

# SOCIETY FOR THE PRESERVATION AND ADVANCEMENT OF THE HARMONICA

## CONSTITUTION

### ARTICLE I. NAME

This organization shall be known as the Society for the Preservation and Advancement of the Harmonica Incorporated, also known as SPAH Inc., a non-profit corporation.

### ARTICLE 2. OBJECTIVES

The objectives of this organization are to cultivate, develop, foster, preserve, promote, educate, advance and improve the art of harmonica playing and the harmonica generally.

To associate in an organization with persons interested in the harmonica. To gather and disseminate information pertaining to the harmonica, harmonica playing and musical literature pertaining thereto, among the membership. To encourage the promotion and establishment of subsidiary chapters to preserve and advance the purpose of this organization.

The promotion and stimulation of a true fraternal feeling among the membership as a whole.

### ARTICLE 3. OFFICERS

The officers of this organization shall be President, Vice President, Secretary, and Treasurer who will serve as the Executive Committee. The Vice President, Secretary and Treasurer will be entitled to vote at any Board of Directors Meeting attended. The President shall be entitled to vote in the event of a tie.

### ARTICLE 4. DIRECTORS

The Directors shall consist of a minimum of three (3) and a maximum of six (6) members appointed by the Executive Committee to act in such capacity as Membership Director, Harmonica Happenings Director/ Editor and Convention Director or any other capacity as designated by the Board. All directors shall be entitled to vote at any Board of Directors Meeting attended.

### ARTICLE 5. MEMBERSHIP

A person who has declared his or her intention of becoming such, may apply for membership according to the manner provided in the Bylaws.

### ARTICLE 6. CLASSIFICATION OF MEMBERSHIP

Members shall be classified at the time that payment is made of the annual dues as Registered Harmonica Enthusiast, Honorary member, or Family member. Qualification of the member shall be determined in accordance with the Bylaws.

## ARTICLE 7. FUNDS

Insofar as shall be necessary to carry out the foresaid purposes, to acquire, own, sell, mortgage, lease, improve, invest and deal in real and personal property, and to raise funds by dues, initiation fees, assessments, and in other manners as may be necessary or convenient to effectuate the foregoing purposes.

## ARTICLE 8. DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE 9. GENERAL PROVISIONS

The terms and manner of admission to membership, the rights and duties of members, the manner of filling all vacancies, time and place of meetings, and all other matters concerning the government of the organization, shall be determined by the Bylaws; provided however, that they do not conflict with this Constitution.

## BYLAWS

### OF

### THE SOCIETY FOR THE PRESERVATION AND ADVANCEMENT OF THE HARMONICA

#### ARTICLE 1. OFFICES

The principal office of the corporation in the State of Michigan shall be located in the City of Troy, County of Oakland. The corporation may have such other offices, either within or without the State of Michigan, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent whose office is identical with such registered office, as required by the Michigan Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Michigan.

#### ARTICLE 2. MEMBERS

##### SECTION 1. CLASSES OF MEMBERS.

The corporation shall have three (3) classes of members. The designations of such classes and the qualifications and rights of the members of such classes shall be as follows:

Registered Harmonica Enthusiast - Individuals

Honorary members – Designated by Executive Committee. Past Presidents who have served in good standing, as determined by the board of directors, will be granted a perpetual Honorary Membership

Family members – Includes member, spouse, and children under the age of 16

##### SECTION 2. APPROVAL OF MEMBERS

Types of memberships and dues structure will be determined by the Board of Directors.

##### SECTION 3. VOTING RIGHTS

All classes of members 16 years of age and older shall be entitled to one vote on each matter submitted to a vote of the members.

##### SECTION 4. TERMINATION OF MEMBERSHIP

The Board of Directors, by affirmative vote of a quorum of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

SECTION 5. RESIGNATION

Any member may resign by stopping payment of dues or by resigning in writing to SPAH.

SECTION 6. REINSTATEMENT

Except where a membership has been terminated or suspended by the Board of Directors, a member may reinstate his/her membership by paying the annual membership fee.

A member who has been terminated or suspended by the Board of Directors must file a written request with the Secretary. The Board of Directors may, by an affirmative vote of the majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP

Membership in this corporation is not transferable or assignable.

ARTICLE 3. DUESSECTION 1.

Effective July 1, 1981, dues shall be payable in advance of the first day of January in each calendar year.

SECTION 2.

In the event the dues have not been paid prior to January 1, the member, after due notice from the Secretary, by mail, sent to the last address filed by the Member with SPAH Inc. shall be automatically lapsed as of February 1st of the current calendar year.

SECTION 3.

Members who have discontinued their membership voluntarily may rejoin by paying the full current annual payment for that year.

SECTION 4.

The Board of Directors may revise dues as necessary, from time to time.

ARTICLE 4. MEETINGS OF MEMBERSSECTION 1. ANNUAL MEETING

An Annual Meeting of the membership will be held between July first (1) and September thirtieth (30) to receive reports from the Board of Directors and to conduct any business to come before the membership. Beginning in 1997 and recurring every third year, the election of Officers will take place.

## SECTION 2. SPECIAL MEETINGS

Special meetings may be called by the President and/or Board of Directors.

## SECTION 3. PLACE OF MEETING

The Board of Directors may designate any place, either within or without the State of Michigan, as the place of meeting for any annual, biennial, or special meeting called by the Board of Directors. This meeting may be in person, telephone, or Internet chat room.

## SECTION 4. NOTICE OF MEETINGS

Written notice stating the place, day and hour of any meeting of members shall be delivered, by mail or email, to each member entitled to vote at such meeting, by or at the direction of the President, or the Secretary, or the officers calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the Notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the roster of the corporation.

## SECTION 5. INFORMAL ACTION BY MEMBERS

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so takes, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

## SECTION 6. QUORUM

Thirty (30) members in good standing shall constitute a quorum at an annual or special meeting. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting from time to time without further notice.

## SECTION 7. PROXIES

A member entitled to vote may vote by proxy executed in writing by his duly authorized attorney-in-fact. No proxy shall be valid after the termination date, unless otherwise provided in the proxy.

## ARTICLE 5. NOMINATIONS AND ELECTIONS

### SECTION 1.

Commencing in 1997 and recurring every third year thereafter, election of Officers, and/or Board of Directors of SPAH, Inc shall take place between April 1 and July 1. The installation of the new Officers and/or Board of Directors shall take place at the first meeting of the Board of Directors following the convention.

## SECTION 2.

Commencing in 1997 and recurring every third year thereafter, nominations of candidates for Officers and Board of Directors shall be made by mail.

No Member shall be nominated unless in good standing for one (1) year immediately prior to such nomination, nor for more than one office. No member shall make more than one nomination for the same office and no nominations shall be considered valid unless the consent of the nominee has been previously obtained.

All candidates who are eligible shall have their names placed on a ballot clearly showing the office they are competing for. When the ballots are counted, the candidates receiving the most votes for the office of President./Vice President shall be declared elected.

## SECTION 3.

All members in good standing with dues paid are eligible to vote at the General Election.

## SECTION 4.

All voting will be by "Absentee Ballot." There will be no voting "in person." No ballots will be mailed by SPAH Inc., nor available at the General Membership Meeting. Ballots will be sent to members via the Spring Issue of the SPAH magazine, *Harmonica Happenings*, with all proper voting procedures outlined therein.

## SECTION 5.

In the event that the office of President, Vice President, Secretary, or Treasurer, shall become vacant through resignation, death, or for any other cause, the Executive Board shall, as soon as possible, elect an eligible member to any such vacant office from the general membership (which shall include Board Members) to fill the vacancy for the unexpired term.

## SECTION 6.

All voting will be by mail under the supervision of, and in conformity with, procedures established by the Election Committee chosen by the Executive Board and published in *Harmonica Happenings*.

## SECTION 7.

Following the close of balloting, the Election Committee will count the ballots. Winners will be announced in the issue of *Harmonica Happenings* published before the Annual Convention.

## SECTION 8.

All nominations and elections of SPAH Inc officers must be held in conformity with the Bylaws. A member of SPAH Inc, who is entitled to vote at an election, may challenge the conduct or results of such election by filing, within ten (10) days following the counting of the ballots, a charge with the Secretary of SPAH Inc.

SECTION 9.

Any member found guilty of the following violations of these absentee voting laws shall be expelled from SPAH Inc.

1. Making fraudulent request for a ballot or requesting a ballot for another member without obtaining his signature.
2. The attempt of any officer or member to tamper with or change, destroy, discard or secrete any ballot or ballots or requests for ballots.
3. Any attempt of any member to circumvent the honest intent and purpose of the above rules.
4. Any member voting, or attempting to vote illegally, or more than once, if found guilty shall be penalized by expulsion from SPAH Inc.

SECTION 10.

A candidate asking for a recount where the difference is more than five (6) votes shall be required to pay the expense of such recount. Should the candidate petitioning for the recount be elected, then SPAH Inc. shall defray the expense of the recount. All candidates asking for a recount must do so within twenty-four (24) hours after the official announcement of the outcome of the election.

Any member divulging any matter pertaining to the secrecy of the ballots, or any member attempting to secure any information from any election official pertaining to the secrecy of the ballots, shall be penalized by expulsion from SPAH Inc.

SECTION 11.

All ballots received after midnight on July 1<sup>st</sup> shall be declared void

SECTION 12. MANNER OF VOTING

A majority of votes is necessary for a matter to be approved.

ARTICLE 6. BOARD OF DIRECTORSSECTION 1. GENERAL POWERS

The affairs of the corporation shall be managed by its Officers and Directors which constitutes the Board of Directors. Officers and Directors need not be residents of the State of Michigan.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS

The number of Directors shall be a minimum of three (3) and a maximum of five (6). Each Director shall hold office until the next triennial meeting of members and until his successor shall have been elected and qualified by the Executive Committee.

### SECTION 3. REGULAR MEETINGS

The Board of Directors will hold regular meetings throughout the year beginning following the convention without other notice than this By-Law to conduct the business of SPAH Inc. These meetings may be conducted in person, by telephone, or Internet chat room.

### SECTION 4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place either within or without the State of Michigan, as a place for holding any special meeting of the Board. These meetings may be conducted in person, by telephone, or Internet chat room.

### SECTION 5. NOTICE

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by notice via US Mail, email or telephone.

### SECTION 6. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting, without further notice, from time to time, until a quorum shall have been obtained.

### SECTION 7. MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. All Directors may vote on issues brought before the Board of Directors.

### SECTION 8. VACANCIES

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of the majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

### SECTION 9. COMPENSATION

By resolution of the Board of Directors, officers may receive salaries for their service; by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular monthly and/or special meeting of the Board. The salaries of officers shall not be increased or diminished except at the Annual Meeting of the Board of Directors.

### SECTION 10. INFORMAL ACTION BY DIRECTORS

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a quorum of Directors.



## SECTION 11. INDEMNIFICATION

The Corporation shall indemnify any and all of its Directors and Officers, and their heirs, Executors, and Administrators against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of being or having been a Director or Officer, or by reason of any action of commission or omission, vote, decision, statements in writing which they or any of them in good faith do or make in the course of the discharge of their duties to the Corporation, reasonably believing that their conduct, act, vote, decision, statement, or writing is lawful and in the best interest of the Corporation.

The Corporation, acting by its Board of Directors, shall have the power to indemnify any and all of its Employees not entitled to indemnification by the paragraph above, and their Heirs, Executors, and Administrators against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of being or having been an Employee or by reason of any action of commission or omission, vote, decision, statement or writing which they or any of them in good faith do or make in the course of the discharge of their duties to the Corporation, reasonably believing that their conduct, act, vote, decision, statement, or writing is lawful and in the best interest of the Corporation.

The Corporation, acting by its Board of Directors, shall have power to purchase and maintain insurance on behalf of any of the persons above mentioned in this article, against the liability above described or otherwise.

The rights of indemnification under this Article shall inure to the benefit of individuals covered thereby for any action, suit, or proceeding maintained against them because of their past association with the Corporation.

The Corporation may employ competent counsel to defend any individual entitled to indemnification hereunder in any action, suit or proceeding and defray all fees, costs, awards, and judgments as may follow with respect to such proceedings or litigation, provided, however, that the Corporation shall not exonerate any such individual from any liability, costs or expenses which he or she shall have incurred or may incur by settlement between parties, unless the Corporation shall agree to such settlement in advance.

## ARTICLE 7. OFFICERS

### SECTION 1.

The officers of the Corporation shall be President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), Secretary, and Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers as it shall deems desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors.

### SECTION 2. ELECTION AND TERM OF OFFICE

Beginning in 1997 and every third year thereafter, officers shall be elected following procedures stated in Article 5. If the election of officers shall not be held in accordance with Article 5, such election shall be

held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

SECTION 3. REMOVAL

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 4. VACANCIES

A vacancy is any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. The Board of Directors, may waive the one year membership, referred to in Article 5, Section 2, to fill vacancies with the exception of the offices for President, Vice President or Treasurer,

SECTION 5. PRESIDENT

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delineated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE PRESIDENT

In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President.

SECTION 7. TREASURER

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in the sum and with such sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 9 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President. An annual compilation of the books shall be performed by a C.P.A. engaged by the Board of Directors.

## SECTION 8. SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President.

## ARTICLE 8. COMMITTEES

### SECTION 1. COMMITTEES OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the Directors in office, may appoint or designate one or more committees, each of which shall consist of one or more Directors, which Committees, to the extent provided in said resolution, shall have the authority of the Board of Directors. The Board of Directors may not authorize certain powers to these committees:

- (a) amending, altering or repealing the Bylaws;
- (b) amending the articles of incorporation; restating articles of incorporation;
- (c) adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation;
- (d) authorizing the voluntary dissolution of the corporation or revoking the proceedings therefore; adopting a plan for the distribution of the assets of the corporation;
- (e) fill vacancies in the Board;
- (f) fix compensation of the directors for serving on the board or on a committee;
- (g) terminate membership

### SECTION 2. OTHER COMMITTEES

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

### SECTION 3. TERM OF OFFICE

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### SECTION 4. CHAIRPERSON

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

### SECTION 5. VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### SECTION 6. QUORUM

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### SECTION 7. RULES

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE 9. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

### SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President or a Vice President of the corporation.

### SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE 10. CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. The name and address of each

member and the date of issuance of the certificate shall be entered on the records of the corporation

ARTICLE 11. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and also keep minutes of the proceedings of its members. Board of Directors and committees, having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 12. ACCOUNTING YEAR

The corporation will operate on a calendar year basis beginning January 1 and ending December 31 of the same year

ARTICLE 13. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Michigan Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 14. AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a quorum of the Directors.