

**LSA Bylaws as amended by the Board November 4, 2017  
And by LSA Members Vote on November 16, 2017**

ARTICLE I: General Provisions

Section 1. Name - The name of the corporation shall be "Lute Society of America, Inc."

Section 2. Location - The principal office of the corporation shall initially be located at the place set forth in the Articles of Organization of the corporation. The Directors may establish other offices and places of business in Massachusetts or elsewhere.

Section 3. Fiscal Year - Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall end on the last day of March of each year.

ARTICLE II: Membership

Section 1. Membership - Membership in the corporation shall be open to anyone who is interested in the lute and its music, and who subscribes to the purposes of the corporation. Such persons shall become members in good standing for 12 months following upon payment of dues. Renewal of dues shall be on the annual anniversary of initial payment. Membership shall be open to individuals, institutions, organizations, and businesses. Each Member shall be entitled to one vote. All Members in good standing shall enjoy all rights and membership provided by the corporation.

Section 2. Meetings of Members - The annual meeting of the Members of the corporation shall be held on a day or days during the annual summer workshop/s at such time and place as the Directors may determine. Special meetings of the Members may be called at any time by the President or the Board of Directors and shall be called by the Clerk upon request of three or more Members communicated in writing or by other reasonable means. Meetings may be held by any means reasonably likely to permit the participation of the Members.

Section 3. Action at Meetings - At all meetings of the Members the vote of each Member must be cast in person, unless the Board of Directors shall determine that proxies shall be solicited with respect to a particular meeting, or unless the Board of Directors shall determine that Members may attend and votes be submitted by any means reasonably likely to permit their informed participation, so long as measures are taken to ensure the transparency and integrity of the voting process. Proxies shall be filed with the clerk of the meeting, or of any resumed meeting, before being voted. Except as otherwise limited therein, proxies shall entitle the Member named therein to vote at any resumed meeting. A proxy or vote submitted by means other than in person,

shall be deemed valid unless challenged at or prior to its exercise, or within 30 days thereafter, in which event the burden of proving invalidity shall rest upon the challenger. One member present at any meeting of the Members shall constitute a quorum providing at least five other members are present by proxy. At any meeting of the Members at which a quorum is present, the vote of a majority of those present or represented by proxy shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these By-Laws. All members in good standing shall be entitled to participate in all voting.

Section 4. Consent to Action Taken Without Meeting of Members - Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if the number of Members whose votes would be necessary to approve the action consent to the action in writing or by secure electronic or other reasonable means, and the written consents or electronic records are filed with the records of the meetings of Members. Such consent shall be treated for all purposes as a vote at a meeting.

Section 5. Dues - Membership dues are accepted on any day of the year for the 12 months following that date. Renewal is due on the anniversary of that date. The amount shall be fixed by the Board of Directors. Advance notice of 30 days, then 14 days, will be given for membership renewals. On the expiry date, access to the website and mailings will be cut off, and reminders will be sent after the fact, at 14 days, 30 days, and 60 days. Journal(s) will be sent to members for the year(s) in which they were members.

Section 6. Removal - The Board of Directors by a vote of five (5) Directors may, after a hearing, remove a Member from membership in the corporation for conduct detrimental to the best interest and purposes of the corporation. A suspended Member has the right to appeal the removal within one month from the date of notice to that member of his or her suspension. Such an appeal shall be submitted to the entire membership for a vote. If the removal is upheld by a majority vote of the membership eligible to vote, the suspended Member shall cease to be a Member of the corporation, and the Treasurer shall refund the unexpired portion of his or her current dues.

### ARTICLE III: Directors

Section 1. Powers - The business and property of the corporation shall be managed by the Board of Directors who may exercise all the powers of the corporation which are not expressly reserved to the Members by law, the Articles of Organization or these By-Laws.

Section 2. Election - The Board of Directors shall consist of seven elected members. In 1984 and every third year thereafter, three (3) Directors shall be elected each for a term of three (3) years. In 1985 and every third year thereafter, two (2) Directors shall be

elected for a term of three (3) years. In 1986 and every third year thereafter, two (2) Directors shall be elected for a term of three (3) years.

All Members shall be notified of anticipated expirations of the terms of Members of the Board of Directors no later than the August 15th preceding the October 1st on which their terms expire. The Members shall be invited to submit nominations to fill such vacancies. Nominations must be accepted by the nominee and must be submitted to the President by means reasonably likely to make him or her aware not later than August 31. The Board of Directors may prepare its own slate of candidates to fill such vacancies.

To encourage more Members to run for a board seat and thereby serve in a leadership position in the Society, incumbent Members of the Board understand that they must help provide seat openings that other Members might win via election or appointment. Therefore,

a) Appointed Terms: If a member was appointed to his/her board seat and served in that seat for at least two (2) years of the three (3) year term, that member shall be considered to have served the entire three (3) year term.

b). Lifetime Term Limit: No one may hold a board seat for more than three (3) terms during their lifetime (consecutive or non-consecutive terms) regardless of the circumstances under which that seat was obtained.

b) Exception: If a Board member who is approaching the end of service of the third of his/her three terms during his/her lifetime and who is, therefore, subject to the term limit provision in (b), above, is considered essential to Board functioning or the Society would suffer due to this member's absence from the Board, the member may run for or be appointed to (in the case of a Board vacancy being filled) one (1) additional consecutive three (3) year term and the term limit provision in (b) shall not apply provided that The Board of Directors by a vote of five (5) Directors waive the term limit provisions in (b) for that board member in that specific instance and for that one extra term only.

c) Effective Date: All term limit provisions, above, are entirely retroactive and, as such, apply to all LSA Board members who were on the Board at any point in the past and/or are on it currently as it is not appropriate for board members to approve term limit provisions that apply to future members but do not also apply to themselves.

In the event that there are insufficient candidates nominated by the membership, the Board of Directors must nominate enough candidates to fill vacancies and the term limit provisions, above, shall not apply as long as the three (3) terms lifetime limit is not violated. All nominees must be Members in good standing of the corporation. In the event that the number of candidates for directorships shall be equal to the number of

vacancies to be filled, the candidates shall be deemed elected without contest and the term limit provisions, above, shall not apply as long as the three (3) terms lifetime limit is not violated. The President shall notify the membership in due course. In the event that the number of candidates for Directors shall exceed the number of vacancies to be fulfilled, the term limit provisions shall apply, and the President shall appoint an Inspector of Elections and the Clerk shall submit the complete slate of candidates together with a ballot to the membership not later than September 1. The slate and ballot shall be submitted by any means reasonably likely to permit the participation of the Members. The Inspector of Elections shall take measures to ensure the transparency and integrity of the voting process, and to prevent any manipulation of votes. The votes shall be collected for a period 1 week. The new Directors shall assume office October 1.

Section 3. Resignation and Removal - Any Director may resign by delivering his or her written resignation to the corporation at its principal office or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. A Director may be removed from the Board of Directors by the same process as is provided for the removal of a Member from membership, as described in Article II, Section 6 above.

Section 4. Meetings - Regular meetings of the Directors may be held, at the request of the President, at any time during the annual summer workshops, provided that a quorum of Directors, as provided in Section 6 of this Article, can be obtained. Formal notice prior to such summer workshops is not required, except in the case of a Director who will not be attending the workshop. In such case, the President shall provide any absent Director with notice, and with the opportunity to participate in the meeting by any reasonable means. A meeting of the Directors at any other time shall be deemed a Special Meeting, as provided in Section 5 of this Article. Special meetings of the Directors may be held at any time and place, and by any reasonable means, as the President may from time to time determine.

Section 5. Notice of Special Meetings - Notice of all special meetings of the Directors shall be given to each Director by the Clerk or the President at least 72 hours in advance of the meeting. Such notice shall be given in any manner reasonably likely to make the Directors aware of the proposed meeting, and a defect in the giving of such notice shall not invalidate or otherwise affect such meeting. Notice of a special meeting need not be given to any Director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. A notice or waiver of notice need not specify the purpose of any special meeting.

Section 6. Quorum - At any meeting of the Directors, four (4) Directors shall constitute a quorum for the transaction of business, but a lesser number may, without further notice, adjourn the meeting to any other time.

Section 7. Action at Meetings - A proposal for action may be submitted to the Board of Directors by petition of any Member of the corporation in good standing. The proposal shall clearly indicate what action he or she desires and shall be acted upon like other business of the corporation. All Directors shall be notified of the results of voting on all proposals. Minutes at meetings shall be sent to absent Directors. Any issue which has been decided by less than four (4) votes at such a meeting may be protested by any absent Director. Any protested issue shall be treated like a proposal for action. By petition signed by not less than ten (10) Members of the corporation in good standing, a decision by the Board of Directors shall be submitted to review by the membership. A majority vote by the membership on such petition shall prevail. Rules of conduct of business may be changed by a vote of five (5) Directors.

Section 8. Action by Consent - Any action by the Directors may be taken without a meeting if consent thereto is confirmed by all the Directors in any manner reasonably likely to communicate their intent and filed with the records of the meetings of the Directors. A defect in the giving of such confirmation shall not invalidate or otherwise affect such action.

Section 9. Lifetime Members. In order to maintain a democratic process of election of Board of Director members by the LSA membership and in order to keep the power for selection and termination of Board of Director members in the hands of the LSA membership as exercised by their vote in scheduled elections, no Member of the corporation or society or anyone outside the corporation or society shall ever be allowed to be appointed or elected or otherwise installed as a lifetime member of the Board of Directors or a lifetime Officer of this corporation/society.

Section 10. Non-Voting Directors - The Directors may create classes of non-voting directorship and membership such as honorary Directors, honorary Members, associate Directors, regional Directors, friends, alumni and the like, and may elect persons to those classes for such terms and on such conditions as the Directors determine and may assign to such persons or to special committees established by the Directors, such responsibilities, duties and privileges as the Directors determine. Persons elected to such classes of membership shall not be Directors or Members for the purpose of these By-Laws and shall have no votes at any meetings of the Directors or Members.

#### ARTICLE IV: Officers

Section 1. Officers - The Officers of the Corporation shall consist of a President, Vice-President, Treasurer, Clerk, and such other Officers as the Members may determine.

Section 2. Election - The President, Vice President, Treasurer and Clerk shall have a term of office of one year, commencing on October 1. The newly elected Directors and those incumbent Directors whose terms on the Board do not expire that year shall caucus in person or by other reasonable means before October 1 to elect the Officers of the corporation. The new Officers shall assume office on October 1. Any other Officers determined necessary or desirable by the Directors may be elected by the Directors. Any two or more offices may be held by the same person, provided that the President and the Clerk shall not be the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. The President and Vice-President shall be selected from among the Directors. The Treasurer and Clerk shall be elected from among all the Members of the corporation, including Directors, in good standing. All Officers shall hold office until their respective successors are chosen and qualified.

Section 3. Resignation and Removal - Any Officer may resign by delivering his or her resignation in written, electronic, or other reasonable form to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. An officer may be removed from office by the same process as is provided for the removal of a Member from membership, as described in Article II, Section 6 above.

Section 4. President - The President shall preside at all meetings of the Members. He or she shall, by virtue of his or her office, be Chairman or Chairwoman of the Board of Directors, and shall supervise all conduct of business. He or she shall appoint and have the power to dismiss the Inspector of Elections, the editors of the publications of the corporation, and such committees and other personnel as he or she deems appropriate, provided that the Board of Directors, pursuant to the procedures prescribed in Article 1II, may rescind any such appointments or dismissals. He or she shall be an ex officio member of each committee and retains the right to a vote at all times and in all matters. He or she shall see that all books, reports, and certificates as required by law, are properly kept or filed. He or she shall be one of the Officers who may sign checks or drafts of the corporation. He or she shall have such powers as may reasonably be construed as belonging to the chief executive of any organization.

Section 5. Vice-President - The Vice-President shall in the event of the absence or inability of the President to exercise his or her office, become acting President of the corporation with all the rights, privileges, and powers as if he or she had been duly elected President.

Section 6. Treasurer - The Treasurer shall have the care and custody of all monies, belonging to the corporation and shall be solely responsible for such monies or securities of the corporation. He or she must be one of the Officers who shall sign checks and drafts of the corporation. He or she shall render at stated periods as the Board of Directors shall determine, a written or electronic account of the finances of the corporation, and such report shall be physically affixed to the minutes of the Board of Directors. He or she shall exercise all duties incident to the office of the Treasurer.

Section 7. Clerk - The Clerk shall give such notices of meetings of Members and Directors as are required by these By-Laws and shall keep a record of all the meetings of Members and Directors. He or she shall keep the minutes and records of the corporation in appropriate books or other formats to make them reasonably available when requested. He or she shall record all proposals, comments, and decisions of the Board of Directors. He or she shall notify all Directors of decisions made by the Board of Directors. He or she shall file any certificate required by statute, federal or state. He or she shall be the official custodian of the records and seal of the corporation. At the request of the President, he or she shall give and serve all notices to the members of the corporation. He or she shall submit to the Board of Directors any communication addressed to him or her as Clerk of the corporation. He or she shall attend to all correspondence of the corporation and shall exercise all duties incident to the Office of Clerk. In the absence of the Clerk from any meeting of the Members or Directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of clerk.

Section 8. Absence - Any Officer, elected or appointed, who knows he or she shall be absent from his or her home address for an extended period, shall inform the President of his or her temporary address and telephone number.

Section 9. Temporary Appointments - Any Officer or person holding an appointment who will be unable to perform his or her duties for a period of one month or more, shall so inform the President or acting President who shall appoint another member to serve in that capacity pro tempore, unless or until the Board shall name a substitute. The Board on its own motion may name a replacement for any Officer unable to serve for a period of three or more months.

#### ARTICLE V: Indemnification of Directors and Operators

Section 1. Indemnification - The corporation shall indemnify each Director, Officer, employee and other agent and each person who formerly served in such capacity and each person who serves or may have served at the request of the corporation as a Director, Officer, employee or other agent of another organization in which this corporation has an interest against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him or her in connection with any action, suit or proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Director, Officer, employee or other agent of the corporation, or, at its request, of any such other organization, whether or not he or she is still serving in such capacity at the time of incurring such expenses or liabilities, except in respect to matters as to which he or she shall be finally adjudged in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, or to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by written opinion of independent legal counsel that the Director, Officer, employee or other agent to be indemnified did not commit a breach of duty owed to the corporation and only if a majority of disinterested Directors approves the settlement or indemnification as being in the best interests of the corporation. Such indemnification may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt by the corporation of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the Board of Directors or otherwise.

#### ARTICLE VI: Miscellaneous Provisions

Section 1. Execution of Instruments - All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an Officer of the corporation in its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President or a Vice-President and the Treasurer or an Assistant Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding inconsistent provisions of the articles of organization, certificate of incorporation, chapter, special act of incorporation, constitution, by-laws, resolutions or votes of the corporation.

Section 2. Voting of Securities - Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without substitution) to act as proxy or attorney in fact for this



corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. Corporate Records. The original or attested copies of the Articles of Organization, By-Laws and records of all meetings of Incorporations and Members shall be kept in Massachusetts at the principal office of the corporation or of the Clerk, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any Member for any purpose in the proper interest of the Member relative to the affairs of the corporation.

Section 4. Definitions - A) All references in these By-Laws to the Articles of Organization and to these By-Laws shall be deemed to refer, respectively, to the Articles of Organization and the By-Laws of the corporation as amended and in effect from time to time. B) All references to a percentage membership vote shall refer to a percentage of those members actually voting and not to a percentage of the membership eligible to vote unless stated otherwise in these By-Laws or unless a greater vote is required by law.

#### ARTICLE VII: Amendment of By-Laws

Section 1. Amendment - These By-Laws may at any time be amended or repealed, in whole or in part, by a two-thirds majority vote of the voting membership, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken. A majority of the Directors in office may also amend or repeal these By-Laws, except that no amendment or repeal may be made by the Directors which changes the date of the annual meeting of Members, or which alters the provisions of these By-Laws with respect to removal of Director, indemnification of Directors and Officers, or amendment of these By-Laws, or which by law or the Articles of Organization requires action by the Members. Not later than the time of giving notice of the meeting of Members next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all Members entitled to vote, and any By-Law adopted by the Directors may be amended or repealed by the Members. Amendments to the By-Law may be initiated by a vote of the Board of Directors or by a petition signed by no less than ten (10) Members of the corporation. The President shall submit any amendment proposed by initiative to the Members within thirty (30) days of receipt. An amendment proposed by initiative shall be enacted by a two-thirds majority vote of the voting membership.