

BY-LAWS OF
KAMMERMUSIK WORKSHOPS, INC.
Approved by the Board of Directors, September 19 2004
Revised by the Board of Directors, August 24 2005

I. Name, Nature and Purpose

- A. The name of this organization is Kammermusik Workshops.
- B. Kammermusik Workshops is a non-profit corporation, organized under the laws of the State of New Mexico, organized to operate exclusively for education, cultural and charitable purposes. The goals of Kammermusik Workshops include but are not limited to the following:
 - 1. To provide adult amateur musicians opportunities for musical growth through chamber music workshops and master classes.
 - 2. To promote the appreciation, understanding, private playing, public performance and enjoyment of chamber music.
- C. To these ends, Kammermusik Workshops shall at all times be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. All funds, whether income or principal, or whether acquitted by gift or contribution of otherwise, shall be devoted to said purposes.

II. Directors

- A. Number and Requirements
 - 1. There shall be nine directors on the Board of Directors.
 - 2. Directors must fulfill all criteria for “members in good standing” set forth in Section IV of these By-Laws.
- B. Term
 - 1. With the exception of the initial Board of Directors, the term of services for directors shall be three years, with one third of the directors to be elected each year and with the term beginning on September 1 of the year of election.
 - 2. Directors may be elected to consecutive terms.

B. Initial Board of Directors

1. The initial Board of Directors shall be as specified in Schedule 1 to these By-Laws and shall serve until August 31, 2004 unless they resign or are removed pursuant to these bylaws.
2. On or before August 31, 2004, the initial Board of Directors shall select three Directors whose terms shall expire on August 31, 2005 and shall select three other Directors whose terms shall expire August 31, 2006.

D. Elections

1. Directors shall be elected by majority vote of the Board of Kammermusik Workshops casting valid votes.
2. Any member of Kammermusik Workshops may nominate oneself or another member to be a candidate for an open Board position. A nominee must be a member in good standing.
3. The elections shall occur during the annual week-long workshop. Postal and/or electronic methods of recording votes shall be valid.

C. Resignation, Removal and Vacancies

1. Any Director may resign from office at any time by giving written notice to the Board of Directors. If possible, Directors shall hold their respective offices until their successors are appointed and assume the duties of their offices.
2. Any Director may be removed from office at any time by a majority vote of the Board whenever the Board determines that the best interests of Kammermusik Workshops will be served by removal of that Director.
3. If a Director ceases, during his or her term of office, to fulfill the requirements of being a member in good standing, he or she automatically vacates the Directorship unless otherwise determined by the Board.
4. Any vacancy in the Board of Directors shall be filled by a member appointed by the Board of Directors, and shall serve for the remainder of the term of office of the Director replaced.

D. Meetings of the Board of Directors

1. An annual meeting of the Board of Directors shall be held during the week of the summer Kammermusik Workshop in New Mexico.
2. Regular meetings shall be determined by the President and announced within the month following the annual meeting. They will be held in New Mexico or in any other location as determined by the President with the consent of a majority of the Board.
3. Special meetings may be called by the President or any other officer acting in the place of the President or by any director. Special meetings require a minimum notice of ten and a maximum notice of fifty days. Notice of such meetings shall specify the time and place of the meeting and the business to be transacted. Attendance at any special meeting shall operate as a waiver of the notice of the meeting.
4. Notice of meetings may be provided through email with electronic confirmation of receipt of the email. All meetings may be held by electronic forms of communication including telephone conference, videoconference and conferencing facilities based on the World Wide Web. Decisions may also be made by consensus achieved through email. A director unable to attend may register a vote by mail or email on any matter of notified business and the Secretary shall communicate this vote to the meeting. However, email voting will not count as attendance for purposes of determining if the meeting is quorate.

E. Quorum

1. Five directors shall constitute a quorum.

F. Dissent

1. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless (1) the director's dissent is entered in the minutes of the meeting, (2) the director files a written dissent to such action with the Secretary before adjournment of the meeting or (3) the director forwards a written dissent by email (with electronic confirmation of receipt) or mail to the Secretary within seven days of the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action at issue.

III. Officers

A. Type, Selection and Term

1. The officers shall include a President, Vice-President, Secretary and Treasurer.
2. The officers shall be selected by the directors at the first board meeting following election of the directors in such manner as the directors shall determine.
3. Each officer shall serve a term of two years and shall be eligible for successive terms.

B. Duties of Officers

1. The President shall
 - a. function as the chief executive officer of the corporation and carry into effect the decisions and policies of the directors;
 - b. supervise and control the business and affairs of the corporation subject to decisions and policies of the directors.
 - c. preside at the meetings of the members and of the Executive Committee;
 - d. be responsible for hiring of and negotiations with coaches and other employees of the corporation, subject to any policies and guidelines determined by the Board;
 - e. authorize and control expenditure in consultation with the Treasurer and in accordance with any Budget approved by the Board; and
 - f. communicate throughout the year with the Board of Directors about regular business by email and phone.
2. The Vice President shall
 - a. preside over all Board meetings and act as advisor to the President and other executive officers; and
 - b. perform the duties of the President when the President is absent or unable to act.
3. The Secretary shall
 - a. record and maintain minutes of the meetings of the members and directors and make minutes available to all directors;

- b. keep copies of emails regarding official business discussed by among all Board of Directors;
- c. maintain the corporate records of the corporation and deliver said records to his/her successor;
- d. provide notice of meetings to members and directors;
- e. serve as registered agent for the corporation;
- f. ensure filing of all reports required in connection with the business of the corporation (other than with the IRS); and
- g. conduct the annual election of directors.

4. The Treasurer shall

- a. act as custodian of the funds of Kammermusik Workshops;
- b. collect fees due for all workshop participation;
- c. maintain accurate financial records of all monies collected and disbursed by Kammermusik Workshops and deliver said records to his/her successor;
- d. arrange for all insurance cover required by law or by the workshop venues;
- e. provide financial reports for the annual meeting and as otherwise requested by the Board of Directors;
- f. file all necessary reports with the IRS; and
- g. continue in an advisory capacity while training any incoming Treasurer.

C Executive Committee

- 1. The President, Vice-President, Treasurer and Secretary shall comprise the Executive Committee.
- 2. The Executive Committee shall be empowered to take all decisions on behalf of the Board of Directors in between meetings of the Board, save that the Executive Committee may not take decisions that countermand decisions of the Board.

3. All decisions of the Executive Committee shall be reported to the Board at its next meeting.
4. Meetings of the Executive Committee shall be held as required on request of any member of the Committee with a minimum notice of five days and a maximum of thirty days except by mutual consent of all members of the Committee.
5. All meetings may be held by electronic forms of communication including telephone conference, videoconference and conferencing facilities based on the World Wide Web. Decisions may also be made by consensus achieved through email.
6. A quorum of three members must be present for each Executive Committee meeting.

D Committees of the Board

1. The board shall be empowered to delegate any of its business to a Committee.
2. The chair, membership and terms of reference of all such committees shall be recorded in the minutes of the Board. Committees may include non-Board members but the Chair shall be a Board member.
3. Permanent committees may be formed, and all such committees and their terms of reference shall be added to Schedule 2 of these by-laws.
4. Ad hoc committees may be formed to recommend policy and action on specific items of business. They shall have a limited lifetime, to be specified at the time of their creation.
5. Unless otherwise stated in the terms of reference of a committee, decisions made by a committee shall not be binding on the Board until ratified at a meeting of the Board.

IV. Membership

- A. Members of Kammermusik Workshops at any time shall be those adult amateur musicians (over the age of 18) who have attended two Kammermusik workshops (of any type, including workshops previously run by “Kammermusik” of Santa Fe) in the previous three calendar years and who have paid all monies owed to Kammermusik Workshops within thirty calendar days of receiving an official invoice from the Treasurer.
- B. A member in good standing shall be defined as one who has fulfilled all of the requirements set forth in paragraph A above.

- C. The primary benefit of membership shall be eligibility to serve on the Board of Directors.

V. Banking

A. Funds

1. All funds of the corporation shall be deposited in such banks as the Board of Directors shall select and may be withdrawn in such manner as the Board of Directors may decide.
1. The Treasurer shall maintain any such bank accounts in the name of Kammermusik Workshops.
2. Disbursement of monies from the bank account may be made on signature of one of the President, Vice-president, Secretary or Treasurer and shall be exclusively for purposes approved by the Board of Directors to further the business of Kammermusik Workshops.

VI. Amendment

A. Requirements and Effective Date

1. Any amendments to or repeal of the By-Laws of Kammermusik Workshops require a majority vote of the Board of Directors.
2. Any amendment or repeal of the By-Laws shall become effective on the September 1 following the vote to amend or repeal.

Schedule 1

The first Board of Directors of Kammermusik Workshops shall consist of:

President	D. Keith Bowen
Vice-President	Debra Poulin
Treasurer	Catherine Allen
Secretary	Patrick Berry
Directors at large	Marvin Belveal
	David Lipton
	Catie Moore
	Robert Tillotson
	Joseph Fasel

Schedule 2

Permanent Committees of the Board

I. Scholarship Committee

A. Membership

1. The membership of the Scholarship Committee shall consist of the President, Treasurer and one other Board member selected by the Board to serve until the August 31 following his or her selection.
2. The President shall chair the Scholarship Committee

B. Terms of reference

1. The Scholarship Committee shall award scholarships to attendees at Kammermusik Workshops, following the budget established by the Board and the guidelines established by the Board and published on the Kammermusik Workshops web site.
2. The work of the Committee shall normally be conducted by email or telephone.
3. Decisions of the Committee will be made by simple majority after allowing all members time to communicate their views on the merits of any candidate for a scholarship.
4. Decisions of the Committee made in accordance with these terms of reference shall be binding on the Board and shall be reported to the next meeting of the Board.

Revised 1 September 2005