by the Development Committee. Such funds may be disbursed as directed by the Board of Directors in the furtherance of the charitable and educational purposes of the Association. Expenses related to the solicitation of funds for the Annual Fund, including appropriate expenses of part-time or full-time employees engaged in such administration and fund solicitation, shall be paid from the Association's general operating funds.

5. The management and use of funds held by the Association for charitable purposes, including funds in the Endowment, shall be in accordance with the Michigan Uniform Prudent Management of Institutional Funds Act, Public Act 87 of 2009 and as it may be thereafter amended.

ARTICLE THIRTEEN - AUDIT

The financial records of the Association shall be reviewed and audited in alternating years by an accounting professional. Such audit shall comply with Generally Accepted Accounting Principles (GAAP). The President of the Association may, at any time and in their discretion, appoint a committee to conduct an internal review of the Association's financial records.

ARTICLE FOURTEEN - INDEMNIFICATION

Each person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a director, officer, or member of a committee of the Association or that such person serves or has served at the request of the Association as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Association to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The Association may, to the extent authorized from time to time by the Board, grant such rights to indemnification to any employee, non-director volunteer, or agent of the Association to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The Association may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the Association would have power to indemnify such person against such liability under the preceding sentences.

ARTICLE FIFTEEN - LEGAL INCORPORATION

1. The Association is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as amended (the "Code"), including those purposes identified in Article Two.

2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Members, directors, trustees, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles Two and Eleven. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these bylaws or the articles of incorporation, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

3. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the corporation in such manner, or to such organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court having general or equity jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SIXTEEN - AMENDMENT OF THE BYLAWS

These bylaws may be amended at any Annual Meeting of the Association by the affirmative vote of two-thirds of Members present (with opportunity for votes of "For", "Against", and "Abstain"), provided that notice of the proposed amendment has been mailed to the Members of the Association at least fifteen (15) days prior to the Annual Meeting.