

THE FLUTE SOCIETY OF GREATER PHILADELPHIA

A Pennsylvania Nonprofit Corporation

BYLAWS

ARTICLE 1: PURPOSES

1.1 The purposes of The Flute Society of Greater Philadelphia (hereinafter referred to as the “Corporation”) are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under § 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 2: OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the members of the board of directors of the Corporation (such members hereinafter referred to as the “Directors”) and such board of directors of the Corporation hereinafter referred to as the “Board”) may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE 3: MEMBERS

3.1 Not a Membership Corporation. The Corporation shall have no members.

3.2 Honorary Titles. The Directors may create such classes of “membership” (such as, by way of example and not by limitation, “Student Members,” “Basic Members,” “Family Members,” and “Corporate Members”) as the Directors see fit, but such persons and organizations shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (hereinafter referred to as the “Act”).

ARTICLE 4: DIRECTORS

4.1 Powers. The Directors shall have all powers and duties for the conduct of the activities of the Corporation, except as otherwise required by these Bylaws or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be an individual of full age, who need not be a resident of Pennsylvania.

4.3 Number, Election, and Term. The Board shall consist of not less than five (5) nor more than ten (10) persons. Directors shall be chosen every two (2) years by the Directors at

every other annual meeting of the Directors and shall serve for terms of two (2) years and until their successors are elected and qualified. Nothing contained herein shall prevent a Director from serving multiple terms.

4.4 Removal. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed from office without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.5 Quorum. A majority of all Directors, present in person at any duly convened meeting, shall constitute a quorum of the Board. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or by these Bylaws.

4.6 Vote. Each Director shall be entitled to one (1) vote.

4.7 Unanimous Consent of Directors in Lieu of Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.8 Annual Meeting. The annual meeting of the Directors shall be held prior to the last day of May of each year at the registered offices of the Corporation, or upon five (5) days' written or oral notice at such other time and place as the Directors shall determine.

4.9 Regular Meetings. Regular meetings of the Directors shall be held as determined by the Directors.

4.10 Special Meetings. Special meetings of the Directors may be called by the President of the Corporation or by one-quarter of the Directors in office at any time. At least five (5) days' written or oral notice stating the time, place, and purpose of any special meeting shall be given to the Directors.

4.11 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

4.12 Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

ARTICLE 5: OFFICERS

5.1 Positions, Election, and Term. The officers of the Corporation (hereinafter referred to as the "Officers") shall include, but need not be limited to, a President, one or more

Vice Presidents, a Secretary, and a Treasurer. A person may hold more than one office simultaneously except that the same person may not be both President and Secretary. The Officers shall be appointed by the Directors at the annual meeting of Directors and shall serve for a term of one (1) year and until their successors are elected and qualified. Those persons appointed as Officers shall be appointed from among the Directors.

5.2 Consecutive Terms. Officers may be appointed for any number of consecutive terms.

5.3 Duties. The duties of the Officers shall include, but are not limited to, the following:

(a) President. The President shall preside at all meetings of the Directors, shall generally supervise the business and affairs of the Corporation, and shall execute documents on behalf of the Corporation. The President shall be an *ex officio* member of every committee of the Board.

(b) Vice President(s). The Vice President(s) shall have such powers and perform such duties as the Board may prescribe or as the President may delegate.

(c) Secretary. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board, shall assure that appropriate notice is given for all meetings of the Board, and shall perform such other duties as may be prescribed by the Board or by the President.

(d) Treasurer. The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained, shall cause financial reports to be provided to the Board as requested (but not less often than once per year), and shall perform such other duties as may be prescribed by the Board or by the President.

5.4 Removal of Officers. Any Officer may be removed by the Board whenever, in its judgment, the best interests of the Corporation may be served thereby.

ARTICLE 6: COMMITTEES

6.1 Establishment. The Board may establish one or more committees of the Board to consist of one or more Directors (hereinafter referred to as the "Committees"); *provided, however,* that nothing shall prevent the Board from permitting non-Directors to serve on such Committees. Any such Committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no Committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board;
- (b) The adoption, amendment, or repeal of these Bylaws;
- (c) The amendment or repeal of any resolution of the Board;

(d) Action on matters committed by these Bylaws or by resolution of the Board to another committee of the Board.

6.2 Appointment of Members. Unless otherwise determined by the Board, and in accordance with Section 5.3(a) of these Bylaws, the Board shall appoint the members of all Committees of the Board.

6.3 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish advisory boards, which may include as members persons who are not members of the Board. Such advisory boards shall have no voting powers and shall have only such responsibilities and duties as are delegated to them by the Board or by the President.

ARTICLE 7: RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Director or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in such writing, and then from that date. The acceptance of such resignation shall not be required to make it effective.

7.2 Director Vacancies. If the position of any Director becomes vacant, by an increase in the number of Directors or by reason of death, resignation, disqualification, or otherwise, the Directors in office may choose a person or persons who shall hold office for the remaining term.

7.3 Officer Vacancies. If the position of any Officer becomes vacant, by an increase in the number of Officers or by reason of death, resignation, disqualification, or otherwise, the Directors in office may choose a person or persons who shall hold office for the remaining term.

ARTICLE 8: MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or outside of Pennsylvania as the Board may from time to time determine.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission, or by electronic mail, to that person's mailing address (or facsimile number, or e-mail address, as the case may be) appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or deposited with a courier service for delivery to such person or, in the case of facsimile or electronic mail, when dispatched. Such notice shall specify the place, day, and hour of the meeting and any other information that may be required by the Act or by these Bylaws.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time of giving notice, and attendance

of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because such meeting was not lawfully called or convened.

8.4 Electronic Mail. Any written communication or signature required or permitted by these Bylaws or the Act, including any unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE 9: LIABILITY AND INDEMNIFICATION

9.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take action, unless:

(a) The Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in § 5712 of the Act and any amendments and successor acts thereto; and

(b) Such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness;

Provided, however, that the foregoing provision shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

9.2 Other Rights. This article shall not be exclusive of any other right that the Corporation may have to indemnify any person as a matter of law.

ARTICLE 10: AMENDMENTS

10.1 The Articles of Incorporation of the Corporation and these Bylaws may be amended by a majority of all Directors at any duly convened meeting of Directors after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 11: MISCELLANEOUS

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August.

11.2 Conflicts of Interest. The Board shall adopt a policy on dealing with conflicts of interest.

11.3 Article and Section Headings. In interpreting these Bylaws, the headings of articles and sections shall not be controlling.

11.4 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such surety as the Board shall determine.

11.5 Subventions. The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.

11.6 Corporate Seal. The corporate seal of the Corporation, should one be desired, shall be in circular form and shall bear the name of the Corporation in addition to the words, "Corporate Seal, Pennsylvania 2002."

These Bylaws were adopted by the Board of the Corporation on January 11, 2003.

Suzanne Wray, Secretary