

**BY LAWS**  
**OF**  
**ARGENTO NEW MUSIC PROJECT,**  
**INC.**



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## ARTICLE I

### OFFICES

The principal office of the corporation shall be established and maintained as designated in the Articles of Incorporation. The corporation may also have offices at such places within or without the State of New York as the Board of Directors may from time to time establish.

## ARTICLE II

### PURPOSES

1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Not-for-Profit Corporation Laws of the State of New York. The Corporation shall not participate in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or any candidate for public office.

2. The Corporation may lease, and, by gift, devise, or purchase, own and operate real estate for the Corporate purposes; and the corporation may also solicit donations and to accept money or personal property in aid of its purposes and to maintain the same.

## ARTICLE III

### BASIC POLICIES

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Corporation.
3. The Corporation may cooperate with other organizations and agencies concerned with child welfare but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

## ARTICLE IV

### MEMBERSHIP AND DUES

1. Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Articles of Incorporation and the Bylaws. Membership in the Corporation shall be available without regard to race, color, creed, or national origin.
2. The Corporation shall conduct an annual enrollment of members but persons may become members at any time.
3. Only members in good standing with the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.
4. If the Board of Directors requires, each member of the Corporation shall pay annual dues to the Corporation in an amount determined by the Corporation's Board of Directors from time to time.

## ARTICLE V

### OFFICERS AND THEIR ELECTION

1. Officers.
  - 1.1 The officers of the Corporation shall consist of a President, Vice-President(s), a Secretary, and a Treasurer.
  - 1.2 Officers shall be elected by vote of the Directors of the Corporation annually on the first non-legal holiday, Monday of the anniversary month of the incorporation of the Corporation. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.
  - 1.3 Officers shall assume their official duties following the close of the Annual Meeting and shall serve for a term of one year and until the election and qualification of their successors.
  - 1.4 A person shall not be eligible to serve more than two consecutive terms in the same office unless approved in advance by the Board of Directors.
  - 1.5 Any two or more offices may be held by the same person, except the offices of President and Secretary.

## 2. Election.

2.1 There shall be a nominating committee composed of three members, one of whom shall be selected by the Board of Directors from its body, and two of whom shall be elected by the Corporation at a regular meeting at least one month prior to the election. The person receiving the highest number of votes cast by the Directors of the Corporation shall serve as chairman.

2.2 The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at the regular meeting one month before the election at which time additional nominations may be made from the floor.

2.3 Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

3. Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive committee, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

## ARTICLE VI

### DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purpose of said duty may be promoted.

2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him.

4. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as to conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

5. All officers' shall:

5.1 Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

5.2 Deliver to their successors all official material not later than ten days following the election of their successors.

## ARTICLE VII

### BOARD OF DIRECTORS

1. The Corporation shall be managed by the Board of Directors which shall consist of not less than three directors. Each director shall be at least eighteen years of age. The Board of Directors may consist of the officers of the Corporation and the Chairman of Standing Committees, and representatives appointed by the members of the Corporation. The Chairmen of the Standing Committees shall be selected by the officers of the Corporation. The members of the Board of Directors shall serve until the election and qualification of their successors.

2. The duties of the Board of Directors shall be

2.1 to transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation;

2.2 to create standing committees;

2.3 to approve the plans of work of the standing committees;

2.4 to present a report at the regular meetings of the Corporation;

2.5 to appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts;

2.6 to prepare and submit to the Corporation for approval a budget for the fiscal year; and

2.7 to approve routine bills within the limits of the budget.

3. Regular meetings of the Board of Directors shall be held quarterly, the time to be fixed by the Board at its first meeting of the year. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board upon five days written notice.

3.1 Each Director shall be entitled at each meeting of the Directors and upon each proposal, matter or motion at each meeting be entitled to one vote.

3.2 All proposals, matters or motions presented at the Board of Directors meeting shall be decided by majority vote of the Directors present at said meeting.

## ARTICLE VIII

### MEETINGS OF MEMBERS

1. Regular meetings of the Corporation shall be held on the first Monday, which is not a legal holiday, of each January, April, July, and September at the principal office of the Corporation at 10 o'clock a.m. unless otherwise provided by the Corporation or by the Board of Director. Ten days' notice shall be given of change of date.

2. The annual meeting shall be the first Monday, which is not a legal holiday, of the anniversary month of the incorporation of the Corporation.

3. A majority of the members shall constitute a quorum for the transaction of business in any meeting of the Corporation.

4. Each member shall be entitled at each meeting of the members and upon each proposal, matter or motion at each meeting be entitled to one vote.

5. All proposals, matters or motion presented at a meeting of members shall be decided by a majority vote of the members present at said meeting.

## ARTICLE IX

### STANDING AND SPECIAL COMMITTEES

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term

of each chairman shall be one year and until the election and qualification of his successor.

2. The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

3. The power to form special committees and appoint their members rests with the Corporation.

4. The President shall be a member ex officio of all committees except the nominating committee.

## ARTICLE X

### SEAL

The Seal of the Corporation shall be as more particularly shown in the following impression:

## ARTICLE XI

### AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation. By-laws may also be adopted, amended or repealed by the Board of Directors but any By-laws adopted, amended or repealed by the Board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any By-law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors the By-law so adopted, amended or repealed, together with a concise statement of the changes made.