

**NAPLES MUSIC CLUB, INC.
BYLAWS**

Where not otherwise provided under these Bylaws, Chapter 617 of the Florida Statutes, as it now exists or may later be amended or replaced, shall govern.

ARTICLE I: NAME

This organization shall be known as the **NAPLES MUSIC CLUB, INC.**, a not-for-profit organization.

ARTICLE II: PURPOSES

The mission of the Naples Music Club, Inc. (the “Naples Music Club”) is to support music education and performance, to provide scholarships, and to engage in collaborative outreach efforts within Naples and its neighboring communities.

ARTICLE III: MEMBERSHIP

Regular Members: Applicants presented by the Membership Committee may be accepted for regular membership provided the annual membership fees have been paid, as set forth by the Board of Directors. Any applicant so accepted for regular membership is herein referred to as a “regular member.”

The membership year is from January 1st through December 31st. Memberships of new members joining after May 1 will be valid from the date joined until the end of the following membership year.

Honorary Members: Any person who has performed distinguished public service in the field of music may be elected to honorary membership by a majority vote of the Board of Directors. Such others as the Board chooses also can be elected to honorary membership. He or she may not vote or hold office and is exempt from paying dues.

ARTICLE IV: ANNUAL MEETING

The Annual Membership Meeting (the “Annual Meeting”) shall be held on a date set each year by the Board of Directors to elect the Board of Directors for the following year and to transact such other business as may come before such Annual Meeting. Directors shall take office on April 1st of the year in which they are elected.

Notice of the Annual Meeting shall be mailed or otherwise communicated to the membership at least two weeks prior to the date of the Annual Meeting. Included in the mailing shall be a slate of nominees for Directors submitted by the Nominating Committee and the statement that other nominations can be made from the floor, provided the nominee's consent has been obtained.

ARTICLE V: GOVERNANCE

The organization shall be governed by a Board of Directors (the "Board") comprising not fewer than three directors and not more than eighteen directors, including the immediate past president, as determined by the Board from time to time as the need requires. The Officers of the Board shall be elected from the Board. The immediate past president shall serve ex-officio on the Board for one year and shall enjoy all of the rights of other directors. All Directors, other than those who resign or are removed by the Board, shall serve until the earlier of the expiration of their term or the election or appointment of their successors. Successors shall serve until the next scheduled election of Board members. Only duly-elected Board members shall vote on matters coming before the Board at regular or special meetings.

ARTICLE VI: BOARD OF DIRECTORS

DUTIES: Duties of the Board shall be to determine policies and fiscal matters, and to assume responsibility for the guidance of the affairs of the organization.

MEETINGS:

Regular meetings of the Board shall be held not less than six times yearly, September through May. The date, place and time of meetings of the Board shall be determined by the Board. Notice of any such regular meeting shall be mailed or otherwise communicated to the Board at least ten (10) days prior to the scheduled date.

Special meetings of the Board may be called as deemed necessary by any acting Officer of the Board. Any such special meetings shall be preceded by at least two (2) days' notice of date, time, and place.

Committee meetings may be called as deemed necessary by the Committee Chairperson. Any such Committee meeting shall be preceded by reasonable notice of date, time, and place.

Any Director may waive notice in writing either before or after any meeting. Attendance at any meeting by a Director shall be deemed to be a waiver of notice unless the Director attends to object to the transaction of business because the meeting is not lawfully convened.

Directors are expected to attend all Board Meetings. If unable to attend, they shall notify the President in advance of the meeting stating the reason for their absence.

QUORUM AND MANNER OF ACTING: A majority of the Directors then in office shall constitute a quorum for any meeting of the Board and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless the act of a greater number is required by these Bylaws. A Director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless (1) the Director objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; or (2) the Director votes against or abstains from the action taken.

A majority of Committee members shall constitute a quorum for any meeting of a Committee, and the action of a majority of the Committee members present at any meeting for which there is a quorum shall be the act of the Committee.

ACTION WITHOUT MEETING: Any action required to be taken or which may be taken at any regular or special meeting of the Board, or at any meeting of a Committee, may be taken without a meeting if the consent thereto is set forth in writing and signed by all then-acting Directors or then-acting Committee members. Such consent shall be filed in the Minutes. The action itself must be assented to by a quorum of the Directors then in office or Committee members, as the case may be.

RESIGNATION: Any Director may resign at any time by giving a written notice to the President or the Secretary of the Naples Music Club. Such resignation shall take effect at the time the notice is delivered unless the notice specifies a later effective date.

REMOVAL: Any Director or Directors may be removed, with or without cause, by the vote of two-thirds (2/3) of the Board of Directors then in office. Before any such vote for removal, the Board shall provide ten (10) business days' prior written notice of its intention to remove a Director or Directors to the affected Director or Directors and to the President of the Board. The President of the Board shall present the Board's intention to remove one or more Directors to the Board at any regular meeting of the Board or at any special meeting of the Board called for that purpose. Before any Director is removed, said Director shall be given the opportunity to appear and be heard at a meeting of the Board of Directors.

VACANCIES: Any vacancies occurring on the Board, including a vacancy created by reason of an increase in the number of Directors, may be filled by a majority vote of the Board of Directors from nominations made by the Nominating Committee.

COMPENSATION: Directors shall serve without compensation.

STANDARD OF CONDUCT: A Director shall discharge the duties of a Director, including duties as a member of a Committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interest of the Naples Music Club. All Directors must sign an annual Conflict of Interest statement.

ARTICLE VII: TERM OF DIRECTORS

A Director shall be elected by the general membership for a term of three (3) years (the "Term"), any such initial Term commencing on April 1st of the year in which he or she is elected. Directors may serve a maximum of two (2) consecutive Terms, and then must leave the Board for one (1) year before serving again. A Director appointed to fill a vacancy shall hold office for the unexpired Term of his or her predecessor in office; provided, however, that if such unexpired Term is for a period of greater than eighteen (18) months, such unexpired Term shall be deemed a complete Term for purposes of determining such Director's maximum time of service on the Board.

ARTICLE VIII: OFFICERS AND THEIR ELECTION

Officers shall be chosen from within the Board of Directors at an organizational meeting, which may be a special or regular meeting, following the election of Directors at the Annual Meeting. The meeting shall be chaired by the immediate Past President or by a Director designated by the Past President if he/she is unavailable. Each officer shall be elected for a one-year term and may be re-elected. However, the President may serve no more than three consecutive one-year terms.

The Nominating Committee shall present a suggested slate of officer nominees for consideration by the incoming Board. Additional nominations may be made from the floor, provided the nominee's prior consent has been obtained. The officers shall be elected by affirmative vote of a majority of the board present.

The officers shall be: President, Vice-President, Secretary and Treasurer.

Any Officer may resign at any time by giving written notice to the President or the Secretary of the Naples Music Club, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed with or without cause by the two-thirds (2/3) of the Board then in office whenever in its judgment the best interests of the Naples Music Club would be served thereby. Before any Officer is removed, said Officer shall be afforded at least two (2) days' written notice of the meeting of the Board and be given the opportunity to appear and be heard at the meeting.

A vacancy in any office may be filled for the unexpired portion of the Officer's term, if any, by the Board of Directors.

ARTICLE IX: DUTIES OF THE OFFICERS

PRESIDENT: Shall preside at the Annual Meeting and all Board Meetings; shall appoint all Committee Chairpersons from the Board and/or regular membership with the help of the Executive Committee; and shall serve as an ex-officio member of all committees, except the Nominating Committee.

VICE-PRESIDENT: Shall perform the duties of the President in his or her absence and shall assist the President in his or her duties.

SECRETARY: Shall be the Secretary of the Corporation and shall handle official corporate business, including election procedures and official corporate correspondence; shall record Minutes of all Club, Board and Executive Committee meetings at the time the meeting is taking place and keep these Minutes on file.

TREASURER: Unless otherwise determined by the Board, shall collect and disburse all funds and keep accounts available to the Board for inspection. At the monthly Board meetings and at any other time requested by the President or a Board member, the Treasurer shall provide written financial information on the Club's income, expense, asset and liability accounts. The Treasurer shall prepare an annual budget and include in the monthly reports a tabulation of actual and budgeted totals. The Treasurer is responsible for the required federal, state, and local financial reports.

ARTICLE X: STANDING COMMITTEES

The President shall appoint (with the help of the Executive Committee) from the then-acting Directors, a chairperson or co-chairpersons for the herein-named Standing Committees. If more than one chairperson is appointed for a Standing Committee, one such chairperson may be a member who is not currently serving on the Board; provided, however, that there shall at all times be at least one chairperson who is also a currently-acting Director. Committee members shall be appointed by the chair of the committee in consultation with the President.

EXECUTIVE: The President, Vice-President, Secretary and Treasurer shall constitute the committee. Other members may be added at the discretion of the Board. They shall be empowered to act on behalf of the Board in emergencies when it may be impractical or impossible to convene the Board. Minutes of Executive Committee meetings shall be submitted to the Board for review prior to the next regular meeting following such Executive Committee meeting.

NOMINATING: Shall recruit and nominate candidates for election to the Board as well as candidates to fill such vacancies as may arise between Annual Meetings, all provided that the prior consent of the nominees has been obtained. The Nominating Committee shall, by no later than the regular February Board meeting, submit its slate of proposed Board nominees to the sitting Board of Directors for its review and approval before its dissemination to the general membership for voting.

CONCERTS AND EVENTS: Shall plan concerts and events.

SCHOLARSHIP: Shall organize the annual scholarship competition. This includes preparing and distributing application forms, securing a date and location, selecting judges

and overseeing the awards. The Chairperson or a member of the Committee shall be a liaison with the schools involved. The Chairperson shall coordinate the Student Scholarship Winners' Recital with the Concerts and Events Chairperson.

COMMUNICATIONS: The Chairperson, assisted by members added to the Committee as needed, shall prepare and distribute a newsletter to members and to outside parties (as deemed desirable). The Committee is also responsible for developing and maintaining an internet website containing Club news and other pertinent information.

FINANCE AND INVESTMENT. Shall have oversight of all financial activities, including budget, expenditures, income, audit, reporting, and investments. The committee shall be composed of the Treasurer as Chair and a minimum of two other people.

PUBLICITY: Shall publicize all programs and special events.

MEMBERSHIP: Shall receive all membership applications, shall send out dues notices and past-due reminders and keep an up-to-date list of members.

DEVELOPMENT: Shall secure scholarship funds through solicitation of individuals, businesses and organizations in the community.

HISTORIAN: Shall keep programs, rosters, yearbooks, newspaper items, and other material pertaining to the organization.

SPECIAL COMMITTEES: Special Committees may be created and discharged from time to time by the Board.

Pursuant to Article VI, Committees shall be governed by the same provisions as those that govern the Board concerning meetings, notice and waiver of notice, quorum and voting requirements.

ARTICLE XI: FISCAL YEAR

The membership year shall be from January 1st to December 31st. The fiscal year shall be from October 1st to September 30th.

ARTICLE XII: AMENDMENTS

A two-thirds vote of the Board of Directors may amend, revise, add to, repeal or rescind these Bylaws or adopt new Bylaws at any meeting of the Board, provided that notice of the proposed change shall have been given to each Director in writing at least ten (10) days preceding the meeting.

ARTICLE XIII: RESOLUTION

The adoption of these Bylaws supersedes all previous Bylaws of the Naples Music Club.

ARTICLE XIV: DISSOLUTION. In the event the Naples Music Club is dissolved, the residual assets of the Naples Music Club shall be distributed and paid over to one or more charitable organizations as defined under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as designated by the Board.

Adopted January 8, 2009
As Revised February 3, 2011
As Revised October 6, 2011