

**BYLAWS OF THE
Summit County Songwriters Circle**

**ARTICLE I
OFFICE AND REGISTERED AGENT**

Section 1. The principle office of the Summit County Songwriters Circle (SCSC) shall be in the state of Ohio.

Section 2. Registered Agent for Summit County Songwriters Circle shall be Bev Hutchens, 1758 14th Street, Cuyahoga Falls, Ohio, 44223. 330-524-5579

**ARTICLE II
PURPOSES**

1. To provide a positive forum for area songwriters and performers by sharing of writing techniques, resources and information about the local music industry (including performing, recording and promoting one's craft), in an endeavor to nurture and develop the skills of the composers and performers of original music.
2. To promote and preserve the creation and performance of original music by using all the local and national resources available to this end.
3. To use educational resources to strengthen and grow individuals and groups in their songwriting endeavors, in promoting original music compositions.
4. To network with like-minded groups in the area to promote original music in various civic functions that offer music to the public.
5. To be an advocate to ensure the continuation and growth of original music by being a positive influence on decision makers and resource providers on local and regional levels as well as state and national levels.
6. To be a force in the community for strengthening existing venues, support and showcase original music and songwriters, and to develop new venues.
7. To encourage and promote professional development of original music and songwriters.
8. To give back to the community by providing scholarships and nurturing the musical aspirations of the youth in the area, offering them a creative outlet through musical and technical training in the field of music.

ARTICLE III

In the spirit of diversity, membership in SCSC is open to all persons (including persons of all races, religions, national backgrounds, or sexual preferences) and organizations that subscribe to and further the purposes of SCSC upon payment of the present year's dues. Membership entitles the member to receive such benefits as SCSC may grant to members including, but not limited to, subscriptions to publications and discounts on activities or merchandise. In matters brought before the general membership by the trustees, all membership categories shall have one vote.

Membership categories shall include:

- Individual memberships
- Professional artist memberships which usually are honorary memberships
- Student memberships available to full-time students who present proper school identification at the time dues are paid, at a 20 % discount
- Senior citizen memberships available to those members who present their Golden Buckeye cards (or their equivalent) at the time dues are paid, at a 20% discount.
- Organizational memberships

No member of SCSC shall be personally liable to the creditors of SCSC for any indebtedness or liability, and any and all creditors of SCSC shall look only to the assets of SCSC for payment.

Annual dues shall be charged at such rate as the vote of the trustees shall decide for each fiscal year, which runs March 1 through February 28 (29).

A member must have paid dues for the current year to be considered a member in good standing, to be entitled to vote or hold office, or to receive other benefits of membership.

ARTICLE IV BOARD OF DIRECTORS

Powers

There shall be a Board of Directors of the SCSC, which shall supervise and control the business, affairs and property of the SCSC, except as otherwise expressly provided by law, the Articles of Incorporation of the SCSC, or these Bylaws.

Number and Qualifications

The members of the initial Board of Directors of SCSC shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the SCSC shall be composed of no less

than 5 and no more than 7 individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Election and Term of Office

The members of the SCSC Board of Directors shall be elected by the voting members at the annual meeting of the members. Voting members are members that have paid their dues. Directors on the SCSC Board of Directors shall serve a term of 1 year.

Resignation

Any Director of SCSC may resign at any time by giving written notice to the President of SCSC. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of SCSC.

Removal

Any director may be removed from such office, with or without cause, by a majority vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

Vacancies

Vacancies shall be filled by majority vote of the remaining members of the SCSC Board of Directors for the unexpired term.

Regular Meetings

A regular meeting of the SCSC Board of Directors shall be held four (4) times a year at such time, day and place as shall be designated by the Board of Directors.

Special Meetings

Special meetings of the SCSC Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office. This meeting shall be held at such time, day, and place designated in the notice of the meeting.

Notice

Notice of the time, day, and place of any meeting of the SCSC board of Directors shall be given at least 7 days prior to said meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice.

Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Manner of Acting

Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present

at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Unanimous Written Consent In Lieu of a Meeting

The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Telephone Meeting

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Conflicts of Interest

In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

- a. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation.
- b. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE V

Officers

The Executive Board of the SCSC shall consist of a president, vice president, recording secretary, corresponding secretary, treasurer, sergeant-at-arms and up to three at-large board members. Any ex-president will assume the role of president emeritus, to keep continuity of the executive board.

Elections

The Executive Board will be elected by a vote of all members in good standing annually. The elections will be held in April of every year. The winners of the election shall be decided by a simple majority vote of the membership in attendance.

Terms

The executive board shall serve a term of one year from the date of the election.

Resignation

Any officer may resign at any time by giving written notice to the executive board, such a resignation shall take effect in the time designated in the notice, or if no time is specified it will be effective immediately.

Removal

Any officer may be removed from such office, with or without cause, by a three-fourths vote of the voting members at any regular or special meeting of the members expressly for that purpose.

Vacancies

A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

President

It shall be the duty of the president to preside over all Board Meetings and General Meetings, formulate and distribute agendas for meetings at least two weeks before meeting, ensures that all committees have adequate membership and are functioning in an appropriate manner. President is must be a member in good standing and must have served at least two years on the board in order to qualify to serve as president.

Vice President

It shall be the duty of the vice-president to assume the duties of the president in the absence of the president, to assist the president with making sure all committees are on target, and to carry out any other duties delegated to the vice-president.

Recording Secretary

It shall be the duty of the recording secretary to keep an accurate record of all meetings, providing written accounts of all board and general membership meetings, including attendance log, and to distribute board meeting minutes within a week to all board members.

Corresponding Secretary

It shall be the duty of the corresponding secretary to provide updates on any correspondence received, acts as a community liaison for organizational promotion, and

to send emails to all members with meeting reminders, information on new business and elections and to handle any other communication deemed necessary by the board.

Treasurer

It shall be the duty of the treasurer to keep ongoing records of the organization's finances, provide an updated list of paid members, to collect dues and to have the petty cash available to make change at all gatherings. The treasurer shall also balance bank statements, see that expenses are paid and deposits are taken to the bank in a timely manner, keep monthly reports updated to announce at the Board Meetings, and file annual tax forms.

Bonding

Any person entrusted with the handling of funds (treasurer) shall furnish, at the expense of the SCSC, a fidelity bond, approved by the Board of Directors

Sergeant-at-Arms

It shall be the duty of the sergeant at arms to keep electronics devices silenced during meetings, to minimize side conversations during meetings, keeping the critiques to a respectable time limit. The S@A will sit at the back of the room to observe and not be a distraction.

At-Large Board Members

It shall be the duty of the two at-large board members who are the other executive committee members to see to the day-to-day operation of SCSC in concert with the president, the vice-president, the secretary, and the treasurer of SCSC; with emphasis on heading specific committees and representing the general membership.

Committees

Committees shall be formed as needed with the direction of the executive board to organize and maintain events and projects that are undertaken by the SCSC.

ARTICLE VI COMMITTEES

The following standing committees shall exist, working to implement the operation of SCSC according to the decisions of the board of directors and the general membership, with the duties and powers appropriate to their functions

Public Relations

Will work with corresponding secretary for contact information to send out announcements to the community promoting all upcoming events via local news

agencies, social media, printed materials and print and broadcast media, so as to increase the community's awareness and interest in the organization.

Events

Will organize the community occurrences in which the SCSC participates, assuring that the organization is well represented in its best possible form and encouraging the event sponsor to maintain a positive relationship with SCSC for future endeavors.

Fund Raising

Shall be responsible for recommending, researching, organizing, and implementing projects to raise funds for SCSC and its activities and for maintaining records and files on the success of fund raising projects.

The president may also establish such additional temporary committees as the board of directors or a meeting of the general membership shall direct.

Other standing committees may be formed with duties assigned as deemed necessary by a majority vote of the general members whose membership is in good standing.

When a committee has run its course and is deemed no longer necessary, it may be abolished by a majority vote of the general members whose membership is in good standing.

The president may appoint chairpersons and members to committees subject to approval of the board of directors unless otherwise provided for in these bylaws. When committees are not composed of all appointed members, committees may be a mix of appointed and volunteer members, or committees may be formed of all volunteer members. When committees do not have appointed chairpersons, committees may select their own chairpersons or other officers by consensus or by election subject to the approval of the board of directors unless otherwise provided for in these bylaws. In the event that other members are needed for any committees, the president may recruit additional members and may ask the general membership for recommendations on any committee appointments.

ARTICLE VII MISCELLANEOUS PROVISIONS

Fiscal Year

The fiscal year of the SCSC shall be the run from March 1 through February 28 (29).

General Membership Meetings

General meetings to be held on the first Monday of the month.

Executive Board of Directors Meeting

Board meetings will be held approximately one hour prior to the general meeting on the first Monday of each month.

Notice

Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by email, and will be deemed given when verified as a successful send.

**ARTICLE VIII
INDEMNIFICATION**

Unless otherwise prohibited by law, SCSC shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to SCSC for damages arising out of his or her own gross negligence in the performance of a duty to SCSC.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. SCSC may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not SCSC would have the power to indemnify the person against that liability under law.

**ARTICLE IX
INTELLECTUAL AND REAL PROPERITES**

The individual or individuals that create graphic/trademark intellectual properties will retain the copyrights of these graphics/trademarks. No fees will be charged for the use of these graphics/trademarks by the organization for as long as the organization is intact. In such time as the organization is dissolved, those rights will remain with the originator(s) to do as they see fit. These are to be used by the organization once the board of directors has approved their design and agree upon their use. SCSC further will own the rights of any work of music that is composed by 4 or more members, if it is written for the specific purpose to be performed by members of the organization for the

purpose of promotion of SCSC. This includes what is deemed as a 'finale' for a showcase or other events where SCSC is the being highlighted or showcased.

SCSC will accept contributions of: real property that is donated to the organization to be used as a meeting place, performance space, or other group based activity of the SCSC. The organization will then be responsible for any taxes and insurance of the real property from that point forward, only if the contributor does not wish to pay for said taxes and insurance. SCSC will be held harmless of any liens and/or liabilities that are or will be attached to said real property. Approval of the board of directors is contingent upon acceptance of any real property offered. Contributions of intellectual properties will be accepted upon approval of the board of directors and will become the property of SCSC. SCSC will be held harmless of any past or future liabilities or lawsuits of said intellectual property and will use said intellectual property in a way that would be deemed beneficial to the organization. Contributions of any vehicles would be accepted after board of directors approval and would be used for the expressed purpose of advancing SCSC in any way it deems fit. This will include, but is not limited to, use for group activities, advertising, and use by individual members for the purpose of performing.

Contributors will be advised in writing that SCSC has ultimate authority to use any contributions made for any purpose determined by the board of directors and will be held harmless of any liens or liabilities associated with those contributions.

ARTICLE X DISSOLUTION OF SCSC

After all obligations and debts owed by SCSC, the remaining real and intellectual property will be distributed to another 501 (c) (3), of similar goals and direction, to be decided at that point in time.

ARTICLE XI AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority of the voting members at any regular or special meeting of the members including those principals notified by email of the meeting minutes within five business days of being sent. The notice of the meeting shall set forth a summary of the proposed amendments.