

TEXAS MUSIC ADJUDICATORS ASSOCIATION

Constitution and By-Laws
Adopted February 2007

**CERTIFICATE OF FORMATION
OF A
NONPROFIT CORPORATION**

Article 1.

The filing entity being formed is a nonprofit corporation. The name of the entity is **TEXAS MUSIC ADJUDICATORS ASSOCIATION, INC.**

Article 2.

The initial registered agent is an individual who is a resident of the State of Texas and whose name is Jay B. Dunahoo. The business address of the registered agent and the registered office address are 410 Coronado Drive, Kerrville, Texas 78028.

Article 3.

The management of the affairs of the corporation is vested in the Board of Directors. The number of directors constituting the initial Board of Directors is 7 and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. KEITH BEARDEN	4512 86 th St., Lubbock, Texas 79424
2. NICK NIXON	1006 Banister Ln., #404, Austin, Texas 78704
3. JAMES C. EDWARDS	3205 John Campbell's Dr., Austin, Texas 78735
4. DAVID LEE LAMBERT	3323 Meadowcreek Dr., Missouri City, Texas 77459
5. BRYAN BUFFALOE	1818 Carlsbad Ln., Deer Park, Texas 77536
6. SHARON F. PAUL	9310 Silver tip Dr., Spring, Texas 77379
7. ROB TOUPS	P.O. Box 1261, Canton, Texas 75103

Article 4.

The nonprofit corporation will have members.

Article 5.

This nonprofit corporation is formed for any lawful purpose or purposes not expressly prohibited under Chapters 2 or 22 of the Texas Business Organizations Code, including any purpose described by Section 2.002 of the Code.

Article 6.

The name and address of the organizer are as follows:

Jay B. Dunnahoo
410 Coronado Drive
Kerrville, Texas 78028

Article 7.

This document becomes effective when the document is filed by the Secretary of State.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent statement.

Date: _____

Jay B. Dunnahoo

**BYLAWS
OF THE
TEXAS MUSIC ADJUDICATORS ASSOCIATION, INC.**

These Bylaws govern the affairs of the Texas Music Adjudicators Association, Inc., a nonprofit corporation (herein, the "TMAA").

**ARTICLE 1.
OFFICES**

Principal Office

1.01. The Corporation's principal office in Texas will be located at 410 Coronado Drive, Kerrville, Texas 78028. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Organizations Code.

**ARTICLE 2
MEMBERS**

Classes of Members

2.01. The Corporation will have three (3) classes of members, being: Active Members, Provisional Members and Honorary Members. A description of the classes of membership is as follows:

A. **ACTIVE MEMBERS**

1. **Qualification.** In order to be considered for Active Member status in the corporation, all candidates must satisfy the following requirements:
 - a. **Successful Teaching Component:** A candidate must have five (5) years of successful teaching in the State of Texas.
 - b. **Employment in Music Education Component:** A candidate must be currently employed in the State of Texas as either (1) a public school or college music educator, (2) a school music administrator, or (3) a professional musician.

- c. Workshop Component: A candidate must have completed a TMAA judging workshop in the performance areas (concert band, choir, orchestra and/or marching band) in which he or she is applying to judge.
 - d. Superior Performance Component:
 - i. Directors of public school music groups (grades 7-12): Lead or primary directors must have earned a Division I rating at Texas UIL music contests in each area of application (concert band, choir, orchestra and/or marching band) in three of the five years preceding the date of the candidate's application for membership. Assistant or secondary directors of organizations who use the ratings of the groups to satisfy membership criteria must submit a letter of recommendation from the lead or primary director of the organization. This letter should provide specific examples to verify the assistant director's involvement in the preparation of the contest organization.
 - ii. Primary conductors of college/university music organizations must submit documentation attesting to five years of teaching in the State of Texas in the areas of application (concert band, choir, orchestra and/or marching band). They must also submit three letters of recommendation from current TMAA members. These letters must state the qualifications of the candidate.
 - e. Adjudicator/Clinician Component:
 - i. A candidate must have served as a UIL music contest adjudicator in his or her area(s) of application in at least two different UIL regions within the five years prior to the candidate's application for membership; or
 - ii. A candidate may satisfy the adjudicator/clinician component by combining service once as an adjudicator in a Texas UIL music contest and once as a clinician of an All-Region group; or
 - iii. A candidate may satisfy the adjudicator/clinician component by serving at least once as a conductor of an All-State group in the area(s) of application within the five years prior to the candidate's application for membership.
2. Retired Members. Active Members who have retired from positions in music education, music administration, or as professional musicians may continue their membership in TMAA, with the exception of those who pursue full time careers

in areas that would be considered to be a conflict of interest. Retired Members shall conform to all other components required of Active Members.

3. Charter Members. Adjudicators whose names appear on the list of Judges certified by the UIL at the time of adoption of the original TMAA constitution shall be known as Charter Members and have Active Member status subject to conforming to all other requirements for Active Memberships.
 4. Voting. Only Active Members shall be eligible to vote. Each Active Member shall have one vote.
 5. Maintaining Membership. An Active Member shall:
 - a. adjudicate or be invited to adjudicate in at least two regions within the preceding five year period; or
 - b. serve as clinician-conductor for an All-Region Choir, Band, or Orchestra in at least two regions within the preceding five year period; or
 - c. serve as an adjudicator in one region and as a clinician-conductor in another region within the preceding five-year period; or
 - d. serve as a clinician-conductor of an All-State organization within the preceding five-year period.
- B. PROVISIONAL MEMBERS. Provisional Membership is earned by candidates who successfully complete components a-d of the requirements of Active Members and are awaiting the completion of the adjudicator/clinician component. Provisional Members pay annual dues and their names are listed on the TMEA website. Provisional Memberships remain in effect for five years. If Active Membership is not attained within the five year period, the candidate may reapply for Provisional Membership.
- C. HONORARY MEMBERS. Any person whom the TMAA wishes to honor or whose counsel is desired, and who by deeds or actions evidences abilities and profound interest commensurate with the highest standards of the TMAA, may be designated as an Honorary Member upon recommendation of the Board of Directors

Admitting Members and Renewing Membership

2.02. Natural persons may be admitted to membership in the Corporation by the Board or a committee designated by the Board to handle such matters. The Board or a Board-designated committee may adopt and amend application procedures and qualifications for membership in the Corporation. An affirmative vote of the majority of the Directors or a Board-designated committee present and voting is required for admitting any applicant who meets the membership

qualifications then in effect. A member may renew membership by paying all required fees and dues.

Membership Fees and Dues

2.03. The Board may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members of each class. Dues are payable in advance on the first day of each fiscal year.

Voting Rights

2.04. Each Active Member is entitled to one vote on each matter submitted to a vote of the members.

Resolving Disputes

2.05. In any dispute between members relating to the Corporation's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate to select one or more mediators to help resolve it. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in Civil Practice and Remedies Code Section 171.001 only if the parties have met together with a mediator. This paragraph will apply to a dispute involving the Corporation as a party relating to the sanctioning, suspending, or expelling a member from the Corporation. The Board has discretion to authorize using corporate funds for mediating or arbitrating a dispute described in this paragraph.

Sanctioning, Suspending, or Terminating Members

2.06. The Board may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes defaulting on an obligation to the Corporation to pay fees or dues for a period of thirty (30) days following delivery of notice of default, or a material and serious violation of the Corporation's articles of incorporation, bylaws, or rules, or of law. The Board may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Board, or take action on the Board's behalf. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least fourteen (14) days before the hearing. But shorter notice may be deemed adequate if the Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion determines that the need for a timely hearing outweighs the prejudice caused to the member and if the notice states the need for a timely hearing. If mailed, the notice will be sent by registered or certified mail, return receipt requested. A member may be represented by counsel at and before the hearing. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion may impose sanctions, suspend a member, or expel a member by vote of a majority of directors or a

committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion who are present and voting.

Resignation

2.07. Any member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

Reinstatement

2.08. A former member may submit a written request for reinstatement of membership. The Board or a committee designated by the Board to handle the matter may reinstate membership on any reasonable terms that the Board or committee deems appropriate.

Transferring Membership

2.09. Membership in the Corporation is not transferable or assignable. Membership terminates when the Corporation dissolves or a member dies. Membership is not a property right that may be transferred after a member dies.

Waiving Interest in Corporate Property

2.10. The Corporation owns all real and personal property, including all improvements located on the property, acquired by the Corporation. A member has no interest in specific property of the Corporation. Each member waives the right to require partition of all or part of the Corporation's property.

ARTICLE 3. MEETINGS OF MEMBERS

Annual Meeting

3.01. Beginning in 2007, the Board will hold an annual members' meeting in February each year at the TMEA Annual Convention or at another time that the Board designates. If the day fixed for the annual meeting is a Saturday, Sunday, or legal holiday in Texas, the meeting will be held on the next business day. At the annual meeting, the members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect directors.

Special Meetings

3.02. Special meetings of the members may be called by the president, the Board, or not less than one-sixth of the voting members.

Place of Meeting

3.03. The Board may designate any place, inside or outside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

Notice of Meetings

3.04. Written or printed notice of any members' meeting, not including the annual meeting, will be delivered to each member entitled to vote at the meeting not less than 10--nor more than 60--days before the date of the meeting. The record date for determining the members entitled to notice of any meeting of members will be established by the Board according to Article 1396--2.11A of the Revised Civil Statutes. After fixing the record date, the Board will cause to be prepared an alphabetical list of all members entitled to notice of any meeting of members. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. If all of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

Eligibility to Vote at Members' Meetings

3.05. A member in good standing is entitled to vote at a meeting of the members of the corporation. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date the meeting.

The record date for determining the members entitled to vote at any meeting of members will be established by the Board according to Article 1396--2.11A of the Revised Civil Statutes. After a record date is fixed, an alphabetical list of members entitled to receive notice, including their addresses and number of votes each is entitled to cast, will be prepared. The list will contain a listing of members entitled to vote at the meeting but not entitled to receive notice and will be available for inspection at the principal office of the corporation from two business days after notice is given until the meeting is held. Any member entitled to vote at the meeting is entitled to access to the list for the purpose of communicating with other members. The member or the member's agent or attorney may make the inspection on written demand and copy the list at a reasonable time and at the member's expense.

Quorum

3.06. Members holding one-tenth of the votes that may be cast at a meeting who attend the meeting in person or by proxy will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members

required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once without further notice.

Actions of Membership

3.07. The membership will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled vote at a meeting at which a quorum is present, is enough to constitute the act of the membership unless law or the bylaws require a greater number. Voting will be by ballot, voice, or show of hands, except that any election of directors will be by ballot if demanded by any voting member at the meeting before the voting begins.

ARTICLE 4 BOARD OF DIRECTORS

Management of Corporation

4.01. The Board will manage corporate affairs.

Number, Qualifications, and Tenure of Directors

4.02. The number of directors will be a number determined by the Board that is not less than five and not greater than nine. Directors will be members of the Corporation and will serve as the Officers of the Corporation. The Immediate Past-President, President, and President-Elect will serve two (2) year terms. The Vice Presidents will serve three (3) year terms. Each director will hold office until a successor is duly elected. A director may be elected to succeed himself or herself in the same office or to a different position on the Board. Directors holding Places 1, 2 and 3 shall be elected in odd-numbered years. Directors holding Places 4 and 5 shall be elected in 2007 and every three years thereafter. The Director holding Place 6 shall be elected in 2008 and every three years thereafter. The Director holding Place 7 shall be elected in 2009 and every three years thereafter.

Commencing on the date of the first annual meeting of this Corporation, the Members shall elect directors to Places 1-7 as follows:

1. Place 1: Immediate Past President
2. Place 2: President
3. Place 3: President Elect
4. Place 4: Vice President – Concert Band
5. Place 5: Vice President – Orchestra
6. Place 6: Vice President – Vocal
7. Place 7: Vice President – Marching Band

The Corporation's officers will be an immediate past president, president, president elect, four (4) vice presidents, and a secretary/treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and the Members may elect or

appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary.

Nominating Directors

4.03. At any meeting at which the election of a director is held, a voting member in good standing may nominate a person with the second of any other voting member in good standing. In addition to nominations made at meetings, a nominating committee will consider possible nominees and make nominations for each election of directors. The nomination shall be to a specific Place on the Board (i.e., Place 3 as President Elect). The secretary will include the names nominated by that committee, and any report of the committee, with the notice of the meeting at which the election occurs.

Electing Directors

4.04. A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected to the particular Place for which such person has been nominated by the vote of the membership (i.e., Place 3 for President Elect). Each director will hold office until a successor is elected and qualifies. A director may be elected to succeed himself or herself as director. Directors will be elected at the annual meeting of the members.

In electing directors, members may cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates.

Vacancies

4.05. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board, or if it is a sole remaining director. A director selected to fill a vacancy will serve the unexpired term of his or her predecessor in office.

Annual Meeting

4.06. The annual meeting of the Board may be held without notice other than these Bylaws. The annual Board meeting will be held immediately after, and at the same place as, the annual members' meeting.

Regular Meetings

4.07. The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held inside or outside Texas, and will be held at the Corporation's registered office in Texas if the resolution does not specify the location of the

meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

Special Meetings

4.08. Special Board meetings may be called by, or at the request of, the president or any two directors. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these Bylaws require.

Notice

4.09. Written or printed notice of any special meeting of the Board will be delivered to each director not less than seven (7), nor more than thirty (30) days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

Quorum

4.10. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

Duties of Directors

4.11. Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Duty To Avoid Improper Distributions

4.12. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment.

A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

Delegating Duties

4.13. Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

Interested Directors

4.14. Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void

or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

Actions of Board of Directors

4.15. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a director who is represented by proxy in a vote is considered present.

Compensation

4.16. Directors may not receive salaries for their services. The Board may adopt a resolution providing for paying directors a fixed sum and expenses of attendance, if any, for attending each Board meeting. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director will be reasonable and commensurate with the services performed.

Removing Directors

4.17. The members may vote to remove a director at any time, without cause. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the members of the corporation. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda.

At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

A director may be removed by the affirmative vote of fifty-one (51) percent of the members.

ARTICLE 5 COMMITTEES

Establishing Committees

5.01. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include two or more directors and may include persons who are not directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of directors. The Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.
- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 6.04, below.
- (j) Take any action outside the scope of authority delegated to it by the Board.
- (k) Take final action on a matter requiring membership approval.

Authorization of Specific Committees

5.02. The following committees are authorized: Nominating Committee and Committee on Standards of Adjudication and Performance Practices. The Board will define the activities and scope of authority of each committee by resolution.

Term of Office

5.03. Each committee member will continue to serve on the committee until the next annual members' meeting and until a successor is elected or appointed. However, a committee member's term may end earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment or election made in the same manner as an original appointment or election. A person appointed or elected to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

Chair and Vice-Chair

5.04. One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair and vice-chair will be appointed by the president. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of--and is subject to all the restrictions on--the chair.

Notice of Meetings

5.05. Written or printed notice of a committee meeting will be delivered to each member of a committee not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

Quorum

5.06. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

Actions of Committees

5.07. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

Proxies

5.08. A committee member may not vote by proxy.

Compensation

5.09. Committee members may not receive salaries for their services. The Board may adopt a resolution providing for paying committee members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

Rules

5.10. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE 6 TRANSACTIONS OF CORPORATION

Contracts

6.01. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

6.02. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts

6.03. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Potential Conflicts of Interest

6.04. The Corporation may not make any loan to a director or officer of the Corporation. A member, director, officer, or committee member of the Corporation may lend money to--and otherwise transact business with--the Corporation except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from--or otherwise transact business with--a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from--or otherwise transact business with--a member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's or the members' approval, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

6.05. As long as the Corporation exists, and except with the Board's or the members' prior approval, no member, director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 7 BOOKS AND RECORDS

Required Books and Records

7.01. The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years.
- (f) A financial statement showing the Corporation's income and expenses for the three (3) most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three (3) most recent tax years.

Inspection and Copying

7.02. Any member, director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper

purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five (5) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed \$0.20 cents per page. The Corporation will provide requested copies of books or records no later than five (5) working days after receiving a proper written request.

Audits

7.03. Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE 8 FISCAL YEAR

The Corporation's fiscal year of the Corporation will begin on the first day of January and end on the last day in December in each year.

ARTICLE 9 INDEMNIFICATION

When Indemnification Is Required, Permitted, and Prohibited

9.01. (a) The Corporation will indemnify a director, officer, member, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a director, officer, member, committee member, employee, or agent of the Corporation in connection with the person's

appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(a), above.

(e) The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in an proceeding brought by the Corporation or one or more members or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Extent and Nature of Indemnity

9.02. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

9.03. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(iv) Majority vote of members, excluding directors or other members who are named defendants or respondents in the proceeding.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board that requires the indemnification permitted by paragraph 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses will be reported in writing to the Corporation's members. The report will be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report will be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 10 NOTICES

Notice by Mail

10.01. Any notice required or permitted by these Bylaws to be given to a member, director, officer, or member of a committee of the Corporation may be given by mail or telegram. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the corporation.

Signed Waiver of Notice

10.02. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

10.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 11 SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

11.01. The Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

Decision Without Meeting

11.02. Any decision required or permitted to be made at a meeting of the members, Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Furthermore, in accordance with the articles of incorporation, action may be taken without a meeting when there are signed written consents by the number of members, directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, will be treated as an original being signed by the member, director, or committee member.

Consents must be delivered to the Corporation. A consent signed by fewer than all members, directors, or committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within 60 days after the date that the

earliest-dated consent was delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

ARTICLE 12 AMENDING BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted either by the membership or the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

The following types of bylaw amendments may be adopted only by the members:

- (a) Setting or changing the authorized number of directors.
- (b) Changing from a fixed number to a variable number of directors or vice versa.
- (c) Increasing or extending the directors' terms.
- (d) Increasing the quorum for membership meetings.
- (e) Repealing, restricting, creating, expanding, or otherwise changing the members' proxy rights.
- (f) Authorizing or prohibiting cumulative voting.

ARTICLE 13 MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

13.01. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

13.02. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Headings

13.03. The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

Number

13.04. All singular words include the plural, and all plural words include the singular.

Seal

13.05. The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "TEXAS MUSIC ADJUDICATORS ASSOCIATION, INC.", "Texas," in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

Power of Attorney

13.06. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

Parties Bound

13.07. The bylaws will bind and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of TEXAS MUSIC ADJUDICATORS ASSOCIATION, INC. and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on _____ [date].

By: _____
Name: _____
Title: Secretary of Corporation