

SUZUKI MUSIC ASSOCIATION OF CALIFORNIA

BY-LAWS

(Updated July 2005)

1. ORGANIZATION

1.1 Name. The name of this organization shall be the Suzuki Music Association of California (SMAC). This organization may change its name in the same manner as these By-laws may be amended, as hereinafter provided.

1.2 Seal. This organization may adopt a seal in such form as may be designed by the Board of Directors.

1.3 Purpose. This organization acts as the governing authority in matters having to do with the propriety and legality of functions in the operations of various Branches and their Chapters.

2. MEMBERSHIP

2.1 Membership in this organization shall be open to all who are interested in the purposes of the organization as set forth in the Articles of Incorporation. The Board of Directors may establish Classifications of membership and dues (or exemption from dues) for each class, in its sole discretion.

2.2 There shall be two classifications of membership in the Corporation: Teacher Members and Honorary Members. Teacher Members of the Corporation shall be those Suzuki teachers who have subscribed to the purposes of the organization as set forth in the Articles of Incorporation and have submitted an Application for Teacher Membership along with the appropriate dues. Teacher Members are entitled to all the privileges of office, including the right to vote and hold office, and to receive individual issues of any newsletter published by the Association and access to other support and services as the organization may from time to time devise.

Honorary Life Members of the Corporation shall be elected at the annual Meeting of the Corporation, shall become members immediately following such meeting, and shall hold membership permanently without payment of annual dues.

A majority of the Board, including the President and President-elect shall be teacher members.

Only those Teacher Members who have in force a fully paid annual membership fee and all Honorary Members are eligible to vote in the annual Membership Meeting. Voting Members are eligible to vote and hold office 45 days after the appropriate membership application is acknowledged by the Corporation.

Branches may have a category of Family Members; any Family dues remain in the Branch.

3. MEETINGS OF MEMBERS

3.1 Annual Meeting. The Annual Membership Meeting of this organization shall be held on a selected day of June, July, or August in each year, or as soon thereafter as practicable, and shall be held at a place and time to be determined by the Board of Directors.

3.2 Special Meetings. Special Meetings of the membership may be called by resolution of the Board of Directors or by the President and shall be called by the President or Secretary upon written request (stating the purpose or purposes of the meeting) of a majority of the Board or at least one-tenth of the membership. Only business related to the purposes set forth in the notice of such special meeting may be transacted thereat.

3.3 Notice of Meetings; Waiver of Notice. Written notice of each membership meeting shall be given to each member, except that (a) it is not necessary to give notice to any member who signs a Waiver of Notice before or after the meeting, and (b) no notice of any adjourned meeting need be given except when required by law. Each notice of meeting shall be given personally or by mail, e-mail, telephone or telegram, no less than ten or more than fifty days before the meeting and shall state at whose direction the meeting is called and the purposes for which it is called. Such notice, if mailed, shall be considered given if mailed to a member at his address as recorded on this organization's records.

3.4 Quorum. The presence in person or by proxy of one-twentieth or 15, whichever is fewer, of the members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present or any officer entitled to preside at or to act as Secretary of the meeting may adjourn the meeting for up to thirty days until a quorum is present. At any such adjourned meeting at which a quorum is present, any action may be taken which might have been taken at the meeting as originally called.

3.5 Voting. Each Teacher Member and Honorary Member shall be entitled to one vote. Corporate action to be taken by membership vote, including the election of the Board of Directors, shall be authorized by a majority of the ballots cast by mail, electronic mail, or at a membership meeting, except as otherwise provided by law.

4. BOARD OF DIRECTORS

4.1 Number, Qualification, Election and Term of Office of Directors. The affairs of this organization shall be managed by a Board of Directors consisting of at least five members. Each Branch shall nominate a Representative to the SMAC Board to be approved by the membership. The number of Directors may be changed by resolution approved by the members of the Corporation at a meeting duly held, but no decrease may shorten the term of any Incumbent Director. One-third of the Directors, in rotation, shall be elected at each Annual Membership Meeting for a three-year term, and shall hold office until the election of their respective successors. Directors may be re-elected for a second three-year term, but must be off the Board for at least one three-year period.

4.2 Quorum and Manner of Acting. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting except as

provided in Section 4.7 of these By-laws. Action of the Board shall be authorized by the vote of a majority of the Directors present at the time of the vote if there is a quorum, unless otherwise provided by law of the By-laws, or by unanimous written consent.

4.3 Annual Meetings. Annual Meetings of the Board of Directors, for the election of officers and consideration of other matters, shall be held either (a) without notice immediately after the Annual Membership Meeting and at the same place, or (b) as soon as practicable after the Annual Membership Meeting, on notice provided in Section 4.5 of these By-laws.

4.4 Special Meetings. Special Meetings of the Board may be called by the President or by any of the Directors. Only business related to the purposes set forth in the notice of meeting may be transacted at a Special Meeting.

4.5 Notice of Meeting; Waiver of Notice. Notice of the time and place of each Special Meeting of the Board and of each Annual Board Meeting not held immediately after the Annual Membership Meeting and at the same place, shall be given to each Director by mailing it to him at his residence or usual place of business at least three days before the meeting or by electronic mail, or by telephoning or telegraphing it to him at least two days before the meeting. Notice of the Special Meeting shall also state the purpose or purposes for which the meeting is called. Notice need not be given to any Director who submits a signed Waiver of Notice before or after the meeting.

4.6 Resignation or Removal of Directors. Any Director may resign at any time. Any or all of the Directors may be removed at any time, either with or without cause, by vote of the members at a meeting duly held, and any of the Directors may be removed for cause by the Board of Directors.

4.7 Vacancies. Any vacancy on the Board, including one created by an increase in the number of Directors, may be filled for the unexpired term by a majority vote of the remaining Directors, though less than a quorum.

4.8 Compensation. Directors as such shall not receive any stated salaries for their services, but, by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular and special meetings of the Board. Nothing herein contained shall be construed to preclude any Director from performing services for the Corporation in any other capacity and receiving compensation thereafter .

5. COMMITTEES

5.1 Executive Committee. The Board, by resolution adopted by a majority of the entire Board, may designate an Executive Committee of three or more Directors which shall have all the authority of the Board except the power to adopt, amend or repeal the By-laws. The Executive Committee shall serve at the pleasure of the Board. All action of the Executive Committee shall be reported to the Board at its next meeting. The Executive Committee shall adopt rules of procedure and shall meet as provided by those rules or by resolutions of the Board.

5.2 Other Committees. The Board, by resolution adopted by a majority of the entire Board, may designate other committees of Directors or members to serve at the Board's pleasure and with such powers and duties as the Board shall determine.

6. OFFICERS

6.1 Number. The executive officers of the Corporation shall be the President, President-elect, Secretary, and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 Election; Term of Office. The executive officers of the Corporation shall be nominated and elected by the Board. Each such officer shall hold office until the election of his successor except as provided in these By-laws.

6.3 Subordinate Officers. The Board may appoint subordinate officers (including Assistant Secretaries and Assistant Treasurers), agents or employees, each of whom shall hold office for such period and have such powers and duties as the Board determines. The Board may delegate to any executive officer or to any committee the power to appoint and define the powers and duties of any subordinate officers, agent, or employees.

6.4 Resignation and Removal of Officers. Any officer may resign at any time. Any officer elected or appointed by the Board or appointed by an executive officer or by a committee may be removed with cause by a majority of the Board.

6.5 Vacancies. A vacancy in any office may be filled for the unexpired term in the manner prescribed in Section 4.7 of these By-laws.

6.6 President. The President shall be the chief executive officer of this organization and shall preside at all meetings of the Board and of the membership. Subject to the control of the Board, he shall have general supervision over the affairs of this organization and shall have such other powers and duties as the Board assigns to him. The President may also notify members and directors of meetings, in addition to the Secretary.

6.7 President-Elect. The President-Elect shall assist the President in such manner as the Board or the President decides. He shall acquaint himself with the overall duties of the Presidency in preparation for assuming that office. In the event of the absence or inability of the President to exercise his office, the President-Elect shall become acting President until the next meeting of the Board of Directors, with all the powers of the President as if he had been duly elected as such.

6.8 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of the Corporation's books and accounts. Subject to the control of the Board, he shall have such other powers and duties as the Board or the President assigns to him.

6.9 Secretary. The Secretary shall be the secretary of, and keep the minutes of, all meetings of the Board and of the membership, and shall be responsible for giving notice to all meeting of members and of the Board, shall keep the seal and, when authorized by the Board, shall apply it to any instrument requiring it. Subject to the control of the Board, the Secretary shall have other powers and duties as the Board or President assigns. In the absence of the Secretary from any meeting, the minutes shall be kept by a person appointed for that purpose by the presiding officer. The President may also notify members and directors of meetings, in addition to the Secretary.

7. AMENDMENTS

7.1 By-laws may be amended, repealed or adopted by the members or by a majority of the entire Board, but any By-law adopted by the Board may be amended or repealed by the members, and any By-law changing the number of Directors or their method of election shall be adopted only by members of this Corporation.

8. FINANCES AND PROPERTY

8.1 General funds. All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as shall be approved by the Board of Directors or the Executive Committee. The funds shall be disbursed only upon order of the officers of the Corporation duly authorized by the Board of Directors. All accounts shall be in the name of The Suzuki Music Association of California and the Treasurer of the Corporation shall be a signatory on all accounts.

8.2 Annual Statement. A Statement of all income and expenses of the Corporation during the fiscal year and of all assets, liabilities and fund balances of the Corporation as of the end of such year shall be prepared by the treasurer and duly audited and certified annually by a qualified person selected by the Board, who shall submit a report to the Board of Directors for approval.

8.3 Fiscal Year. The fiscal year of the Corporation shall begin August 1st and conclude July 31st of the year following.