

**BY LAWS  
OF THE  
LOS ANGELES VIOLONCELLO SOCIETY, INC.**  
A California Nonprofit Corporation

**ARTICLE I  
NAME**

The name of this corporation shall be  
**LOS ANGELES VIOLONCELLO SOCIETY, INC.**  
(Herein referred to as the "Violoncello Society")

**ARTICLE II  
PURPOSES AND OBJECTIVES**

The purposes and objectives of the Los Angeles Violoncello Society shall be:

- a) To promote and enrich the art of cello playing;
- b) To provide a meeting ground for professional, amateur and student cellists, and others who are devoted to the art of cello playing;
- c) To sponsor unique programs featuring varied aspects of cello playing; and
- d) To further the artistic development of new generations of cellists.

**ARTICLE III  
NONPARTISAN ACTIVITIES**

This Violoncello Society has been formed under the California Nonprofit Public Benefit Corporation Law and shall be nonprofit and nonpartisan. The Violoncello Society shall be organized and operate exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and under the California Nonprofit Public Benefit Corporation Law.

**ARTICLE IV  
DEDICATION OF ASSETS**

The properties and assets of the Violoncello Society are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, gains, profits, dividends or assets shall inure to the benefit of any private person or individual, or any member of the Violoncello Society. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes consistent with the Violoncello Society's philosophy, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (a) (3).

**ARTICLE V  
POWERS**

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Violoncello Society shall be managed, and all powers shall be exercised, by or under the direction of the Board of the Violoncello Society.

**ARTICLE VI  
MEMBERSHIP**

- a) Membership shall be open to cellists and others who support the objectives and purposes of the Violoncello Society, upon payment of dues as fixed by the Board.
- b) Each member must pay the required dues, within the time and on the conditions set by the Board, to remain in good standing.

**ARTICLE VII  
MEMBERSHIP MEETINGS**

- a) An annual meeting of members shall be held for the purpose of organization, selection of Directors and Officers (unless elections are held by mail ballot) and the transaction of other business.
- b) Annual meetings of the members shall be held on the second Sunday of April each year unless the Board fixes an alternate date.
- c) Members shall be notified of the meeting time, date and place in a timely manner.
- d) The President or the Board may call special meetings.
- e) If ten or more non Board members petition the President or the Board to call a special meeting, the President or the Board shall schedule such a meeting in a timely manner and provide ample notice to the membership.
- f) Ten percent (10%) of the members in good standing shall constitute a quorum at a membership meeting. However, if fewer than ten percent (10%) of the members attend such meeting, the number of persons actually present shall, nevertheless be deemed to constitute a quorum as to all subjects, the general nature of which was set forth in the notice of the meeting.

**ARTICLE VIII  
ELECTIONS**

- a) All members in good standing shall be eligible to vote in elections.
- b) The Treasurer shall certify membership eligibility.
- c) Elections for Directors and Officers shall be by secret ballot.
- d) Elections shall be decided by a majority of the votes cast.
- e) The Board may determine whether an election is held at the annual meeting or by mail ballot.

**ARTICLE IX  
NOMINATIONS**

- a) The President shall appoint a committee to select qualified candidates for election, in a timely manner.
- b) On timely receipt of a petition signed by not less than five (5) members in good standing, the Secretary shall cause the names of additionally proposed candidates, to be placed on the ballot along with those candidates named by the nominating committee.
- c) Any member in good standing may place names in nomination at the annual meeting.

**ARTICLE X  
VACANCIES**

At the discretion of the Board, vacancies arising between elections may be:

- a) Filled by appointment by the President, with the approval of the Board, to serve until the next scheduled election;
- b) Filled by a special election; or
- c) Left unfilled until the next scheduled election.

**ARTICLE XI  
BOARD OF DIRECTORS**

- a) The Board of Directors shall be composed of not less than five, nor more than nineteen members, inclusive of the Officers.
- b) Officers and Directors must be residents of the State of California and be members in good standing of the Violoncello Society.
- c) Officers and Directors shall be elected for a term of two (2) years.
- d) The Board may add additional members, by majority vote.

**ARTICLE XII  
BOARD OF DIRECTORS MEETINGS**

- a) Meetings of the Board shall be held at times fixed by the Board.
- b) Special Board meetings may be called by the President, the Vice President, the Secretary, or any two (2) Directors.
- c) A majority of the Directors shall constitute a quorum for the transaction of business.
- d) A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.
- e) The Board may take action without a meeting, if a majority of the members of the Board consent. Action taken by such consent shall have the same force and effect as a vote of the Board and shall be filed with the minutes of the proceedings of the Board.

**ARTICLE XIII  
OFFICERS**

The Officers of the Violoncello Society shall include a President, Vice President, Secretary, and Treasurer.

**The President shall:**

- a) Preside at all meetings;
- b) Supervise and manage the activities of the Board;
- c) Appoint members for special assignments, such as Committee Chairperson, Assistant to an Officer or Newsletter Editor, with the approval of the Board;
- d) Make appointments to fill interim vacancies, in compliance with Article X (a) of the bylaws; and
- e) Perform other duties that may be assigned by the Board.

**The Vice President shall:**

- a) In the absence or disability of the President, perform all the duties of the President; and
- b) Perform other duties that may be assigned by the Board.

**The Secretary shall:**

- a) Take minutes at all meetings;
- b) Submit minutes of meetings to members of the Board in a timely manner;
- c) Maintain a permanent file of minutes to be passed on to the succeeding Secretary;
- d) Maintain a copy of Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at reasonable times;
- e) Provide notice of meetings; and
- f) Perform other duties that may be assigned by the Board.

**The Treasurer shall:**

- a) Maintain a bank account/s of the Violoncello Society;
- b) Receive dues, contributions and/or other monies for the Violoncello Society;
- c) Keep accurate financial records and dues status of members;
- d) Prepare financial statements as may be required by the Board;
- e) Certify membership dues status for elections; and

- f) Perform other duties that may be assigned by the Board.

**ARTICLE XIV  
COMMITTEES**

- a) Committees may be appointed by the President, with the approval of the Board, for any project or purpose deemed to be beneficial to the Violoncello Society.
- b) Non Board members may be invited to participate in committees at the discretion of the Board.

**ARTICLE XV  
REIMBURSEMENT**

Directors and members may receive reimbursement of expenses, as may be deemed just and reasonable by the Board.

**ARTICLE XVI  
INDEMNIFICATION**

It is the intent of The Violoncello Society to indemnify any Board member, who in his/her capacity as a Board member, may be a party to a proceeding brought against the Violoncello Society.

**ARTICLE XVII  
INSPECTION RIGHTS**

- a) Any member in good standing in the Violoncello Society may inspect membership lists, financial records or minutes of all official meetings of the Violoncello Society, upon request to the appropriate Officer.
- b) The designated Officer shall schedule the inspection in a timely manner.

**ARTICLE XVIII  
AMENDMENTS**

New bylaws may be adopted or these bylaws may be amended or repealed by approval of two thirds (2/3) of the votes cast, provided no bylaw is in violation of the legal requirements for a nonprofit corporation.

**ARTICLE XIX  
DISSOLUTION**

In the event of dissolution of the Violoncello Society, all of the property and assets of the Violoncello Society shall go to a nonprofit organization whose purposes are similar to those of the Violoncello Society.

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**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the present Secretary of the LOS ANGELES VIOLONCELLO SOCIETY, INC., a California nonprofit corporation, and the above Bylaws are the Bylaws of this corporation as adopted and amended.

DATED: \_\_\_\_\_

Executed at: Los Angeles, California

Secretary \_\_\_\_\_