



# LADIES MUSICAL CLUB OF SEATTLE

## Bylaws

**Revised June 2017**

### **Article I Name**

The Ladies Musical Club of Seattle, Washington, Incorporated.

### **Article II Purpose**

The Ladies Musical Club is a corporation of women in music whose purpose is to foster classical music among its members and in communities in the State of Washington through education, performance and awards.

### **Article III Membership**

**Sec. 1.** Membership shall be limited in number to 250 paying members and shall include the right and privilege and responsibility to vote, hold office, serve on committees, and support fellow members by attending club meetings and performances. Members shall be ever alert to identify, develop and foster arts advocacy, classical music opportunities and enrichment in communities in the State of Washington.

**Sec. 2.** Categories:

1. Members may be accepted by invitation of the Board of Trustees and shall have a significant interest in classical music.
2. Performing members are accepted by audition before a special committee of LMC members and by approval of the Board of Trustees.  
Performing members may also be accepted by invitation of the Board of Trustees if they have an established reputation in the field of music performance.
3. Honorary Life Members are those who have maintained active membership for 50 or more years.

### **Article IV Member Dues, Employment, Inactive Status**

**Sec. 1.** Annual dues shall be assessed by the Board of Trustees with approval of the membership.

**Sec. 2.** Annual dues shall entitle members to participate in all Club activities including membership on an active committee of the Club.

**Sec. 3.** Annual dues shall be paid by the beginning of the fiscal year, June 1, and are delinquent if not paid by July 1.

**Sec. 4.** Members joining between December 31 and April 15 shall pay one-half of regular dues for remaining current year.

**Sec. 5.** Honorary Life Members shall be exempt from paying dues, but shall have all the rights and privileges of the Club.

**Sec. 6.** Penalties for delinquent dues will be imposed.

1. A fee will be charged for late payment of dues.
2. Members whose dues have not been paid by July 1 will lose membership rights and program performance privileges until such time as dues are paid.

**Sec. 7.** Members will receive no financial gain from participation in Club activities such as serving on the Board, on committees or in Club programming (especially musical performances other than accompanying Award Winners on tour), nor from any investment, donation or fundraising effort sponsored by the Club. Members may be hired and remunerated for non-musical Club projects or services at the discretion of the Board, although volunteer service in every area will be sought.

**Sec. 8.** If for any reason a member wishes to become inactive she may avoid delinquency by writing a letter to the Board of Trustees. A member may be reinstated upon Board approval following a written request and payment of a reinstatement fee plus current dues.

## **Article V Member Meetings**

**Sec. 1.** Member meetings shall be held periodically, from October through May, except December as voted by the Board of Trustees. Notice of meetings must be received by the membership two weeks prior to the appointed time.

**Sec. 2.** The last member meeting of the fiscal year shall be known as the Annual Meeting.

**Sec. 3.** Special meetings of the Club may be called by the President, or must be called upon the written request of twenty members, stating the purpose of the request. Notice of special meetings must be sent to the membership two weeks prior to the appointed time.

**Sec. 4.** Twenty-five members shall constitute a quorum at member meetings.

**Sec. 5.** Voting on special issues: The Board of Trustees, by a majority of its members present at a regular monthly meeting pursuant to ARTICLE VII, Section 4 may authorize a vote on issues deemed to be of a special or emergency nature. The procedures for such a vote are to be determined by the Board, but at least eighteen (18) days must elapse between the date the ballots are sent to members and the date they are to be returned.

## **Article VI Election Procedures**

**Sec. 1.** Appointment of officers and trustees shall take place annually and shall be announced at the Annual Meeting.

**Sec. 2.** A Head Teller shall be appointed by the President.

**Sec. 3.** The Nominating Committee.

1. The Nominating Committee shall be empowered by the membership to select the Board for the upcoming fiscal year.
2. The Nominating Committee shall consist of five members, two of who shall be nominated from the Board, by the Board, and to be elected by the Board. Three shall be elected from and by the general membership by ballot and submitted by the Board. For the information of the membership the names of the two elected by the Board must appear on the ballot. The ballot shall provide space for one write-in candidate.
3. The Corresponding Secretary shall send these names to each member by February 1. These ballots shall be returned by mail in a sealed envelope marked with the sender's name to the Head Teller. A simple majority of all votes cast shall elect.
4. The President shall instruct the nominating committee to convene and choose its own chair.
5. The Nominating Committee shall publish notification of officers and trustees for each position on the Board to the membership, together with the date of the Annual Meeting, by May 1.

**Sec. 4.** A plurality of all votes cast shall elect.

## **Article VII Board of Trustees**

**Sec. 1.** Ladies Musical Club shall be managed by a Board of no more than twenty-one trustees, which includes an Executive Committee of officers: President, President-elect, Vice Presidents, Corresponding Secretary, Recording Secretary and Treasurer. This Board shall have jurisdiction over all matters of policy regarding the activities of Ladies Musical Club.

**Sec. 2.** If a vacancy occurs on the Board of Trustees (with the exception of the office of President) the Board shall fill such vacancy for the unexpired term.

**Sec. 3.** The officers and trustees shall be named for a two year term or until their successors are named, except the President Elect, who shall be named for a one year term. The President, the Vice President for Development, the Vice President for Event Planning, the Corresponding Secretary, Treasurer, Trustee of Public Concerts, Trustee of Archives, and two members-at-large shall be elected in odd years. The Recording Secretary, the President-elect, the Vice President for Membership, the Vice President for Communications, Trustee of Music in Schools, Trustee of Award Tour and two members-at-large shall be elected in even years.

**Sec. 4.** The Board shall meet at least once each month during the months of September-May with the exception of December. The President may call other meetings. One more than one-half of the Board shall constitute a quorum.

**Sec. 5.** The Board may empower the Executive Committee to act for the Board in specific instances.

**Sec. 6.** Indemnification of Officers and Trustees: The Corporation shall and does hereby indemnify each person (and her heirs, executors, administrators, or other legal representatives) who is, shall become, or shall have been officers or trustees of the Corporation against all liabilities and expenses (including judgments, fines, penalties and attorneys' fees) reasonably incurred by such person in connection with, or arising out of, any action, suit or proceeding, whether civil, criminal or administrative, in which any such person may be a party defendant, or with which she may be threatened or otherwise involved, directly or indirectly, by reason of her being, becoming or having been an officer or trustee of this Corporation.

## **Article VIII Duties of Officers**

**Sec. 1.** The President shall preside at all meetings of the Club and Board of Trustees and shall appoint annually all committees and their chairmen not otherwise provided for in these by-laws. She shall be ex-officio member

of all committees except the Nominating Committee. She shall appoint a Parliamentarian to be present for the Annual Meeting.

**Sec. 2** The President Elect or a Vice President shall, in the absence of the President, perform all the duties of the President. If the Presidency becomes vacant, the President Elect shall become President for the remainder of the term. In the absence of a President elect, the board may appoint a President or co-Presidents pro-tem until such time as a new President can be appointed.

**Sec. 3.** The Recording Secretary shall keep a record of member, Board of Trustees and Executive committee meetings of the Club, and shall retain a copy of the Annual Report and minutes of the Annual Meeting in a permanent file.

**Sec. 4.** The Corresponding Secretary shall represent the Club in official correspondence.

**Sec. 5.** The Treasurer shall receive all moneys belonging to the Club and disburse the same under the direction of the Board of Trustees; deposit all funds in the name of the Club in the bank or banks designated by the Board; report at regular Board meetings and to the membership at the Annual Meeting; chair the Finance Committee. All checks drawn against Club funds may be signed by the Treasurer and/or other Trustees as designated by the Board.

## **Article IX Committees**

**Sec. 1.** Committees shall be responsible for executing activities and operations of the Club. If co-chairs are elected to the Board, one shall be eligible to vote. Chairs shall appoint committee members.

**Sec. 2.** Committees.

1. **Archives** – The chair of this committee shall be a trustee and shall organize a committee to locate, organize and store memorabilia of the Club.
2. **Awards** – A chair of this committee shall be a trustee. This committee shall formulate a plan for the annual disbursement of moneys for awards (formerly Scholarships), subject to approval of the Board through (1.) A competition or competitions open to classical musicians, and (2.) A tour or tours of Washington State communities and schools.
3. **Auditions** – The Vice President of Membership shall manage the audition process for prospective members. She will appoint an Audition Chair and/or committee as needed. There will be at least one performance audition a year for prospective members. A plan for auditions that includes auditors from both inside and outside the applicant’s musical category shall be formulated.
4. **Bylaws** - This committee shall organize and meet at the request of the Board of Trustees to write revisions to the existing by-laws, as directed by the Board of Trustees. These revisions will be in the May newsletter (as stipulated by Amendment XII) or at least two weeks before the annual meeting.
5. **Communications** - This committee shall be chaired by the Vice President for Communications and is responsible for public relations, newsletters for members and non-members, internal and external communications, and technology issues.
6. **Executive** – As designated in Article VII, section 1, this committee shall consist of the President, President-elect, Vice Presidents, Corresponding Secretary, Recording Secretary and Treasurer. The President will chair this committee. The Board may empower the Executive Committee to act for the Board in specific instances. This committee shall be responsible for initiating long range plans for the Club.
7. **Finance** - This committee shall be chaired by the Treasurer and shall include two members from the Board of Trustees and two from the general membership. It shall prepare a budget for the next fiscal year which shall be ready for approval by the Board of Trustees at the April meeting. It shall review management of Club funds and make recommendations to the Board of Trustees.

8. **Development** - The Vice President for Development shall chair this committee. It shall be responsible for developing a funding plan, the annual appeal, grants and corporate and foundation appeals, planned giving and special fundraising events (cooperating with Vice President for Event Planning). The Chairman shall be an ex-officio member of the Finance Committee. Funds developed shall be allocated by direction of the Board of Trustees.
9. **Event Planning** - The Vice President for Event Planning shall chair this committee. It shall be responsible for special events and social affairs of the Club.
10. **Membership** - The Vice President for Membership shall be responsible for new member recruitment, orientation and retention. She shall supervise the maintenance of membership records and data, including a list of 50-year members. She is responsible for the publication of a Membership Directory each September. The Vice President for Membership may form a Membership Development Committee, of which she will be the Chair, to assist in these duties.
11. **Music in the Schools** – A chair of this committee shall be a trustee. This committee shall be responsible for the planning and performance of programs for and/or in the public schools, including the residency program in collaboration with Meany Hall for the Performing Arts.
12. **Public Concerts** – The Public Concert Director, who shall be a trustee, shall be responsible for planning regular monthly performances at various venues and shall reserve the venues. She shall coordinate all plans with the Board of Trustees, including permission for the performance of non-member musicians. She shall appoint a Piano Steward and a Venue Manager for each of the Club’s performance venues; they will report to her. The Piano Steward shall monitor the condition of Ladies Musical Club pianos and those other pianos for which the club is contractually obligated and arrange to have them kept in tune, in good condition and repair.
13. Additional committees and sub committees may be formed at the request of the President and approved by the Board of Trustees.

## **Article X Control of Funds**

### **Sec. 1. General Financial Information**

1. The assets of Ladies Musical Club, including all cash and securities, shall be divided into separate funds and used for the furtherance and promotion of the work of the organization.
2. The fiscal year of all funds shall extend from June 1 of the calendar year to midnight of May 31 of the following year.
3. The Treasurer shall annually submit the financial accounts of the Club to an independent accountant, who will prepare a forms for the IRS (including IRS Form 990).
4. No expenditure not budgeted shall be made nor indebtedness incurred without authorization of the Board of Trustees or the Executive Committee as authorized by that Board.
5. Any non-budgeted expenditure in excess of \$10,000 must be submitted to the Membership for approval at a regular or special meeting.
6. By vote of the membership a special assessment can be levied.

### **Sec. 2. Specific Funds**

#### Unrestricted

1. The Operating Fund shall receive all dues, earned income and all contributions from the Annual Appeal and other sources (except to Endowments). It shall dispense moneys for all Club activities including General Operations, Awards/Tour Program and Music in Schools
2. **Investments.** The Investment Fund shall receive, hold and invest all surplus monies of the Club. Moneys may be allocated to this fund at the end of the fiscal year.
3. The Capital Assets Fund shall hold all capital assets such as musical instruments, furniture and equipment, and computers.

## Endowments

1. **Young Artist Endowment Fund.** This Fund contains the Kilpatrick-Rhodes fund and the Memorial Endowment fund. The principal of the Kilpatrick-Rhodes Fund shall, at the request of the donor, remain forever intact. The interest and/or dividends shall be designated for the Awards (Scholarship) program.
2. **Music in Schools Endowment.** This Fund shall receive funds designated for it by donors. The interest and/or dividends shall be designated for the Music in Schools program.
3. **Ladies Musical Club Endowment.** This Fund shall receive funds designated for it by donors. The Board of Trustees shall designate the interest and/or dividends for use, or the Finance Committee may make application in writing to the Board for such income by March 1.
4. **Wilson Endowment Fund.** This Endowment contains the funds given to Ladies Musical Club from the dissolution of the Eleanor Hale Wilson Trust. The Principal of the Wilson Endowment Fund, at the request of the Wilson Trust trustees, shall remain forever intact. The income from the Fund shall be designated by the Ladies Musical Club Board of Trustees for use by various programs such as, but not limited to, Music in Schools and Awards Tour.

## **Article XI Past Presidents**

A meeting of the Past Presidents may be called by the current President or at the request of a majority of the active Past Presidents.

## **Article XII Amendments**

These by-laws may be amended at any regular or special meeting by a vote of two-thirds of the members present, provided the amendment has been submitted in writing as a part of the call of the meeting at least two weeks before.

## **Article XIII Rules of Order**

The authority for all parliamentary procedures of the Ladies Musical Club and the Board of Trustees shall be the latest revised edition of "Robert's Rules of Order" in all cases to which they are applicable and do not conflict with these by-laws.

## **Article XIV Dissolution**

In case of dissolution of the Club, but not otherwise, all its property and assets, together with the increment thereto, shall be divided and given to the School of Music of the University of Washington and to the music department of Washington State University in the form of Student Aid Funds.