

**THE FRIDAY MORNING MUSIC CLUB**  
801 K Street, NW  
Washington, DC 20001

**BY-LAWS**

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## **ARTICLE I – NAME**

The name of this corporation shall be The Friday Morning Music Club, Inc. hereinafter called “the Club.”

## **ARTICLE II – PURPOSE**

The purpose of the Club shall be to promote musical culture among its members and in the community.

## **ARTICLE III – MEMBERS**

Within the membership there shall be the following classifications: Performance, Associate, Student, Honorary, Life, and Organizational.

Section 1. Performance. All Performance members shall fulfill the auditions requirements as outlined in the published Policies and Procedures of the Friday Morning Music Club. They shall have the right to appear on programs at the request or discretion of the Director of Programs. They may vote and hold office.

Section 2. Associate. Associate members shall be persons interested in music and in the objectives of the Club. They may vote and hold office.

Section 3. Student. Student members shall be between the ages of fourteen and twenty-two and shall meet the requirements for student membership as outlined in the published Policies and Procedures of the Friday Morning Music Club.

Section 4. Honorary. Honorary members shall be persons who have rendered great service to the cause of music or to the Club. They shall be recommended by the Board of Governors and elected by the membership. They pay no dues. They shall continue the privileges of their previous membership where applicable.. Honorary Member Laureate may be granted certain musicians whose accomplishments represent the highest level of artistry and whose achievements are recognized internationally.

Section 5. Life. Life members shall be those who have been dues-paying members in the Club for fifty years. They shall continue the privileges of their previous membership without paying dues.

Section 6. Organizational. Organizational members are corporate or partnership entities with the privilege of voting through a duly authorized representative, who may not hold office.

Section 7. Winner’s Circle. All first, second, and third-place winners of the Washington International Competition and the Johansen International Competition, in all categories, i.e.,

piano, strings, voice and composers, will be automatically accepted into the Winner's Circle. These people will be non-dues-paying members for five years. They will receive appropriate mailings and will be encouraged by letter to keep the Club and Foundation informed of their upcoming performances.

#### **ARTICLE IV – DUES AND FISCAL YEAR**

Dues shall be proposed by the Board of Governors and approved by a majority of the members present at a business meeting, after notice has been given. A member shall not appear on a program until dues are paid.

The fiscal year of the Club shall begin on July 1.

#### **ARTICLE V – BOARD OF GOVERNORS**

Section 1. Membership. There shall be a Board of Governors to consist of the elected Officers and Directors of the Club, the Director of the Friday Morning Music Club Foundation (See Article XI), and the immediate Past President. The latter serves for one year. The President shall appoint a Parliamentarian who shall attend meetings at the direction of the President. If not an elected Board member, the Parliamentarian shall have no vote at meetings of the Board of Governors.

Section 2. Duties and Responsibilities. The Board of Governors shall attend to the policy and business of the Club and act upon its cultural and philanthropic functions, reporting said action to the membership at a regular business meeting.

The Board of Governors is empowered to accept for the Friday Morning Music Club gifts, bequests, legacies and devises, and to hold and manage the same, pursuant to the provisions of these By-Laws. To this end, the Board shall have power among other things to purchase and otherwise acquire property, rights or privileges as investments for the Club at such prices and on such terms and conditions and for such considerations as it deems proper; to pay for any property, rights, or privileges so acquired either wholly or partly in monies or in stocks, bonds, debentures or other securities of the Club; to appoint any person, persons, corporation or corporations to accept and hold any such property, rights or privileges in trust for the Club upon terms fixed by the Board, any of which trust so settled may be perpetual; and to execute such documents and to do all such things as may be required in relation to any such purchases or trusts.

Section 3. Meetings of the Board of Governors. The Board of Governors shall hold a meeting each month during the regular program season. The President, however, shall have the authority to cancel monthly meetings or to call special meetings as necessary. Nine voting members shall constitute a quorum at any official meeting of the Board.

## ARTICLE VI – OFFICERS

The officers of the Club shall be: President, three Vice-Presidents, Recording Secretary, Treasurer, and Assistant Treasurer.

Section 1. Duties of the President. The President shall:

- (a) preside at meetings of the Club;
- (b) serve as a Trustee of the Friday Morning Music Club Foundation (See Article XI);
- (c) be an ex-officio member of all committees, except the Nominating Committee;
- (d) appoint chairmen of committees (except where elected), an Historian, and a Parliamentarian and to appoint other assistants as need indicates;
- (e) be empowered to make interim appointments, including the offices of Director, Competition Chairman and Treasurer of the FMMC Foundation. (The latter three appointments must be approved by both the Board of Governors and the Board of Trustees of the Foundation);
- (f) be authorized to sign checks.

Section 2. Duties of the First Vice-President. The First Vice-President shall be the Chairman of the Committee for Auditions for Performance Membership.

Section 3. Duties of the Second Vice-President. The Second Vice-President shall be the Chairman of the Membership Committee.

Section 4. Duties of the Third Vice-President. The Third Vice-President shall be the Chairman of Student Auditions and Activities

Section 5. Duties of the Recording Secretary. The Recording Secretary shall

- (a) prepare and maintain a permanent record of the Minutes of all meetings of the Board of Governors and of the Membership;
- (b) keep a permanent file of all end-of-year written reports of officers and committee chairmen; and
- (c) perform all other duties incident to the office of the Secretary and such other duties as may be assigned by the President or by the Board of Governors.

Section 6. Duties of the Treasurer. The Treasurer shall:

- (a) keep the books of the corporation;
- (b) receive all monies other than dues;
- (c) be authorized to sign checks;
- (d) pay all bills of the Club, with the approval of the Board of Governors; and
- (e) serve on the Finance Committee. The accounts of the Treasurer shall be audited annually.

Section 7. Duties of the Assistant Treasurer. The Assistant Treasurer shall:

- (a) receive the dues;
- (b) be authorized to sign checks;
- (c) serve on the Finance Committee;
- (d) perform such duties as the Treasurer shall direct; and
- (e) in the case of the absence of the Treasurer, perform the duties of the Treasurer.

Section 8. Executive Committee. There shall be an Executive Committee, which shall be composed of the elected officers of the Club and which shall meet at the discretion of the President.

## **ARTICLE VII – ELECTIONS**

Section 1. Nomination and Election Procedure. The election of Officers, Directors, and Nominating Committee shall take place at the annual business meeting of the membership. Not less than two months before the election, the Nominating Committee shall present to the membership in writing a slate of candidates for office. Additional nominations may be made in writing to the Chairman of the Nominating Committee up to one month before the election, if the consent of the candidate has been obtained and the nomination has been endorsed by three members. Election may be by written ballot or by voice vote, and the newly elected Officers, Directors and Nominating Committee shall assume their duties at the conclusion of the annual business meeting.

Section 2. Qualification and Tenure of Officers. The President must be a musician who is a Performance Member or an Associate Member. The First Vice-President [Auditions] and the Nominating Committee Chairman must be from the Performance Membership. All officers shall be elected for a term of two years. They shall be eligible for re-election for one term of two years, with the exception of the Treasurer and the Assistant Treasurer, for whom there shall be no limitation of eligibility for re-election. The Nominating Committee shall be elected for a two-year term and shall not succeed itself. If any officer is absent without sufficient reason for three successive Board meetings, resignation of that officer or director becomes automatic.

Section 3. Classification and Tenure of Directors. Ten Directors shall be elected for terms of two years. There shall be the following Directors: Programs (a Performance Member), Newsletter, Finance, Public Relations, Rules and Revisions, Outreach, Concerts in Schools, Yearbook, and two At-Large. The Director of Concerts-in-Schools and the Finance Director shall be eligible for re-election without limitation. All other Directors shall be eligible for re-election for one term of two years; however, one two-year extension beyond this limit is permitted on the recommendation of the Nominating Committee and with the approval of the Board of Governors. If any director is absent without sufficient reason for three successive Board meetings, resignation of that director becomes automatic.

Section 4. Vacancies. Should a vacancy occur on the Board of Governors, the President may appoint a successor to fill the vacant position. Should the Presidency become vacant, the First Vice-President shall convene the BOG for purpose of appointing a successor for the remainder of the immediate term. A member who is appointed to fill an unexpired term for less than 12 months as an Officer or Director shall be eligible for election at the next meeting for the full tenure of that office. In the event of a temporary inability of an Officer or Director to serve, the President may appoint an interim Officer or Director.

## **ARTICLE VIII – MEETINGS OF THE MEMBERSHIP**

There shall be an annual business meeting of members following the close of the program season, for elections and presentation of written reports by all officers and committee chairmen. The President may call a special meeting at any time. Thirty members shall constitute a quorum, ten of whom shall be Performance Members.

## **ARTICLE IX – COMMITTEES**

Section 1. Standing Committees. The Standing Committees shall include those listed below. Their Chairmen shall be Directors elected under Article VII of these By-Laws. Each shall serve for a term of two years, and may be eligible for reelection for one additional two-year term, as provided in Article VII. The President shall be an ex-officio member of all Standing Committees.

(a) The Auditions Committee for Performance Membership shall consist of the First Vice-President as Chairman and three representatives from each class of Performance Membership, all to be appointed by the Chairman, with the approval of the President, to one-year terms. Auditions procedures prescribed in the published Policies and Procedures of the Friday Morning Music Club shall be followed, and the Chairman does not vote.

(b) The Membership Committee shall consist of the Second Vice-President as Chairman and committee members as needed, all to be appointed by the Chairman, with the approval of the President. They shall oversee the procedures for admission of all members and shall be responsible for membership expansion. Procedures for admitting all members prescribed in the published Policies and Procedures of the Friday Morning Music Club shall be followed.

(c) The Auditions Committee for Student Membership shall consist of the Third Vice-President as Chairman, with two Assistant Chairmen and two representatives from each class of Performance Membership, all appointed by the Chairman with the approval of the President. Auditions procedures prescribed in the published Policies and Procedures of the Friday Morning Music Club shall be followed and the Chairman does not vote.

(d) The Finance Committee members shall be: the elected Director serving as Chairman, the Treasurer, the Assistant Treasurer, the FMMC Foundation Director and Treasurer, a representative from the Orchestra and a representative from the Chorale, and such others as deemed necessary and who have some business or legal experience as well as knowledge of the

FMMC, its mission and operations. The Finance Committee shall be responsible for providing financial oversight of the FMMC and the FMMC Foundation, including an annual review of their investment policies and portfolios. At the first meeting of the newly elected FMMC Board of Governors, the Finance Committee shall present a proposed budget for the coming season. It shall make recommendations to the Board when the FMMC receives a gift or a bequest that is undesignated. Where possible, it shall assist with strategic planning budgeting.

(e) The Program Committee shall consist of the elected Director of Programs serving as Chairman, an assistant (also a Performance Member) to be appointed by the Chairman, and such others as they deem necessary. They shall have general supervision of all concerts, shall arrange the programs for the year, and shall be responsible for the printing of the weekly concert programs.

(f) The Newsletter Committee shall consist of the elected Director serving as Chairman and Editor, and such others as are needed to assist in editing and publishing the Club's newsletter.

(g) The Public Relations Committee shall consist of the elected Director serving as Chairman, and such others as are needed to administer the public relations of the Club. Assistant Chairmen may be appointed by the Chairman, with the advice of the President, to handle public relations for the various activities of the Club.

(h) The Rules and Revisions Committee shall consist of the elected Director serving as Chairman and such others as needed appointed by the President, and the Parliamentarian as an advisor. The Committee is responsible for the By-Laws and the Policies and Procedures of the Club.

(i) The Concerts in Schools Committee shall consist of the elected Director serving as Chairman, and such others as the Chairman deems necessary to carry out this project.

(j) The Yearbook Committee shall consist of the elected Director serving as Chairman, and such others as the Chairman deems necessary to carry out this project.

(k) The Outreach Committee shall consist of the elected Director and such additional members as shall be selected jointly by the President and the Director. The Committee shall be responsible for facilitating the provision of free music programs by volunteer FMMC performers in health related and other community organizational settings throughout the Washington area. These settings would include nursing, assisted living, retirement, senior, and other special community venues.

Section 2. The Nominating Committee shall be nominated by the preceding Nominating Committee and shall be elected by the membership for a two-year term, alternating so that only one-half of the committee shall be elected at one time. It shall include the immediate Past President of the Club, a member of the Board of Trustees of the Friday Morning Music Club Foundation, and two other members of the Club, with one candidate indicated as Chairman of

the Nominating Committee at the time of the election. In addition to preparing a slate of officers for the annual election, it shall assist the President in filling appointed positions. Should a position on the Nominating Committee become vacant, or should the Nominating Committee fail to nominate one or more new members for election by the membership, the Board of Governors, at a meeting, may appoint a successor (or successors) to fill the vacant position(s).

Section 3. The Honorary Membership Committee shall consist of three or more club members. One or more members shall be from the Honorary Membership of the FMMC.

Section 4. Other Committees may be formed at the discretion of the President or the Board of Governors. The President shall appoint Chairmen of all special committees. Such committee chairmen may attend meetings of the Board of Governors at their request or at the request of the President but shall not vote.

## **ARTICLE X – DESIGNATED AND UNDESIGNATED GIFTS AND BEQUESTS**

Designated gifts and bequests to presently earmarked funds or to future special funds, with the agreement of the Board of Governors, shall be honored and the specified purposes shall be carried out. However, the Board is not required to accept any gift with restrictive, unworkable or inappropriate purposes or limitations. Such a gift may be refused or a reasonable modification of its purposes and uses may be negotiated.

Undesignated gifts are encouraged to allow the Board of Governors to exercise judgment and discretion as needs and conditions change from year to year, by establishing current criteria for their use.

Substantial undesignated bequests shall be transferred to the temporarily restricted Endowment Fund for future purposes to be used at the discretion of the Board of Governors. All other undesignated bequests shall be deposited in the General Fund to help defray operating expenses.

In the event that an activity for which a specific fund has been established ceases to exist, the Board of Governors shall attempt to contact either the donor, the donor's family or designated trustee as to the disposition of any remaining funds. A written document shall then be submitted to the Board describing whether the funds so specified shall be transferred to other cultural or philanthropic activities of the Club, sent to another 501(c) whose mission is similar to the FMMC or returned to the donor, the donor's family or designated trustee.

## **ARTICLE XI – BOARD DESIGNATED FUNDS**

The Board of Governors may establish additional funds created for designated purposes. All Board designated funds shall be earmarked and separately accounted for their specific purpose. No changes in their use shall be permitted without specific action of the Board of Governors.



## **ARTICLE XII – THE FRIDAY MORNING MUSIC CLUB FOUNDATION**

There shall be a Friday Morning Music Club Foundation, Inc., the purpose of which shall be to promote and to provide musical education for especially gifted or needy students. The Foundation shall be empowered to receive gifts or bequests for this purpose. The Board of Governors of The Friday Morning Music Club shall approve plans for raising money, and acceptance of donations except for cash given without stipulation. The Foundation is authorized to conduct the annual Washington International Competition and the triennial Johansen International Competition for Young String Players.

Section 1. Board of Trustees. There shall be a Board of Trustees of the Foundation which, in conformity with policies established by the Board of Governors of The Friday Morning Music Club, and subject to the provisions of the laws of the District of Columbia and of the Charter and By-Laws of the Foundation, shall have the duty and power to manage the business, property and affairs of the Foundation in such manner as to foster and accomplish the object of the Foundation.

Section 2. Officers. There shall be a Director of the Foundation, a Competition Chairman, and a Treasurer of the Foundation, to be elected by the membership of the Club to two-year terms in accordance with eligibility requirements as stated in the By-Laws of the Foundation. The Director and the Competition Chairman shall be eligible for re-election for two succeeding terms; the Treasurer shall be eligible for re-election to two or more succeeding terms. These three officers may not concurrently occupy any office on the Board of Governors of the Club.

Section 3. Trustees. The Director, Competition Chairman and Treasurer shall be members of the Board of Trustees. The President of the Friday Morning Music Club shall also serve as a Trustee of the Foundation during his/her tenure as President. There shall be a minimum of twelve additional Trustees, each of whom must have been a member of the Club for at least two years, six as Performance Members, two as Associate Members, and four from any membership classification other than Student. They shall serve for three years and shall be eligible for reelection to one three-year term. A period of three years must elapse after the termination of a second term before an individual may again be elected as a Trustee.

Section 4. Election of Trustees. Election of new Trustees and of members who are eligible for re-election shall occur at the annual business meeting of the Friday Morning Music Club, at which time a slate shall be presented by the Nominating Committee of the Club. The newly elected Board of Trustees shall assume its duties as of the close of the annual spring business meeting of the Foundation.

Section 5. Vacancies. If a vacancy in the offices of the Director, the Competition Chairman or the Treasurer arises from any cause other than the termination of an elected term, the President of the Friday Morning Music Club, with the approval of the Board of Governors of the Club and the Board of Trustees of the Foundation, shall appoint a person meeting the qualifications of the office to serve as that officer until the next annual meeting of the Club.

Appointments to fill other vacancies which may occur on the Board of Trustees shall be made by the Director of the Foundation.

Section 6. Budget and Finances.

(a) The proposed Foundation budget for the coming season must be presented by the Director or the Treasurer for approval of the Board of Governors of the Friday Morning Music Club at a spring business meeting each year.

(b) All notes, receipts, acceptances, endorsements, checks, releases, contract conveyances, and other documents affecting the property of the Foundation shall be signed by two of the following: the Director, the Competition Chairman, or the Treasurer of the Foundation.

(c) Money or property received by the Foundation shall be disbursed and administered only in strict compliance with the directions or limitations, if any, which are prescribed by the donors.

Section 7. By-Laws. The By-Laws of the Foundation may be amended only with the approval of the Foundation's Board of Trustees and the Board of Governors of the Club, and in the following manner: any proposed amendment shall be presented in writing at a regular or special meeting of the Board of Trustees. At a meeting of the Trustees, at least one month later, the amendment must be approved by a two-thirds vote of the Trustees present at such meeting, a quorum being present. It shall then be referred to the Board of Governors of the Club which shall consider it at a Board meeting of which at least two weeks' notice has been given, accompanied by a copy of the proposed amendment. If approved by a two-thirds vote of those present, the proposed amendment shall become effective as of that date.

Section 8. Reporting Requirements. The Director of the Foundation shall submit annually to the Board of Governors for their consideration and approval or other action thereon a full written report of all activities of the Foundation, including acquisition of property and acceptance of gifts, bequests, legacies and devises.

## **ARTICLE XIII – POLICIES AND PROCEDURES**

Section 1. There shall be a set of Policies and Procedures, kept by the Rules and Revisions Committee, governing the procedures for auditions and qualifications for Performance Membership, membership procedures for all other categories of members, and for the general operations of the Friday Morning Music Club. These Policies and Procedures shall be printed and shall be subject to approval and amendment by a majority vote of the Board of Governors.

## **ARTICLE XIV – AMENDMENT TO THE BY-LAWS**

Section 1. These By-Laws may be amended in the following manner:

(a) The Rules and Revisions Committee shall study and suggest such changes as are deemed necessary.

(b) These revisions shall be presented to the Board of Governors, discussed, and acted upon.

(c) The amendments shall be submitted in writing to the membership and, after a Month's consideration, shall be presented at a business meeting at which a quorum is present and approved by a two-thirds vote of those in attendance.

(d) If a mail or email vote is preferred by the Board of Governors, after their approval of the proposed amendments, ballots shall be mailed or emailed to all members stating the proposed amendments and date of ballot. Ballots shall be returned postmarked or emailed no more than 15 days after the date of the ballot. Approval of the amendments requires an affirmative vote on two-thirds of the ballots returned.

## **ARTICLE XV – PARLIAMENTARY AUTHORITY**

Section 1. The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and Policies of the Club.

## **ARTICLE XVI – DISTRIBUTION OF ASSETS ON DISSOLUTION**

Section 1. Should the Friday Morning Music Club be dissolved or otherwise cease to carry out the purpose herein stated, no part of its assets (after discharge of all its liabilities) shall inure to the benefit of any Officer, Director or member of the Club, but the whole of such remaining assets shall be distributed absolutely and forever to a non-profit organization or organizations with similar purposes and with tax exempt status under Section 501(c)3 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

## **ARTICLE XVII – ADOPTION OF BY-LAWS**

Section 1. These By-Laws become effective October 1, 2008, except that Officers and Directors whose terms have not expired shall continue to hold office until their terms expire.

Revised 1974

Revised 1985

Revised 1997 Revised 1999

Revised 2004 Revised 2008 Revised 2009