

BYLAWS
of the
Feierabend Association for Music Education

ARTICLE I
NAME

The name of the corporation shall be the Feierabend Association for Music Education (hereinafter referred to as the "corporation").

ARTICLE II
PURPOSE

Section 1 General

The corporation is organized for the purposes specified below, and is to carry out such purposes in a manner consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code.

Section 2 Specific

The specific objectives and purposes of the corporation shall be:

1. to promote the Feierabend philosophy of music education in the United States and in other countries and to encourage the aesthetic, musical and general growth of the individual at all stages of development;
2. to promote the Feierabend philosophy that all people have the potential to become tuneful, beatful and artful, and that this should be developed as early as possible in childhood with the goal that all people will develop an interest in seeking out opportunities to sing together, dance together and be moved by expressive music.
3. to provide a forum for the exchange of ideas and encourage the application of the Feierabend philosophy to the multi-ethnic, multicultural musical heritage of the United States and the world at large.

Section 3 Nondiscrimination Policy

It is the policy of the corporation not to discriminate on the basis of race, color, religion, sexual orientation, gender identity, gender expression, national origin, age, marital status or disability in its activities or employment practices.

**ARTICLE III
OFFICE**

Section 1 Principal Office

The principal office of the corporation shall be maintained in the state of Connecticut at such place as designated by the Board of Directors.

**ARTICLE IV
MEMBERS**

Section 1 Approval of Membership

Membership shall be granted after payment of the prescribed dues, upon approval by the Board of Directors. There shall be no limit to the number of members the corporation may admit.

Section 2 Termination of Membership

The membership of any member may be terminated upon the occurrence of any of the following:

1. the member's request of such termination with notice delivered to the President or the Executive Director of the corporation, with such membership to terminate upon the date of delivery of the notice, if such delivery is made in person, or the postmark date, if such delivery is made by mail;
2. the member's death;
3. the violation by the member of any provision of these Bylaws or any rule or regulation of the corporation;
4. failure to renew membership by the payment of dues by the expiration date of the membership for that member; or
5. membership may also be terminated upon a two-thirds majority vote of the Board of Directors.

No fees or dues shall be reimbursed to a member after such termination or resignation, and all rights of a member in the corporation shall cease upon termination of membership.

Section 3 Membership List

The corporation shall keep, at the corporation's principal office, a complete and accurate record of the membership of the corporation, including the name and address of each member, the membership type, and the expiration date. This list shall be maintained by the Executive Treasurer.

Section 4 Rights and Liabilities of Membership

1. A member of the corporation shall have those rights that are granted according to the membership type for which that member has applied and paid appropriate dues, as hereinafter described. No member may transfer a membership to another person nor transfer any right arising therefrom.
2. Members shall have such other rights as are provided or required under the Articles of Incorporation, these Bylaws, and applicable law.
3. A member of the corporation shall not, as such, be personally liable for the debts, liabilities, or obligations of the corporation.

Section 5 Categories of Membership

Active Membership includes all members whose dues are fully paid. They shall have the right to vote, hold office, and to receive publications of the corporation.

Active Membership includes:

1. Members in good standing.
2. Graduate Student Membership. Full-time or part-time graduate students may apply for Graduate Student Membership. A member may only be eligible for this type of membership for a term of one year. Payment of annual dues will activate their membership.
3. Lifetime Membership. A lifetime membership shall be granted to persons who make payment of full lifetime dues, as established by the Board of Directors. Lifetime Membership shall include all benefits of Active Membership.
4. Every FAME President shall receive Lifetime membership at the end of their term as President.
5. Lifetime Membership may also be granted on an honorary basis to those who have given outstanding service to Music Education as promoted by the corporation. Those so honored shall continue in active membership as long as they so desire without payment of dues. They shall be entitled to all the rights and privileges of Active Membership. The Board of Directors shall make all decisions concerning honorary membership and shall issue a certificate of Lifetime Membership to each honored member.
6. Lifetime members may apply for Associate Membership benefits annually (dues waived).
7. Associate membership grants active members status and permissions to utilize FAME-based copyrighted materials and First Steps in Music title usage for use outside a member's personal classroom, either for service or hire.

Non-active members will receive publications of the corporation and access to Members Only content on the website.

Non-active Membership includes:

1. Student Membership. Individuals attending recognized educational institutions as full-time undergraduate students may apply for Student Membership. Student members must provide suitable documentation that they are currently enrolled as full time undergraduate students. Upon acceptance, payment of annual dues will activate their membership.
2. Institutional Membership. Officers or employees of any local or regional organization, institution, or school may be granted Institutional Membership upon payment of prescribed fee. Institutional membership grants rights and access for hosting certification courses and/or electives, and advertising benefits.

Section 6 Dues

The dues for each category and subcategory of dues-paying membership, and any changes in such dues, shall be established through a majority vote of the Board of Directors.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1 General Powers

The business and affairs of the corporation shall be managed by a Board of Directors. There shall also be an Executive Committee, as provided for in these Bylaws.

Section 2 Elected Members

The Board of Directors shall consist of seven voting members, and shall include a President, a President-Elect, Vice-President, a Secretary, a Treasurer, and two Members-at-Large.

Section 3 Terms of Office

Except as otherwise provided herein, all elected and appointed directors shall serve for terms of two years. The President-Elect, Treasurer, and one Member-at-Large are elected in odd years, The Vice-President, Secretary, and one Member-at-Large are elected in even years. In odd years, the President-Elect takes over as President. When the President's term expires, they shall serve in an ex-officio position as provided herein. Elected directors may be elected to no more than two consecutive two-year terms in the same office on the Board of Directors. Newly elected and appointed directors will take office at the Membership Meeting following the regular Board Meeting portion of the Annual Meeting.

Section 4 Requirement to Hold Office

All directors shall be chosen from the members in good standing of the corporation.

Section 5 Election

1. Election Procedure. Members of the Board of Directors will be elected by electronic voting. In such event, the ballots shall be sent to the email addresses of all active members in good standing at least 30 days prior to the deadline for voting. The deadline for voting shall be fixed so as to precede the date of the annual meeting.
2. Counting of Votes. The Executive Director shall certify the election results to the Board of Directors. The President-Elect, chair of the Nominations Committee, shall arrange for notice to the candidates and the members. The candidate receiving the highest number of valid votes for each office in question shall be elected to that office.

Section 6 Ex-officio Members

1. In addition to those elected directors enumerated and described herein, the Board of Directors may include the following ex-officio members: the Immediate Past President, the Executive Director, Executive Treasurer, the Editor(s) of the corporation's publications; the Webmaster, an Industry Advisor, such others as may, from time to time, be appointed by the Board of Directors, and John Feierabend, who shall serve for life or until resigning.
2. All ex-officio members of the Board shall be appointed by the Board of Directors and shall serve an indefinite term until their removal or resignation as provided in this Article. Ex-officio members performing other services for the corporation may receive such compensation for those services as the Board of Directors may prescribe.
3. Each ex-officio officer serves in an advisory role to the Board of Directors. They do not have voting rights nor are they counted for determining a quorum unless otherwise described herein.

Section 7 Removal and Resignation

Any member of the Board of Directors may be removed for cause by an affirmative vote of a majority of the other members of the Board of Directors taken at a special meeting for that purpose.

A director may resign at any time by filing a written resignation with the Secretary of the corporation, except as otherwise provided for in these Bylaws.

Any director who shall fail to attend three consecutive meetings of the Board of Directors may be removed by an affirmative vote of a majority of the other members of the Board of Directors.

Section 8 Vacancies

The President may fill a vacancy in the Board of Directors for the unexpired portion of the term, unless the position being filled is that of president, by the affirmative vote of a majority of the directors then in office.

Section 9 Meetings of the Board of Directors

1. Regular Meetings. Meetings of the Board of Directors shall be held at such time and place as the Board of Directors may provide. A regular meeting of the Board of Directors shall be held, without other notice than these Bylaws, immediately before and at the same place as the annual meeting of members.
2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or a majority of the directors.
3. Notice. Notice of meetings may be given by electronic mail. Notice need not be given to any director if a written waiver of notice, executed by such director before or after the meeting, is filed with the records of the meeting, or to any director who attends or participates in the meeting without protesting, prior thereto or at its commencement, the lack of notice. A waiver of notice need not specify the purpose of the meeting.
4. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the votes cast upon any motion shall be sufficient for passage, except as otherwise required or provided by law or these Bylaws. There shall be no vote by proxy.
5. In the event of a tie vote, the acting Immediate Past President shall cast a vote on the motion.

Section 10 Conduct of Meetings

Questions of procedure shall be resolved by reference to the then current edition of Robert's Rules of Order.

Section 11 Informal Action without Meeting

Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law, to be taken by the Board of Directors may be taken without meeting, if a consent in physical or electronic writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and filed with the records of the corporation.

Section 12 Electronic Meetings

Special Meetings of the Board may be held by such electronic means as are approved by the Board, subject to the following:

1. The directors shall have access to the appropriate electronic meeting media, as verified by their response to a call for any particular meeting.
2. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions.
3. Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Board of Directors, either for a specific meeting or in general.

ARTICLE VI DUTIES OF DIRECTORS

Section 1 General

In addition to those duties specifically described in this Article, each member of the Board of Directors shall perform such other duties as may, from time to time, be assigned by the President or the Board of Directors.

A specific Standard Operating Procedure (SOP) shall provide specificity regarding FAME's roles, responsibilities, procedures, and events supporting the FAME Membership. The purpose of the SOP is to support and guide effectiveness, efficiency, growth and transparency within the organization. The SOP may be revised by the Board of Directors with a majority vote.

It shall be the obligation of all directors to act in the best interests of the corporation, which shall include the avoidance of conflict between personal or business interests and the interests of the corporation. Should such conflict of interest arise, the director shall refrain from voting on matters in which said director has a conflict of interest. Directors shall consider it their responsibility to comply with IRS requirements, to protect the tax exempt status of the corporation.

Section 2 President

The President shall be the chief executive officer of the corporation and shall:

1. serve as Chair and preside at all meetings of the Board of Directors and the Executive Committee, and oversee the activities of the Media Committee and any research and publications; and
2. subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation.

Subject to such rules as may be prescribed by the Board of Directors, the President shall have authority to:

1. appoint such agents and employees of the corporation as shall be deemed necessary and to prescribe their powers and duties; and
2. sign, execute and acknowledge on behalf of the corporation all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business (including publication of the corporation's publications), or which shall be authorized by the Board of Directors.

Section 3 President-Elect

The President-Elect shall:

1. Oversee the activities of the Nominations Committee and the Teacher Trainer Committee and serve on the Recognition Committee;
2. In the absence of the President, or the event of the President's death, resignation, removal, or inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 4 Vice-President

The Vice-President shall:

1. Oversee the Conferences Committee;
2. Oversee the activities of any and all conference planning sub-committees. The Vice-President shall report to the President or Board of Directors unless the President shall otherwise order.

Section 5 Secretary

The Secretary shall:

1. Keep, available for inspection, a copy of the most currently amended or revised version of the Bylaws;
2. Keep an electronic account of the minutes of the meetings of the Board of Directors;
3. Be custodian of the official minutes of all meetings of the Board of Directors;
4. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
5. Maintain and update a list of policies passed by the Board of Directors;

6. Oversee the activities of the Bylaws Committee, the History and Archives Committee, and
7. In general, perform all duties incident to the office of Secretary.

Section 6 Treasurer

The Treasurer shall:

1. Oversee the Finance Committee and any related subcommittees;
2. Shall work with the Executive Treasurer and provide board representation regarding the review of operating funds.

Section 7 Members-at-Large

The Member(s)-at-Large shall:

1. Oversee and support the Membership, Instrumental, Choral, and Media committees.
2. Serve in leadership positions on committees as appointed by the President.
3. Bring all committee reports back to the executive board.
4. May chair or oversee a committee if a vacancy occurs.

Section 8 Artistic Director

The Artistic Director shall:

1. Represent the artistic voice of the board
2. Serve as the creative and educational curator of all aspects of the methodology
3. Collaborate with the board and executive director in strategic planning and implementation, fiscal development, and public relations.

While serving as a voting ex-officio officer, the artistic director is charged with review and approval of board action impacting the integrity and fidelity of the artistic and educational aspects of the Feierabend methodology. The artistic director shall be the founder of the organization, or one who is recommended by the founder and approved by the board. In the event a search committee needs to be formed, the President shall appoint a search committee.

Section 9 Ex-officio Members of the Board

- 1) The Executive Director shall facilitate the:
 - a) General management of the organization

- b) Fiscal management of the organization with oversight by Executive Treasurer and any other appointed designee(s),
- c) Communication, advertising, certificates and documents and
- d) National conference

The Executive Director shall have an annual performance review of their duties and shall receive compensation for the performance of those duties as determined by the Board of Directors.

- 2) Executive Treasurer shall:
 - a) Collect, receive, maintain and account for all income and expense transactions of the organization
 - b) Serve on the Recognition Committee
- 3) The Editor of the "Journal" shall:
 - a) Oversee the publication of the "Journal,"
- 4) The Immediate Past President may attend board meetings and serve on the Recognition Committee.

Section 10 Compensation

No elected director shall receive compensation for the performance of assigned duties, but a director may be reimbursed for expenses incurred in performing official duties, if the Board of Directors shall so approve.

ARTICLE VII MEETINGS OF THE MEMBERS

Section 1 Annual Meeting

Directors shall call an Annual Membership Meeting to report on the activities of the Corporation of the prior year and approval of all actions taken by the Board of Directors on behalf of the Corporation. The annual meeting shall be held in late July or early August or at such other time as designated by the Board of Directors. Prior to the Annual Membership Meeting will be a meeting of the full Board of Directors including outgoing and incoming elected and appointed Board Members.

Section 2 Special Meetings

Special meetings of members, for any purpose or purposes, may be called by the President or the Board of Directors, and shall be called by the President at the request of not less than one-twentieth of all members in good standing of the corporation.

Section 3 Place of Meetings

The Board of Directors may designate any place within or without the State of Connecticut as the place for the annual meeting or for any special meeting called, but any meeting may be adjourned to reconvene at any place designated by a majority of the members present. During conference years, the annual meeting of the members will be held during the Biennial Conference. During non-conference years, the annual meeting of the members will be held at the next conference location. Such meetings could be held in person and/or electronically.

Section 4 Notice of Meetings

Written notice stating the place, day, and hour of the annual meeting shall be given not less than thirty (30) days prior to the date of the meeting. Notice may be given by mail, electronic mail or publication in the Newsletter. Written notice stating the place, day, and hour of any special meeting shall be given not less than ten (10) days prior to the date of the meeting by such method as the Board of Directors or President determines will best inform the members under the particular circumstances of the meeting, and shall include the purpose or purposes for which the meeting is called.

Section 5 Closing of Membership Books and Fixing of Record Date

For the purpose of determining members entitled to notice of or entitled to vote at any meeting of members, the Board of Directors may fix a date as the record date for any such determination of members. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the close of business on the date on which notice of the meeting is mailed shall be the record date of such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall be applied to any adjournment thereof.

Section 6 Quorum

A majority of the board and any members in good standing in attendance at the annual meeting constitute a quorum. A majority of the votes cast upon any motion shall be sufficient for passage, except as otherwise required or provided by law or these Bylaws.

Section 7 Voting

Each active member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Voting may be by voice, show of hands, roll call vote, or secret ballot, at the discretion of the presiding officer. No member shall under any circumstances be entitled to vote by proxy. The only exception to the provisions of this section shall be the election of directors, conducted by electronic or mail ballot, as specified in Article V of these Bylaws.

ARTICLE VIII GENERAL AND FISCAL

Section 1 Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

Section 2 Deposits

Funds of the corporation shall be deposited in such banks, trust companies, or other depositories as may be selected by or under the authority of the Board of Directors.

Section 3 Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the Executive Treasurer or the President, or such other persons as are authorized by the Board of Directors.

Section 4 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authorization may be general or confined to specific instances.

Section 5 Contracts

Except as otherwise provided by these Bylaws, contracts or undertakings of the corporation shall be signed by the President, or such other persons as are authorized by the Board of Directors. Such authorization may be general or confined to specific instances. Unless so authorized, no director, officer, member, or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it financially liable for any purpose or in any amount.

Section 6 No Personal Liability, Indemnification

The members, officers and directors of the corporation shall not be personally liable

for any debt, liability or obligation of the corporation. The Board of Directors may authorize the corporation to indemnify any director, officer, member or employee of the corporation or any former director, officer, member or employee of the corporation, for any loss or liability arising out of the performance of such person's duties on behalf of the corporation. Any indemnification by the corporation shall be subject to, in each specific case, a finding by a majority of disinterested directors (whether or not a quorum) that the person to be indemnified had reason to believe that his/her conduct which gave rise to the loss or liability was lawful. No director, officer, member or employee of the corporation shall be indemnified for loss or liability arising from conduct which is determined to be grossly negligent by a majority of the disinterested directors (whether or not a quorum). The right of indemnification herein provided shall extend to the estate, guardian, or conservator of any deceased or former director, officer, employee, or agent.

Section 7 Gifts

Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the benefit of the corporation.

Section 8 Corporate Insurance

1. Except as otherwise provided or prohibited by law, the Board of Directors may authorize the purchase and maintenance of insurance on behalf of any director, officer, member or employee of the corporation, against liabilities asserted against or incurred by such person in the performance of his/her duties on behalf of the corporation.
2. The Board of Directors may authorize the purchase and maintenance of general liability insurance for the corporation.
3. Any insurance to be purchased by the corporation shall not be intended to provide health insurance for any member or director, nor shall it cover the costs of the cancellation of activities of the corporation, nor shall it cover a member or director for fraudulent or malicious conduct, intentionally libelous comments, criminal acts, or fines and penalties imposed by law.

Section 10 Tax Exemption: Internal Revenue Code (IRC) Provisions

1. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by section 501(h) of the Internal Revenue Code, and the corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any provisions of these Bylaws, the corporation shall not carry on activities not permitted to be carried on by: (1) a corporation exempt from federal income tax under section 501(c)(3) of the Internal

- Revenue Code; or (2) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, the directors or officers, or any private person, except that the corporation shall be authorized and empowered to provide reasonable compensation for services rendered, and to make payments for expenses incurred on behalf of the corporation.

ARTICLE IX COMMITTEES

Section 1 Establishment of Committees

The Board of Directors may establish such committees as herein described, and such other committees as it shall deem appropriate, and set their duties, for the purpose of carrying out the purposes of the corporation. All committees shall be, at minimum, overseen by one of the directors, with committee chairs appointed by the President unless the committee chair is specifically designated by the bylaws. All committee members may be recommended by the board, committee chairs, and/or President as necessary and receive board approval. No committee, nor a member of any committee on its behalf, may enter into any contract or agreement on behalf of the corporation, without authorization from the Board of Directors. Subject to the provisions of these Bylaws, each committee shall fix its own rules governing the conduct of its activities, and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Section 2 Executive Committee

The Executive Committee shall consist of the President, President-Elect, Vice President, Treasurer, Secretary, Executive-Treasurer, and the Executive Director. Subject to the control of the Board of Directors, the Executive Committee shall have general oversight and responsibility of the corporation, and shall regularly review the conduct of the corporation, advise and make recommendations to the Board of Directors, and supervise the publications of the corporation. The Executive Committee shall keep regular minutes of its proceedings, to be filed along with the minutes of the Board of Directors and report the same to the Board from time to time as the Board may require.

Section 3 Nominations Committee

Prior to each election, the Board of Directors shall appoint a Nominations Committee, overseen by the President-Elect, to consist of not less than four members, three of whom shall be directors of the corporation. Ex-officio members of the committee may include the Executive Director and the Artistic Director. The Nominations Committee shall seek suggestions for nominations for directors

submitted by any active member of the corporation. The Nominations Committee shall present to the Board of Directors, sufficiently in advance of the date of the election, a slate of candidates for each office subject to election. The slate may include more than one nominee for an office and an option for a write-in candidate. Nothing herein shall prevent voting for write-in candidates, or nominations of candidates from the floor at any meeting at which an election is held.

Section 4 Other Committees

The Board of Directors may establish the following committees: Membership, Media, Finance, Teacher Trainer, Conferences, Bylaws, History and Archives, Recognition, Choral, and Instrumental.

Section 5 Ad Hoc Committees

Additional committees may be formed as deemed necessary by the President and Executive Board. The term for such a committee is one year.

**ARTICLE X
AFFILIATE ORGANIZATIONS OR CHAPTERS**

Section 1 Authorization for Formation

The Board of Directors may authorize the establishment of affiliate organizations or chapters of the corporation and prescribe procedures and requirements for their operation and functions.

Section 2 Affiliate Names

Each such affiliate shall include in its official name the word "Feierabend" and/or the acronym "FAME".

**ARTICLE XI.
AMENDMENTS**

Section 1 Power to Amend and Repeal

Subject to the provisions of this Article, these Bylaws may be amended or repealed, and new Bylaws adopted, either by the Board of Directors or by any Active Member by sending an email to the Executive Director requesting a specific change.

Any amendments or deletions to the bylaws will be approved at the next scheduled Membership Meeting. Said changes shall be made available to the general

membership for a minimum of three weeks prior to the Membership Meeting. Members may email any concerns or suggestions at any time to the Executive Director up to one week prior to the Membership Meeting. It shall be discussed and voted upon and will take effect upon a vote of 2/3 majority of the members present thereat by voice or secret ballot vote.

Section 2 Notice

Notice of any meeting at which an amendment or repeal will be considered shall include the general nature of the proposed amendment or repeal, provided such notice is provided at minimum, two weeks in advance of said meeting.

Section 3 Construction and Terms

In the event of a conflict between the Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. Should any provision of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall, to the extent possible, be unaffected by such holding.

**ARTICLE XII
DISSOLUTION**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the assets of the corporation to an organization or organizations exempt from taxation under section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue Law) having similar purposes.