

Texas Federation of Music Clubs BYLAWS

Revised 2022 (2020, 2019, 2014, 2008)

ARTICLE I—Name

This organization shall be known as the Texas Federation of Music Clubs (TFMC) and shall be affiliated as a component part of the National Federation of Music Clubs (NFMC).

ARTICLE II—Mission

The mission of this organization is to bring into working relations with one another, music clubs and other musical organizations and individuals directly or indirectly associated with musical activity for the purpose of developing and maintaining high musical standards; to aid and encourage musical education and the promotion of American music and American artists; and to cooperate with the National Federation of Music Clubs in its specific plans for the advancement of music.

ARTICLE III—Membership

Section 1. Composition. Membership in the Texas Federation of Music Clubs shall be composed of:

- A. Music clubs and kindred organizations whose purpose is to encourage, develop and maintain high musical standards, and
- B. Individuals directly or indirectly interested in the promotion of musical activity.

Section 2. Divisions. The membership shall be in three divisions: Senior, Student/Collegiate, and Junior.

Section 3. Senior Division. The memberships of the Senior Division shall be classified as Active, Associate, or Honorary.

- A. The Active Membership of the Senior Division shall be either organizations or individuals.
 - 1. Organizations formed for the purpose of promoting the study or performance of music such as adult music clubs, choral societies, choirs, festivals, orchestral organizations, music teacher associations, family and other music groups shall be eligible for active membership.
 - 2. Individual membership shall be classified as Individual, Life, Subscriber, Donor, or Patron.
 - (a) Individual Member. Any individual interested in the advancement of music may become an Individual Member upon payment of annual dues as provided in Article X of these Bylaws. Active Individual Members are entitled to make motions, vote, and hold office. Only an Active Individual or Active Senior Club member has the right to form a Junior Club under the auspices of the NFMC Festivals.
 - (b) Life Membership shall be conferred upon an individual on the payment of the fee of \$200 covering Life Membership in TFMC and NFMC as provided in the NFMC Bylaws. A Life Member shall have all the privileges of active membership and be exempt from the payments of state and national annual dues. Life Membership is not transferable from one state to another state. An individual taking up residence in another state remains a Life Member of the State Federation through which the life membership fee was paid. If a Life Member wishes active participation in the affairs of the new state, that member shall pay dues for membership in that state, as provided in NFMC Bylaws.
 - (c) A Subscriber, Donor, or Patron shall be any individual who has given at one time --except as provided in (d) below--a sum of \$1,000, \$2,000, or \$10,000, respectively, for this specific purpose as provided in the Bylaws of NFMC. Such an individual shall have all the privileges of active membership and be exempt from the payment of state and national annual dues.

Such membership is not transferable from one state to another state, and the member remains a member of the State Federation through which the fee was paid. If the member wishes active participation in the affairs of the new state, the member must pay dues for membership in that state.

(d) Change in Class of Membership. A Life Member, a Subscriber, or a Donor may change to a higher membership status by paying the difference in fee.

B. Associate Membership

1. Organizations formed for the purpose of promoting a special musical project such as choral societies, orchestras/orchestral associations, opera companies/opera guilds, local alumni chapters of music fraternities or sororities, church choirs, church orchestras, church bands, and groups dedicated to the promotion of a concert series in their own community may become Associate Members. Such associate organizations may send representatives to meetings of TFMC but they shall be entitled neither to make motions nor to vote. Local music organizations holding regular meetings for the transaction of business and the presentation of a program shall not be eligible for associate membership, except those groups organized specifically to promote a musical project.
2. Honorary Membership may be conferred upon an individual who has achieved distinction in music or rendered signal service to TFMC. Candidates for this honor shall be unanimously recommended by the Board of Directors and selected by a unanimous vote of members present and voting at an annual meeting. An Honorary Membership may be revoked in the same manner. Honorary members shall not be entitled to make motions, vote or hold office. They shall be exempt from the payment of dues. The title of Honorary Member shall not preclude active membership for those who may desire active membership with its accompanying obligations of dues and service.

Section 4. Student/Collegiate Division. The membership of the Student/Collegiate Division shall be limited to young people between the ages of 19 and 26 and shall be classified as Individual or Associate.

- A. Individual Membership. An individual student may become a Special Active Member upon payment of dues as provided in Article X.
- B. Associate Membership. College groups, university music schools and departments, choruses, bands, orchestras and similar organizations with members in the 19-26-year age bracket who do not wish active participation in the business affairs of the TFMC may become Associate members upon payment of dues.

Section 5. Junior Division. The membership in the Junior Division shall be limited to individuals or organizations whose members are not over 18 years of age.

- A. The Individual Membership in the Junior Division may be either organization or individual.
 1. Organizations. All Junior music clubs, bands, orchestras, choirs, choruses or similar organizations whose members are not more than 18 years of age may become active members of the Junior Division.
 2. An individual in the Junior Division may become a Special Member upon payment of dues as provided in Article X.
- B. The Cradle Roll. Children from birth to five years of age shall be eligible for membership in the Cradle Roll, upon payment of the Cradle Roll fee as provided in Article X.

Section 6. Termination of Membership

- A. Resignation. Any organization in good standing may resign by sending written resignation to the TFMC Treasurer, who shall in turn notify the NFMC Treasurer and the president of the district in which the club is located.

- B. Forfeiture. If dues are not received by January 1, a member shall be considered delinquent and shall be so notified. Any member whose dues are in arrears for more than a year shall be considered to have forfeited membership and shall be dropped from the rolls.
- C. Reinstatement. Any organization which resigns in good standing may be reinstated on application, accompanied by current dues payment.

ARTICLE IV—Meetings

Section 1. There shall be an annual convention with the date and place to be decided by the TFMC President with the consent of the Executive Committee. The convention may be held by electronic means if deemed necessary by the Executive Committee. Ninety-day notice shall be given all voting members with an Official Call given with a thirty-day notice.

Section 2. A special session of TFMC may be called by the President upon a majority vote of the Board of Directors. Thirty-day notice of a special session shall be given. The purpose of the session shall be stated in the Call, and no other business shall be transacted. The special session may be held by electronic means if deemed necessary by the Executive Committee.

Section 3. Voting Body. The voting body of TFMC shall consist of all members in good standing in attendance. No absentee or proxy vote shall be permitted.

Section 4. Quorum. Twenty-five (25) qualified voters shall constitute a quorum for the transaction of business at the annual convention of TFMC. Qualified voters include those electronically registered and present.

ARTICLE V—Officers

Section 1. The officers of the TFMC shall be President, President-Elect, Vice Presidents, Recording Secretary, Treasurer, Parliamentarian, Historian, Auditor, and Corresponding Secretary. All officers shall be elected as provided in Article VIII, Section 1, except the Corresponding Secretary, who shall be appointed by the President.

Section 2. The President shall preside at all TFMC meetings, appoint all chairs, and perform all other duties pertaining to the office; shall be chair of the Board of Directors and act as a member ex-officio of all committees except the Nominating Committee, naming one of the members to serve as chair; and shall endorse all bills before any money is paid out by the Treasurer. In the event of a vacancy of an elected office, the President shall appoint a replacement to complete the term, subject to approval by the Executive Committee.

Section 3. The President-Elect shall assist the President in any way called upon and, in the absence or disability of the President, perform all duties of that office and succeed in office in case of a vacancy. The President-Elect shall chair the District Presidents Council and assist with orientation. The President-Elect shall oversee updating the TFMC Directory.

Section 4. The Vice President of Membership Extension shall promote Individual and Life Memberships throughout the year and conduct a breakfast meeting for Life Members at the annual convention. Duties shall include encouraging new membership growth in local clubs through articles in the state newsletter and sessions at the convention.

Section 5. The Vice President of Memorials and Endowments shall promote the Memorials and Honor Endowment Fund and all other TFMC endowment funds and shall receive and acknowledge contributions to all endowment funds, sending money to the TFMC Treasurer. This Vice President shall serve as an ex-officio member of the Finance Committee.

Section 6. The Recording Secretary shall keep a record in orderly fashion of the proceedings of all TFMC

and Board of Directors meetings, and shall send copies of the minutes to the TFMC President, President-Elect, Treasurer, and Finance Chair within thirty days. Minutes shall be British style (i.e., with a left-hand marginal index). This secretary shall have in custody all records and papers of TFMC.

Section 7. The Treasurer shall collect all dues and receive all money of TFMC, keeping an accurate account of all receipts and disbursements. Disbursements shall be paid by order of the President. The Treasurer shall send the President a monthly statement of cash receipts and disbursements and in May of each year furnish to each district president an accurate list of paid clubs, remitting in May the district pro-rata funds. The Treasurer shall make an itemized report of income and expense at all Board meetings and annual conventions and serve as a member of the Credentials Committee. Dues notices shall be sent to all clubs. The Treasurer shall be bonded, the amount to be decided by the TFMC Board.

Section 8. The Parliamentarian shall advise officers and members on points of parliamentary law when requested, using the most recent edition of *Robert's Rules of Order, Newly Revised* as an authority. The Parliamentarian shall sit near the President at all meetings.

Section 9. The Historian shall be responsible for receiving all historical materials and delivering them to the archives as directed by the Board of Directors. The Historian shall collect and preserve all printed matter pertaining to the history of TFMC.

Section 10. The Auditor shall examine the Treasurer's accounts annually and present a report at the annual convention. This officer shall make a qualified audit and file a report with the President at the close of the fiscal year following the election of officers.

Section 11. The Corresponding Secretary shall issue notices of meetings and conduct such official correspondence as is delegated by the President. The President appoints this officer.

ARTICLE-VI—Executive Committee

Section 1. Composition. The Executive Committee shall be composed of President, President-Elect, Recording Secretary, Treasurer, Parliamentarian, and Immediate Past President.

Section 2. Duties. The Executive Committee shall appoint all special committees and shall act for the Board of Directors in case of emergency during intervals between meetings of the Board. All actions of this committee shall be reported to the Board of Directors for approval.

Section 3. Meetings. The Executive Committee shall meet at the call of the President, or upon written request of three members.

Section 4. Quorum. Four members of the Executive Committee shall be considered a quorum.

Section 5. Business needing immediate attention which does not warrant a called meeting of the Executive Committee may be transacted by correspondence, telephone or electronic transmission.

ARTICLE VII—Board of Directors

Section 1. Composition. There shall be a Board of Directors with no fewer than 22 nor more than 75 members, composed of officers, heads of departments, standing committee chairs, district presidents and vice presidents. Past Presidents who are not Active members of the Board under Section 1 shall be Honorary Members of the Board of Directors.

Section 2. Meetings. The Board of Directors shall meet in regular session prior to the annual convention. The President and Executive Committee may call additional board meetings when needed. Board meetings may be held electronically. Fifteen members shall constitute a quorum.

A. Board meetings shall be open for informal sessions and closed for designated business sessions.

- B. Special meetings of the Board may be called by the President or upon request of five members to the President.

Section 3. Duties. The Board of Directors shall supervise all interests of TFMC and fill vacancies not otherwise provided for in the Bylaws. All business, other than routine matters, transacted by the Board of Directors shall be reported to the general membership at the next annual convention.

ARTICLE VIII—Elections

Section 1. Officers of TFMC shall be elected at the annual convention prior to July 1 of odd-numbered years for a term of two years. Officers may be nominated and, if elected, serve a second term of two years—for a total of four years.

- A. No person shall be elected to office who has not served as a member of the Board of Directors for at least two years.
- B. No officer, except Treasurer and Historian, shall be allowed to serve longer than two consecutive two-year terms in the same office, except a member who is serving an unexpired or appointive term at the time of election.

Section 2. Nominating Committee

- A. There shall be a Nominating Committee, composed of one member from each district, appointed by the President at the annual convention in the even-numbered years. The President shall appoint one member to serve as chair.
- B. This committee shall prepare a full slate of officers, which shall be published in the state newsletter no fewer than 30 days prior to the election.

Section 3. The report of the Nominating Committee shall be read on the first day of the business session of the annual convention, at which time further nominations may be made from the floor. Elections shall be by ballot except that the election may be by acclamation when there is one nominee for a position. A majority vote is necessary to elect.

Section 4. Term of Office. Officers shall assume their duties as of July 1 (the beginning of the fiscal year) in odd-numbered years. TFMC Officers shall be installed at the convention.

ARTICLE IX—Departments and Committees

Section 1. The work of TFMC shall be carried on by departments and committees as provided in the NFMC Standing Rules.

Section 2. All department and committee chairs shall compile and present written reports of their work to the Board at the annual convention.

ARTICLE X—Dues and Finance

Section 1. Source of Income. The finances of TFMC shall be derived from the payment of dues, earnings, gifts and from such other sources as shall be approved by the Board, subject to the rules of the charter granted by the State of Texas and the laws governing not-for-profit corporations and the provisions of these Bylaws.

Section 2. The Fiscal Year shall be from July 1 of one year through June 30 of the succeeding year.

Section 3. Payment of Dues and Fees. Membership dues shall be paid directly to the TFMC Treasurer who shall forward National dues and fees to the NFMC Treasurer at designated intervals.

Section 4. Due Date. All dues shall be received by the TFMC Treasurer by dates specified in the Standing Rules.

Section 5. Forfeiture and Reinstatement of Membership. See Article III.

Section 6. The Finance Committee shall be composed of three members who have some finance experience. Each TFMC President will appoint one member to serve a six-year term replacing the member rotating off the committee. The TFMC President shall appoint the chair. Members may serve two consecutive terms. Ex-officio members of this committee shall be President, President-Elect, Vice President of Memorials and Endowments, Treasurer and Auditor.

Section 7. Dues amounts are listed in the TFMC Standing Rules of these Bylaws.

ARTICLE XI—TFMC Endowment Funds

Section 1. Endowments administered by TFMC are established to promote and encourage musical excellence in Texas. All endowment, award, scholarship and project money administered by TFMC is collected and expended by the TFMC Treasurer with oversight by the Finance Committee and consent of the Board of Directors.

TFMC shall honor all endowment and award agreements, Bylaws, and 501 (c) (3) IRS rules. Financial books shall be reviewed annually. A maximum of ten percent (10%) of endowment earnings may be deducted annually for TFMC administrative costs if needed.

Section 2. The Texas Endowment Fund for memorials and honorariums was established to enhance and broaden the purposes of the TFMC. The funds are derived by donations from those wishing to perpetuate the memory of or give signal recognition to individuals, clubs, officers, or organizations. The minimum donations to have names permanently recorded are:

- Honor Roll - \$100
- Club Pioneer Roll - \$25
- Club Presidents Roll - \$20
- Recognition Honor Roll - \$20.

Honorees' names are permanently placed on the lists of memorials, pioneer roll, club presidents, or outstanding service. Minimum donation is \$20.00. Funds shall be retained intact, and only the earnings may be expended for prizes, awards, scholarships, or any cause deemed worthy to enhance or promote the work of TFMC.

The chair shall acknowledge both honorees and donors and keep accurate and timely records. The TFMC Treasurer shall invest the money with oversight by the Finance Committee and the TFMC Board.

Section 3. The Edna Ocker Endowment shall be used to promote good music in any way deemed best by the TFMC Executive Committee. Only the earnings shall be spent. This endowment was established to help bring Young Artists to Texas annually.

Section 4. The Leake J. Ward Music Therapy Scholarship Endowment shall be awarded to college sophomores, juniors or seniors already enrolled in courses leading to a music therapy degree, in an accredited Texas college approved by TFMC. It is funded from the earnings derived from a \$15,000.00 gift and shall be administered by a chair appointed by the President.

The chair shall publicize the award to Texas colleges that offer a music therapy degree and provide rules, requirements and application forms. Information for applying is also given on the TFMC website. Application deadline is March 1 annually. The winner shall be announced by March 15 each year.

In the years when there is no music therapy applicant, awards may be made to other worthy music students, with the approval of the Executive Committee.

Section 5. The Texas Century Club Endowment was established to fund scholarships for Texas students who qualify to attend Opera in the Ozarks at Inspiration Point Fine Arts Colony in Eureka Springs, Arkansas. The earnings of the endowment, but none of the principal, shall be used, and the endowment shall be administered by TFMC. The recipient(s) shall be selected by the scholarship committee in conference with the artistic director of IPFAC. (The original endowment was established in recognition of the 100th anniversary of the NFMC.) *Amended 3/21/14*

Section 6. The J. C. Jr. and Robert Dyer Memorial Strings Endowment was established to encourage and assist high school string students. The endowment is administered by TFMC. The Dyers selected a committee of three TFMC members to administer the awards from the earnings. The President of TFMC, with consent of the committee members, shall name replacements for any resigning/retiring committee members. The committee shall handle all mechanics of administering the endowment. *Amended 3/21/14*

Section 7. The Christmann Endowment Honoring Past State Presidents was established in 2007 by Francis Christmann, TFMC Past President 1976-1978, to further opportunities in the lives of young musical artists. Only the earnings may be spent annually. The earnings may be added to other endowed scholarships. The endowment shall be administered by TFMC with the Finance Committee allocating the earnings and making recommendations to the TFMC Board for approval. *Amended 3/21/14*

Section 8. The Yellow Rose Society was formed in 2013 to preserve the legacy of Mary Prudie Brown, past NFMC and TFMC President. Contributions of \$500 created the \$10,000 endowment to enrich the existing Mary Prudie Brown PNP award at IPFAC and enable the award to be given annually. Additional contributions shall be used to create an endowment to remain in TFMC and used for projects determined by the TFMC Executive Committee. *Added 3/21/14*

Section 9. The Doris Ann Stanford Endowment of \$38,000, established in 2015 in memory of Doris Ann Stanford, may be used annually for prizes, scholarships or causes deemed worthy to enhance or promote the goals of TFMC. The endowment shall be administered by the Finance Committee. *Added 3/28/2019*

Section 10. A minimum of \$8,000, which may be paid over a three-year period, is required to establish a new endowment award or project to be administered by TFMC. Smaller amounts shall be used to supplement established endowments or projects. *Amended 3/21/14 and 3/28/19*

ARTICLE XII—Past Presidents Assembly

Section 1. There shall be a Past Presidents Assembly which shall operate under the laws of the National Federation of Music Clubs. The main objective of the Past Presidents Assembly shall be to provide funds for awards for the Young Artist auditions.

Section 2. Memberships and Dues

- A. To be eligible for membership in the Past Presidents Assembly, a person must be a past president of the NFMC, a State Federation, a National Associate organization, a District, or any Senior, Student or Junior organization holding memberships in the NFMC.
- B. Dues for membership in the Past Presidents Assembly shall be \$2.00 per year, one-half of which shall be sent to the NFMC Treasurer and one-half deposited in the Past Presidents Assembly Fund. Members are urged to make additional contributions, which--unless otherwise designated--are for NFMC.
- C. The State portion of PPA dues may be used to present NFMC's Young Artist Audition winners on state convention programs as PPA funds permit, and as approved by the Executive Committee. Additionally, funds may be used for audition expenses for Texas Young Artists as approved by the Executive Committee.
- D. Past Presidents Assembly funds in excess of \$5,000.00 shall be invested for the most advantageous rate of returns, and earnings accrued shall revert to the Past Presidents Assembly Fund.

Section 3. The Immediate Past President of the State shall serve as chair of this body, assist with sending reminders and ensuring dues are submitted to the TFMC Treasurer, and keep an accurate account of the standing of all PPA members.

Section 4. Chapters of the Past Presidents Assembly may be organized in a district or local club. Five or more members in good standing will be required for the organization of a district chapter, and three or more for a local chapter.

Section 5. A Charter will be issued by the National Chair of Past Presidents Assembly when a group meets these requirements and agrees to make an annual contribution to the National Young Artist Award Fund over and above dues as provided above and pays the charter fee of \$2.00.

Past presidents of TFMC form a chapter of the Past Presidents Assembly, holding Charter #758.

ARTICLE XIII—TFMC Districts

The State shall be divided into organized districts which shall be self-governing but subject to the policies of the TFMC. All members joining the TFMC become, automatically, members of their respective districts. Districts must use TFMC in their titles.

ARTICLE XIV—District Presidents Council

Section 1. There shall be a Council, comprised of the Presidents of the Districts of the TFMC, organized for the purpose of discussing district activities and the correlation of state and district work.

Section 2. The Council shall be under the direction of the TFMC President-Elect and shall meet during board meetings and at the annual meeting.

ARTICLE XV—National Representation

Section 1. TFMC shall be represented at the NFMC meetings by the President, or a duly elected alternate.

Section 2. The TFMC Board shall elect a past state president to serve as State Representative on the NFMC Board for two years with a limit of four years. The TFMC Board may recommend one or more nominees for Member-at-Large on the NFMC Board.

As provided in the NFMC Bylaws, no person shall serve as a first-time state president of the state federation and as a member of the NFMC Board of Directors at the same time.

Section 3. The President shall send the name of the nominee(s) for the NFMC Board, together with qualifications and assurance of willingness to serve, to the chair of the Nominating Committee of the NFMC. Such names and qualifications must reach the committee before November 1.

ARTICLE XVI—Publications

A newsletter shall be issued no fewer than four times each year. The newsletter shall be posted on the TFMC website and electronically distributed as defined in the Standing Rules.

ARTICLE XVII—Seal

The official seal of the Texas Federation of Music Clubs shall be the Texas State Seal (Lone Star surrounded by a wreath of wheat and oak leaves) with one measure of “Texas, Our Texas” (Marsh) at the bottom. This seal shall be used on all official TFMC papers.

ARTICLE XVIII—Parliamentary Authority

The most recent edition of *Robert's Rules of Order, Newly Revised*, shall govern the proceedings of this organization in all cases not covered by these Bylaws, its Charter or the Standing Rules.

ARTICLE XIX—Opera in the Ozarks at Inspiration Point Fine Arts Colony

Section 1. Texas shall be a supporting state in the South Central Region of NFMC at Inspiration Point Fine Arts Colony in Eureka Springs, Arkansas. TFMC is entitled to at least two members on its governing board, to be elected by the TFMC Board of Directors.

Section 2. A TFMC Board to promote IPFAC shall be established, consisting of at least six members, to be elected from the IPFAC membership at their annual meeting. These Board members shall serve for one year, with the privilege of reelection.

ARTICLE XX—Amendments

These Bylaws may be amended at any annual convention by a two-thirds vote of the delegates present and voting, provided the proposed amendment has been submitted in written form to all active members at least one month prior to the annual convention.

ARTICLE XXI—Hold Harmless Provision

The elected or appointed officers, members of the Board of Directors, and appointed committee members serve by the authority granted in the TFMC Bylaws.

In accepting election or appointment to such positions, each officer, board member or committee member understands and acknowledges that each such person shall be held harmless and shall not be personally liable either jointly or severally, as to any action taken or not taken during his or her service to TFMC as an officer, board member, or committee member, provided; however, that the foregoing shall not eliminate or limit:

1. the liability of any such member if a judgment or other final adjudication adverse to such established that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, or that he or she personally gained a financial profit or other advantage to which he or she was not legally entitled;
2. the liability of any such member for any act or omission on his or her part prior to the adoption of the foregoing policy.

ARTICLE XXII—Dissolution of the Corporation

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Director shall determine.