

GULF COAST MUSIC ASSOCIATION BYLAWS

ARTICLE ONE

NAME

Section 1.01 Name. The name of the corporation shall be the Gulf Coast Music Association.

ARTICLE TWO

OFFICES

Section 2.01 Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris. The Corporation may have such other offices either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act.

ARTICLE THREE

MEMBERSHIP

Section 3.01 Active Membership. Active memberships shall be limited to 50 dues paying musicians or other interested persons within the club's boundary area. Active members may vote at meetings and hold office.

Section 3.02 Dues. The amount of the annual dues to be charged to the members of the Corporation shall be determined by the Board of Directors by resolution at the annual meeting

of the Board. Payment of dues by the members shall be made by June 30 of each year.

Section 3.03 Annual Meeting. An annual meeting to elect directors and officers to replace those whose terms have expired or to elect new directors shall be held during the month of May at a date, time and place designated by the Board of Directors. In the event that the Board of Directors fails to call the annual meeting at the designated time, any member may make a demand that such a meeting be held with a reasonable time. Such demand shall be made in writing by registered mail to any officer of the Corporation. Notice of the annual meeting shall consist of a mailed written notice or telephone call made directly to the member stating the date, time and place of such meeting. Notice shall be delivered not less than ten days or more than fifty days before the meeting is to be held.

Section 3.04 Regular Meetings. The members shall hold eight regular meetings each year. The regular meetings of the members shall be held on the first Wednesday of each month, except the month of March, unless otherwise determined by the Board of Directors. Proper notice of the September regular meeting shall consist of a mailed written notice or telephone call made directly to the member stating the date, time and place of the meeting. Notice of the September meeting shall be delivered not less than ten days or more than fifty days before the meeting is to be held. Proper notice of all other regular meetings shall consist of a written announcement in the Corporation's yearbook for that year stating the date, time and place of the meeting. No further notice of the regular meeting other than for the September meeting is required unless a change in the date, time or place of such meeting is

made subsequent to the issuance of the yearbooks to the members. If such a change is made, notification of the change shall be given by letter or telephone call made directly to the member at least ten (10) days before the meeting is to be held. A copy of the Corporation's yearbook shall be available for each member at the September regular meeting.

Section 3.05 Special Meetings. Special meetings of the members of the Corporation may be called by the President or by members of the Corporation representing not less than one tenth (1/10) of the votes entitled to be cast by the membership. The qualified party calling the special meeting shall designate the date, time, place and purpose of the meeting. Proper notice of the special meeting shall be given by the qualified party calling the special meeting. Proper notice shall consist of a written notice providing the date, time, place, and purpose of the special meeting and shall be delivered either by mail or by telephone call directly to the member, not less than five (5) days before the meeting is to be held.

Section 3.06 Voting. All members shall be entitled to elect the officers, the Board of Directors, vote on amendments to the bylaws and vote on major policy considerations raised during the meetings. A member may vote by proxy executed by him in writing or by his duly appointed attorney in fact and delivered to the Secretary of the Corporation prior to or at the meeting at which the vote is to occur. Such a proxy may be revoked in writing up to the date on which the election is to be held.

Section 3.07 Electing the Board of Directors and Officers. When electing the Board of Directors and Officers of the Corporation, members are entitled to one (1) vote for each

director or officer to be elected, but members may not cumulate their votes.

Section 3.08 Quorum. A quorum for a meeting of the members of the Corporation shall consist of one quarter (1/4) of the votes entitled to be cast by the membership.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 4.01 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Texas.

Section 4.02 Number, Tenure and Qualification. The Board of Directors shall be comprised of no fewer than three (3) and not more than nine (9) Directors. The number of Directors may be increased or decreased from time to time by amendment to the bylaws. The terms of the Directors shall be staggered. To accomplish this, half of the initial members of the Board shall serve one year terms and the remainder shall serve two year terms. The initial members of the Board shall draw lots to determine who will serve the one year terms and who will serve the two year terms. Thereafter, each Director shall hold office for a term of two (2) years. A Director's term expires when his successor shall have been duly elected by the members of the Corporation. Each Director must be a member of the Corporation. The President, Vice President, the Treasurer of the Corporation shall also be Directors of the Corporation. The remaining members of the Board of Directors may be, but are not required to be, Officers. A Director may hold office for consecutive terms and no limit is imposed upon the total number of terms a Director may serve.

Section 4.03 Nomination and Election of the Board of Directors. Election of new members of the Board of Directors shall take place during the annual meeting of the members of the Corporation. Nominations for new members of the Board of Directors shall be taken both from the floor of the meeting and from a Nominating Committee appointed by the President or Board of Directors at least forty-five (45) days prior to the annual membership meeting. This slate of nominees shall be distributed by the Board to the members of the Corporation at least thirty (30) days before the annual membership meeting. Additional nomination shall be taken from the floor of the annual membership meeting. New Directors shall be elected by a majority vote of all the members present at the meeting.

Section 4.04 Annual meetings. The Board of Directors shall hold its annual meeting in May of each year. The Board shall provide by resolution the date, time and place for holding the annual meeting of the Board of Directors. Proper notice shall consist of a mailed written notice or a phone call made directly to each Director giving the date, time and place of the meeting. Such notice shall be delivered at least ten (10) days and not more than fifty (50) days before the meeting is to be held.

Section 4.05 Regular Meetings. Regular meetings of the Board of Directors shall be held in September, December and March. The regular meetings of the Board of Directors shall be called by the President of the Corporation. Proper notice providing the date, time and place of such meetings shall be delivered by mailed written notice or telephone call made directly to each member of the Board at least ten (10) days before the meetings.

Section 4.06 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or any two (2) Directors. Proper notice shall consist of a mailed written notice or telephone call made directly to each of the Board members stating the date, time, place and purpose of the meeting. Such notice shall be given at least five (5) days before the meeting is to be held. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.07 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at a Board meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.08 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 4.09 Unanimous Written Consent. Any action required by law to be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 4.10 Vacancies. Any vacancy occurring in the Board of Directors due to death, removal or resignation shall be filled by a vote of the Board members remaining in office after the

vacancy has occurred. A director appointed to fill a vacancy shall serve only the remaining unexpired term.

Section 4.11 Removals. Any member of the Board of Directors may be removed by a two-thirds (2/3) majority vote of all the members of the Corporation.

ARTICLE FIVE

OFFICERS

Section 5.01 Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. No two offices may be held by the same person.

Section 5.02 Election and Term of Office. All Officers of the Corporation shall be elected for two (2) year terms by the membership at the annual meeting of the members of the Corporation. Nominations for all offices of the Corporation shall be made by the Nominating Committee and presented to the Board of Directors at least forty-five (45) days prior to the annual meeting of the members of the Corporation. This slate of nominations shall be distributed by the Board of Directors to the members of the Corporation at least thirty days prior to the annual membership meeting. Additional nominations shall be taken from the floor of the annual membership meeting. The nomination and election of new officers shall be held after the election of the new Board of Directors at the annual meeting of the members of the Corporation. The persons holding the offices of President, first Vice President and Treasurer must also be members of the Board of Directors. The other officers may be elected from the general membership.

The new officers shall be elected by a majority vote of those members of the Corporation present at the annual meeting of the members. If the election of the Officers is not held at such meeting, the election shall be held as soon thereafter as convenient. Each officer shall hold his office until his successor shall have been duly elected and qualified. New offices may be created by the Board of Directors and filled at any regular meeting of the members of the Corporation. Nominations and election of persons to serve in the new offices shall be made in the same manner as for regular elections of the officers of the Corporation.

Section 5.03 Removal. Any officer may be removed by a two-thirds (2/3) majority vote of the members present at meeting of the members of the Corporation. An officer may be removed with or without cause whenever in the judgment of the members the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.04 Vacancies. A vacancy in any office because of death, resignation, removal or otherwise may be filled by election by a majority of members of the Corporation present at the next regular meeting of the members.

Section 5.05 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. It shall be the duty of the President to preside at the regular meetings of the Board of Directors. The President shall be ex-officio member of all committees. The President shall attend all regular and special meetings of the Board of Directors. The

President may sign, alone or with the Treasurer of any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors of by these by-laws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.06 Vice President. In the absence of the President or in the event of his inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the President. The first Vice President and the other Vice Presidents shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 5.07 Treasurer. The Treasurer shall receive all membership dues and other moneys belonging to the Corporation and shall make all disbursements as directed by the President. Checks shall be signed by either the Treasurer or the President. If required by the Board of Directors the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or

other depositories as shall be selected in accordance with these by-laws. He shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, and all of the books shall be open at all times to the inspection of the Board of Directors. The Treasurer shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5.08 Secretary. The Secretary shall keep the minutes of the meeting of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these by-laws or as required by law; be custodian of the corporation, **and affix the seal of the Corporation**, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE SIX

EXECUTIVE COMMITTEE

Section 6.01 Appointment and Duties. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one Executive Committee, which shall consist of at least two (2) Directors. Subject to the direction of the Board, the Executive Committee may, if the

Board so decides, have the immediate charge, management and control of the activities and business affairs of the Corporation, and have full power in the intervals between the meetings of the Board to do any and all things in relation to the affairs of the Corporation and to exercise any and all powers of the Board in the management and direction of the business and conduct of the affairs of the Corporation. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Section 6.02 Keeping the Books. The Executive Committee may, if the Board so decides, direct the manner in which the books and accounts of the Corporation shall be kept and cause to be examined from time to time the accounts and vouchers of the Treasurer and moneys received and paid out by him.

Section 6.03 Records. The Executive Committee shall keep a record of its proceedings and report the same to the Board of Directors at each succeeding meeting of the Board. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE SEVEN

NOMINATING COMMITTEE

Section 7.01 Appointment and Duties. The President or Board of Directors by resolution may designate and appoint a Nominating Committee. The Nominating Committee shall consist of not less than three (3) persons and shall be chosen from the general membership of the Corporation and the Board of Directors. At least one member of the Nominating Committee must be a member of the Board of

Directors. The Nominating Committee shall be responsible for nominating persons to stand for election to the Board of Directors and to the offices of the Corporation. Nominations shall be made by the Nominating Committee and presented to the Board of Directors at least forty-five (45) days prior to the meeting of the membership of the Corporation at which the election is to be held. The list of nominations shall be distributed by the Board of Directors to the members of the Corporation at least thirty (30) days before the membership meeting.

ARTICLE EIGHT

OTHER COMMITTEES

Section 8.01 Appointment and Duties. The Board of Directors may create by resolution any other committees it shall feel that the best interest of the Corporation requires. Such resolution shall state the purpose and duties of the committee to be formed. Members of committees created in this manner shall be appointed by the Board of Directors or President.

Section 8.02 Meetings. The committees shall meet at a time and place to be determined by the Board of Directors. Proper notice shall consist of a written notice stating the date, time, place and purpose of the meeting to be delivered not less than ten(10) days and not more than fifty (50) days before the meeting.

ARTICLE NINE

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 9.01 Contracts. The Board of Directors may authorize any officer or officers so authorized by these by-laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the

Corporation. Such authority may be general or confined to specific instances.

Section 9.02 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the Treasurer or the President of the Corporation.

Section 9.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.04 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE TEN

BOOKS AND RECORDS

Section 10.01 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE ELEVEN

CORPORATE SEAL

Section 11.01 Seal. The Board of Directors may authorize a corporate seal.

ARTICLE TWELVE

FISCAL YEAR

Section 12.01 Fiscal Year. The fiscal year of the Corporation shall begin October 1.

ARTICLE THIRTEEN

WAIVER OF NOTICE

Section 13.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FOURTEEN

AMENDMENTS TO THE BY-LAWS

Section 14.01 Amendments to By-laws. These by-laws may be altered, amended or repealed and new by-laws may be adopted by two-thirds (2/3) of the members present at any regular meeting or at any special meeting, if at least five (5) days written notice is given of an intention to alter, amend, or repeal these by-laws or to adopt new by-laws at such meeting.