

The Guild of Carillonners

in North America

(A California Nonprofit Public Benefit Corporation)

Articles of Incorporation

Article I. NAME

The name of the Corporation is The Guild of Carillonners in North America. (13May92)

Article II. PURPOSES

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code.

The public purpose of the Corporation is to carry on such educational activities as may be appropriate (1) to promote the development of proficient carillonners by disseminating information useful to carillonners and by giving them the opportunity to discuss their common problems and to hear different styles of playing; (2) to improve the quality of carillon music by encouraging composition, assisting with arranging, issuing music for the carillon, and developing a standard of musical notation most helpful to the carillonner; (3) to encourage the improvement of carillon installations by making available advice concerning desirable location, tower design and construction, and standards of keyboard construction and of bell tuning; and, in general, (4) to advance the art, the literature, and the science of the carillon in North America.

For the purpose of these Articles, a carillon is a musical instrument consisting of at least two octaves of carillon bells arranged in a chromatic series and played from a keyboard permitting control of expression through variation of touch. A carillon bell is a cast bronze cup-shaped bell whose partial tones are in such harmonious relationship to each other as to permit many such bells to be sounded together in varied chords with harmonious and concordant effect.

(13May92; amended 07Feb93)

Article III. INITIAL AGENT FOR SERVICE OF PROCESS

The name and address in this State of the Corporation's initial agent for service of process is:

David R. Hunsberger
2832 College Avenue
Berkeley CA 94705

(13May92)

Article IV. DURATION, DEDICATION, AND DISSOLUTION

The Corporation shall have perpetual duration.

The property of the Corporation is irrevocably dedicated to public purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof, or to the benefit of any other private person.

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Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public purposes and which has established its tax-exempt status within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue law.

If the Corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the Corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party. (13May92; amended 07Feb93)

Article V. DIRECTORS

The general management of the affairs of the Corporation shall be vested in a Board consisting of nine Directors. The qualifications, manner of election, time and place of meetings, tenure in office, and duties and power of the Directors shall be prescribed in the Bylaws. (13May92)

Article VI. OFFICERS

At their annual meeting the Directors shall elect a President, a Vice-President, a Treasurer, a Corresponding Secretary, a Recording Secretary, and such other Officers as they may determine. The President and the Vice-President shall be, and the other Officers may be but need not be, Directors. The qualifications, tenure in office, and duties and power of the Officers shall be prescribed in the Bylaws. (13May92)

Article VII. MEMBERS

Members of the Corporation shall be classified as carillonneur members, sustaining members, honorary members, associate members, and, if the Bylaws so prescribe, student members. The incidents of membership shall be prescribed in the Bylaws. (13May92; amended 09Jun94)

Article VIII. LIMITATIONS ON MEMBERS' LIABILITY

The Members of the Corporation, as such, shall have no personal liability for its corporate obligations. (13May92)

Article IX. BYLAWS

The Corporation shall have Bylaws containing provisions relating to the management and the regulation of the affairs of the Corporation consistent with the law and with these Articles. The

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Board may propose changes in the Bylaws, but the power to adopt, amend, or repeal the Bylaws is reserved to the Members with voting rights. (13May92)

Article X. AMENDMENT

These Articles may be amended in the manner prescribed by this Article so as to include or to omit any provision which lawfully could be included in, or omitted from, original articles at the time the amendment is made. The Directors shall propose the amendment by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the Members. Legal notice of the meeting of the Members, stating the purpose, shall be given to each Member entitled to vote on the proposed amendment. Such notice shall include an absentee ballot which any such member may return to the Secretary, who shall cast all ballots so returned along with those cast by such members present at the meeting. The proposed amendment must be approved by a majority of the carillonneur members and honorary members who are former carillonneur members voting either at the meeting or by absentee ballot. (13May92; amended 23Jun95 and 22Jun06)

Bylaws

Article I. MEMBERS

Section 1.1. CLASSIFICATION OF MEMBERS. The members of The Guild shall be classified as carillonner members, sustaining members, honorary members, and associate members.

(14May92; amended 10Jun94)

Section 1.2. CARILLONNEUR MEMBERS. Carillonner members shall be those who are professionally qualified to play a carillon in accordance with such standards as The Guild may determine.

(14May92)

Section 1.3. STUDENT MEMBERS. Repealed.

(14May92; repealed 10Jun94)

Section 1.4. SUSTAINING MEMBERS. Sustaining members shall be those individuals, groups of individuals, or other entities that contribute to the support of The Guild each year at least the amount determined by the board of directors.

(14May92; amended 07Jun04)

Section 1.5. HONORARY MEMBERS. Honorary members shall be those individuals who have made a significant contribution to the carillon and whom The Guild wishes to honor on that account.

(14May92; amended 07Jun04)

Section 1.6. ASSOCIATE MEMBERS. Associate members shall be those individuals, groups of individuals, or other entities who are interested in the carillon, in any manner and to any extent satisfactory to The Guild, and who are not qualified for membership in any other class.

(14May92; amended 07Jun04)

Section 1.7. COMMENCEMENT OF MEMBERSHIP.

(a) ASSOCIATE AND SUSTAINING MEMBERS, AND FORMER CARILLONNEUR MEMBERS.

- (1) Any applicant for associate or sustaining membership and any former carillonner member applying for membership in any class except honorary membership, other than a former member described in paragraph (2), shall be admitted as a member upon receipt, by the treasurer or other officer designated by the board, of a completed application form, and payment of such fees as the board may determine.
- (2) A former member whose membership has been terminated involuntarily for a reason other than non-payment of dues may be re-admitted to membership, following receipt of the materials described in paragraph (1), by approval of a majority of the board of directors and by the affirmative vote of a majority of the members entitled to vote and present at the annual meeting of The Guild.

(b) HONORARY MEMBERS. A person who has been recommended by a carillonner member and approved by a majority of the board of directors may be admitted as an honorary member by the affirmative vote of a majority of the members entitled to vote and present at the annual meeting of The Guild.

(14May92; amended 16Jun96)

Section 1.8. ADVANCEMENT OF ASSOCIATE MEMBERS. An associate member may be advanced to carillonner membership by the affirmative vote of a majority of the carillonner members and honorary members who are former carillonner members present and voting at the annual meeting of The Guild, if he or she has played an examination recital which is satisfactory to an examining committee appointed by the board of directors.

(14May92; amended 10Jun94 and 23Jun06)

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Section 1.9. CHANGES IN STATUS. Repealed.

(14May92; repealed 07Jun04)

Section 1.10. VOLUNTARY TERMINATION OF MEMBERSHIP. A member may resign at any time by giving notice to The Guild. The resignation of a member does not relieve the member from any existing financial obligation to The Guild.

(14May92)

Section 1.11. INVOLUNTARY TERMINATION OF MEMBERSHIP.

(a) IN GENERAL. A person whose membership is being terminated shall be given, not less than five days before the effective date of the termination, the opportunity to be heard, orally or in writing, by the president, who is authorized to decide that the termination not take place. The termination does not relieve the member from any existing financial obligation to The Guild.

(b) TERMINATION BECAUSE OF NON-PAYMENT OF DUES.

(1) Not later than the first day of February of each year, the treasurer shall send by first class mail to each member, at the most recent address shown on The Guild's mailing list, a statement showing the amount of dues owed.

(2) Not later than the first day of April of each year, the treasurer shall send, by first class mail to all members with addresses in North America and by airmail to all other members, a second statement to all members who have not paid their dues in full as stated in the statement required by Paragraph (1). Such second statement shall again state the amount of dues owed, and shall include a warning that the membership will lapse without further notice on the last day of April if the treasurer has not received payment of the full amount shown by that date. The membership shall lapse on the later of such date or fifteen days after the date such second statement is mailed.

(c) TERMINATION FOR REASONS OTHER THAN NON-PAYMENT OF DUES. The membership of any person whose continued membership in The Guild is deemed, for any reason other than non-payment of dues, to be detrimental to The Guild may be terminated by the recommendation of the board of directors, followed by the affirmative vote of two-thirds of the members entitled to vote and present at the annual meeting of The Guild. Written notice of the proposed termination shall be sent to the person by first class mail if the person resides in North America, and by airmail in all other cases. Such notice shall include a statement of the reasons for the proposed termination. The proposed termination shall not take effect until fifteen days after the date of such mailing, or until the passage of such longer period of time as the members may order.

(14May92; amended 16Jun96)

Article II. MEETINGS OF MEMBERS

Section 2.1. ANNUAL MEETING. There shall be an annual meeting of the members not earlier than the first day of June and not later than the last day of September. The board of directors shall fix the exact time and the place of the annual meeting, taking into consideration any preferences expressed by the members at their next preceding annual meeting.

(14May92)

Section 2.2. SPECIAL MEETINGS. The board of directors may call a special meeting of the members. If at least fifty carillonner members or ten percent of the carillonner members, whichever is less, sign, date, and deliver to the president or to the treasurer one or more written demands for a special meeting, describing the purpose for which it is to be held, then within thirty

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days after the receipt of the demand the board of directors shall call a special meeting of the members.

The board of directors shall fix the time and the place of each special meeting; provided, however, that a special meeting held at the demand of the members (1) shall be held no later than ninety days after receipt of the demand, and (2) shall be held in the county in which the registered office of the corporation is located. (14May92)

Section 2.3. NOTICE. The corresponding secretary shall prepare an alphabetical list of the names of the members with the right to vote as of a record date. Prior to the date of each meeting of the members, the corresponding secretary shall mail written notice of the meeting to each such member on the list. The notice shall contain the date, time, and place of the meeting, and in the case of a special meeting, the purpose of the meeting. The record date for notice of the regular annual meeting of the members shall be the first day of April in each year, and the corresponding secretary shall mail the written notice of the meeting prior to the first day of May. The record date for all other meetings of the members shall be sixty days before the date of the meeting, and the corresponding secretary shall mail the written notice at least five days and not more than thirty days before the date of the meeting.

(14May92; amended 26Jun96)

Section 2.4. QUORUM. The members with the right to vote present in person at a meeting of which due notice has been given shall constitute a quorum. (14May92; amended 23Jun06)

Section 2.5. VOTING. Each member who is an individual and is present at meetings of the members shall be entitled to vote except as provided by sections 1.8 and 8.3. All members may attend the meetings. There shall be no voting by proxy. (14May92; amended 10Jun94, 07Jun04 and 23Jun06)

Section 2.6. ORDER OF BUSINESS. At each annual meeting of the members the order of business shall be:

- (1) Minutes of the next preceding meeting;
- (2) Reports of officers and of the board of directors;
- (3) Reports of committees;
- (4) Special orders;
- (5) Unfinished business and general orders; and,
- (6) New business.

(14May92)

Section 2.7. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of *Robert's Rules of Order* shall govern The Guild in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, the Bylaws, or the special rules of order of The Guild. (14May92)

Article III. DIRECTORS

Section 3.1. BOARD OF DIRECTORS. The business and affairs of The Guild shall be managed by a board consisting of nine directors. Directors shall hold office for terms of three years and until adjournment of the annual meeting during which their successors have been elected and qualified. The directors shall be divided into three classes of three directors each, and one class of directors shall be elected each year at the annual meeting of the members. (14May92; amended 28Jun11)

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Section 3.2. DUTIES. The board of directors shall manage the business and affairs of the The Guild between meetings of the members; provided, however, that the directors shall not amend the Articles of Incorporation or the Bylaws, expel any person from membership, or incur any indebtedness on behalf of The Guild in excess of the amount in the treasury. All action taken by the board of directors shall be subject to the approval of the members at their next meeting.
(14May92)

Section 3.3. MEETINGS.

- (a) The board of directors shall hold an annual meeting at the time and place of the annual meeting of the members, the exact time being fixed by the president.
- (b) The president may, and upon receipt of a written request signed by any three members of the board shall, call a special meeting of the board of directors; provided, however, that no special meeting shall be called unless the president shall have ascertained that a quorum will be present. The recording secretary or another person shall record minutes of the meeting and distribute them to all members of the board within 30 days of the meeting. Such minutes shall be reproduced in full in the minutes of the next annual meeting of the board of directors.

(14May92; amended 07Jun04)

Section 3.4. NOTICE. No notice of the annual meeting of the board of directors need be given other than the notice of the annual meeting of the members. The corresponding secretary shall give at least ten days' written notice of each special meeting to each member of the board of directors. The notice shall state the time, place, and purpose of the meeting.
(14May92)

Section 3.5. QUORUM. Five members of the board of directors present in person shall constitute a quorum of the board of directors. If fewer than five directors are present in person, seven directors shall constitute a quorum if those members not present are participating by telephone or other simultaneous electronic medium, through which at all times all participants can speak to, and can be heard by, all others.
(14May92; amended 07Jun04)

Section 3.6. VOTING. Each member of the board of directors shall have one vote at meetings of the board. There shall be no voting by proxy.
(14May92)

Section 3.7. ACTION WITHOUT A MEETING. Any action that could be taken at a meeting of the board of directors may be taken without a meeting if authorized in writing signed by all of the directors.
(14May92)

Article IV. ELECTION OF DIRECTORS

Section 4.1. TIME OF ELECTION. An election of directors shall be held at the annual meeting of the members.
(14May92)

Section 4.2. NOMINATIONS. At the annual meeting of the members, the president shall appoint a nominating committee, announce the names of those appointed, and identify the chair. Prior to the first day of January in the year in which the election is to be held, any member entitled to vote in the election of directors may submit to the chair or any member of the nominating committee one or more names for its consideration. The nominating committee shall nominate at least one candidate for each directorate to be filled at the next election and shall ascertain that each candidate will serve if elected. Prior to the first day of April in the year in which the election is to

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be held, the chairman of the nominating committee shall send to the corresponding secretary a list of the candidates who have been so nominated and agreed to serve if elected. The nominating committee at the same time shall also report to the corresponding secretary the name of any person submitted by ten or more members but not nominated by the committee. (14May92; amended 28Jun11)

Section 4.3. **BALLOTS.** Prior to the first day of May in each year the corresponding secretary shall mail to each member who is entitled to vote and is in good standing a ballot containing the names of all candidates together with two envelopes of which the smaller shall be marked “for ballot only” and the larger shall be prepared with the name and address of the corresponding secretary. The ballot shall contain:

- (a) and identify the names of the candidates nominated by the committee,
- (b) and identify the names of the people reported to the corresponding secretary pursuant to Section 4.2 but not nominated by the committee, and
- (c) three spaces for write-in votes.

Each member who wishes to vote by mail shall mark the ballot by voting for as many as three candidates, seal it in the smaller envelope, and place that envelope in the larger envelope. The member shall then place his or her name and return address on the larger envelope, affix proper postage stamps, and mail it to the corresponding secretary. The corresponding secretary shall preserve all ballots received in the envelope in which they come and take them to the annual meeting.

(14May92; amended 23Jun06 and 28Jun11)

Section 4.4. **ELECTIONS.**

- (a) The nominating committee shall present its report at the first session of the annual meeting, and the president shall thereafter immediately call for further nominations from the floor from members entitled to vote. When it appears that there are no further nominations, the president shall announce the closing of nominations and instruct the corresponding secretary to proceed with the election. Ballots need not be revised to show newly nominated candidates.
- (b) Each member who is entitled to vote and is in good standing may vote in person, and shall mark the ballot and two envelopes as described in Section 4.3 (but omitting postage). The corresponding secretary shall open the outer envelope containing the ballot of each member whose ballot has been received by mail and who has not voted in person, and the corresponding secretary shall cast each such ballot as the ballot of such member.
- (c) Should there be a tie involving third place and one or more lower places, the candidate(s) with the greater number of votes are elected, and the members present and with voting rights shall cast additional ballots for the remaining directorate(s) until the tie is broken. All previous candidates, except those already elected, shall remain eligible, including write-in spaces for as many seats as remain unfilled.

(14May92; amended 23Jun06 and 28Jun11)

Section 4.5. **VACANCIES.** Any vacancy occurring during the term of any director shall be filled for the remainder of the term by the board of directors. (14May92)

Article V. OFFICERS

Section 5.1. ENUMERATION. At their annual meeting, the directors shall elect a president, a vice-president, a treasurer, a corresponding secretary, a recording secretary, and such other officers as they may determine. The president and the vice-president shall be, and the other officers may be, but need not be, members of the board. Any two offices other than those of president and vice-president may be held by one person. (14May92)

Section 5.2. PRESIDENT. The president shall preside at meetings of the members and of the board of directors. The president shall perform such other duties as are usually incident to the office and such additional duties as may be assigned to him or her by the members or by the board of directors. (14May92)

Section 5.3. VICE-PRESIDENT. The vice-president shall perform the duties of the president in case of the absence or the inability of the president. The vice-president shall perform such other duties as may be assigned to him or her by the members or by the board of directors. (14May92)

Section 5.4. TREASURER. The treasurer shall have custody of the funds of The Guild, shall keep records of all receipts and disbursements, and shall submit a report thereof at each annual meeting. The treasurer shall perform such other duties as are usually incident to the office and such additional duties as may be assigned to him or her by the members or by the board of directors. (14May92)

Section 5.5. CORRESPONDING SECRETARY. The corresponding secretary shall conduct the general correspondence of The Guild, shall maintain a list of the members of The Guild, and shall submit a report thereof at each annual meeting. The corresponding secretary shall perform such other duties as are usually incident to the office and such additional duties as may be assigned to him or her by the members or by the board of directors. (14May92)

Section 5.6. RECORDING SECRETARY. The recording secretary shall prepare and maintain a record of the proceedings of all meetings of the members and of the board of directors, and shall submit a report thereof at each annual meeting. The recording secretary shall perform such other duties as are usually incident to the office and such additional duties as may be assigned to him or her by the members or by the board of directors. (14May92)

Article VI. COMMITTEES

Section 6.1. APPOINTMENT. The board of directors, by resolution approved by the affirmative vote of a majority of the board, may establish committees having such authority in the management of the affairs of The Guild as the resolution may prescribe. (14May92)

Section 6.2. MEMBERSHIP. A committee shall consist of one or more natural persons, who need not be directors. (14May92)

Section 6.3. DUTIES. The members of each committee shall have such duties and authority as may be assigned and delegated to them by the board. (14May92)

Section 6.4. REPORTS. Each committee shall maintain such records and submit such reports as may be required by the board. (14May92)

Article VII. FINANCES

Section 7.1. FISCAL YEAR. The fiscal year of The Guild shall end on the thirtieth day of April.
(14May92)

Section 7.2. DUES. All members other than honorary members shall pay annual dues in such amounts as may be determined from time to time by the board of directors. The failure of a member to pay dues may constitute cause for the termination of his or her membership.
(14May92; amended 07Jun04)

Article VIII. AMENDMENT

Section 8.1. PROPOSAL OF AMENDMENT. The board of directors may propose an amendment or a revision of the bylaws by adopting a resolution stating the proposed amendment or revision and directing that it be submitted for adoption at a meeting of the members.
(14May92)

Section 8.2. NOTICE OF PROPOSAL. At least five days and not more than ninety days before the date of the meeting, the corresponding secretary shall mail written notice of the proposed amendment or revision to each member referred to in section 8.3. The notice shall contain the text of the proposed amendment or revision and the date, time, and place of the meeting.
(14May92; amended 07Jun04, 17Jun05, and 23Jun06)

Section 8.3. ADOPTION OF PROPOSAL. The proposed amendment or revision may be adopted by the affirmative vote of a majority of those members present and voting at the meeting who are either carillonneur members or honorary members who are former carillonneur members.
(14May92; amended 07Jun04 and 23Jun06)