

# THE LESCHETIZKY ASSOCIATION, INC.

## BY-LAWS

### **Article I. Location**

The headquarters of the Association shall be in New York City.

### **Article II. Purpose**

The purpose of the Association shall be to honor the memory of Theodor Leschetizky by perpetuating his ideals and principles of piano playing and teaching, and by furthering awareness of his compositions. The Association also aims to foster the growth and development of fine piano-playing and an appreciation of the musical arts through activities consistent with those set forth in the Certificate of Incorporation. The Association is a New York not for profit corporation.

### **Article III. Constituent Bodies**

Section 1. The Association shall have the following constituent bodies: the Board of Directors (“the Board”), the Membership, and the Advisory Council. The Board shall be the governing body of the Association.

Section 2. The Association may form Regional Chapters. Regional Chapters, if any, shall be governed by regional officers approved by and reporting to the Board.

### **Article IV. Membership**

Section 1. There shall be three categories of Membership: Leschetizky Pianist – pianist members whose training is derived from Leschetizky and his pupils; Pianist – pianist members whose training is of other derivation but who ascribe to the ideals of the Association; and Friend – any other person who ascribes to the ideals of the Association and wishes to participate in and/or support its activities. Members shall pay dues to the Association, unless otherwise specified by the By-Laws or by the Board.

Section 2. All members in good standing are entitled to receive the benefits of the Association as they may be specified and amended from time to time, and may participate in all activities of the Association for which they meet the qualifications, if any.

Section 3. There shall be an Annual Meeting of the Membership, to be held in May or June, and an Opening Meeting to be held in October or November. Any business to be voted upon by the Membership, such as the election of officers, shall be binding by the vote of a majority of the members voting. Special Meetings of the Membership may be called by the President of the Association with approval of a majority of the Board. Special Meetings may also be called by petition of six members in good standing, communicated in writing to the Secretary or President of the Association. Notification of the Annual Meeting and Special Meetings, and the business to be conducted therein, shall be communicated to all members by mail, email, fax or telephone (to last known contact information) at least two weeks prior to the meeting.

### **Article V. The Board of Directors**

Section 1. The Board shall comprise a minimum of seven members of the Association in good standing.

Section 2. Nominations for Directors may be submitted at any time to the President by any Board member. Nominees must have been a member in good standing for at least one year prior to their nomination. Nominees

shall be elected to the Board by a majority vote of the Directors, the candidate's name and qualifications having been communicated to all Directors with due notice of the meeting at which such vote shall be taken.

Section 3. Each Director shall serve a five-year term, renewable by favorable vote of two-thirds of the Directors.

Section 4. A Director who: fails to attend five meetings within a calendar year; fails to attend three consecutive meetings; or, fails to maintain membership in good standing; may be deemed to have resigned from the Board, at the Board's discretion.

Section 5. The Board shall meet at least seven times per year. Meetings shall be called by the President with at least two weeks' notice by mail, email, fax, or telephone, and shall be held in New York City.

Section 6. A quorum shall consist of a majority of the Board. At any meeting at which a quorum is present, whether in person or by telephone, all actions approved by a majority of the Directors attending that meeting shall be considered valid and binding, except for such actions described in Article V, Sections 3 and 9, Article VI, Sections 2 and 4, and Article XII.

Section 7. The Board shall have full power to act upon all matters pertaining to the Association. The Board may from time to time set the amount of dues and other fees collected by the Association, and shall oversee collection and disbursement of all funds of the Association, including those acquired through fund-raising, if any.

Section 8. Any action that may be taken by the Board at a meeting may also be taken by unanimous written consent of the Directors.

Section 9. A Director may be removed by affirmative vote of two thirds of the Directors.

Section 10. Directors shall not be required to contribute capital to the Association and shall serve without compensation, except that the Board may, in its discretion, provide reasonable compensation and/or reimbursement of actual expenses incurred for the execution of such office.

Section 11. Directors of the Association are required to act in the interest of the Association and to avoid conflicts of interest that are detrimental to the Association.

Section 12. If the self interest of a Director concerning an action of the Association is disclosed in good faith and the Board authorizes the action by a sufficient vote not counting the vote of the interested Director, the action shall be deemed by the Association not to be a conflict of interest.

Section 13. No Director shall be personally liable to the Association or to its constituent bodies for breach of the duty of good faith if: 1) the questioned action is/was made with approval of the Board if such approval is required, and 2) if Board approval is not required, the questioned action is/was taken primarily for the benefit of and in accordance with the interests of the Association.

Section 14. Records concerning the organization of the Association and records of the actions taken by the Board shall be maintained by the President or other Officer.

## **Article VI. Officers**

Section 1. The Board shall elect from its constituent Directors the following officers: a President, two or three Vice Presidents, a Registrar/Treasurer, a Recording Secretary, and a Corresponding Secretary. The President may not hold a second office concurrently, but officers other than the President may hold more than one office concurrently.

Section 2. The term of each office shall be three years, renewable at the end of each term by favorable vote of a majority of the Directors. The President's term of office may be extended up to two times, for three additional years each extension, by favorable vote of two-thirds of the Directors, for a total of nine consecutive years.

Section 3. The Board shall vote to renew the terms or replace any officers whose terms are expiring at a meeting prior to or coinciding with the Annual Meeting of the Association. The slate of candidates shall be communicated to the Board along with due notice of the meeting at which such vote shall be taken.

Section 4. A mid-term vacancy in any office except for that of the President may be filled at any time by majority vote of the Directors. In the case of filling a vacancy in the office of President, approval shall be by favorable vote of two-thirds of the Directors. Names of candidates to fill any vacancy shall be communicated to the Board along with due notice of the meeting at which such vote shall be taken. A vacancy filled mid-term shall be presented to the Membership for vote with the next full slate of officers to be elected, as provided in Section 5 below.

Section 5. The slate of Officers elected by the Board every three years shall be presented to the Membership for a vote at the next Annual Meeting following the election. A vote of the majority of members voting at the Annual Meeting in person, by mail, or by email shall be sufficient and shall be binding as an action of the Membership.

#### **Article VII. Duties of the Officers**

Section 1. The President shall call and preside over meetings of the Association and of the Board. The President shall appoint Committee Chairmen, subject to approval by the Board, to manage the various programs of the Association and shall oversee the general management of those programs.

Section 2. In the absence or inability of the President, a Vice President shall carry out the duties of the President. The Vice Presidents shall contribute their services as Committee Chairmen and/or shall otherwise help with the management of the programs of the Association.

Section 3. The Registrar/Treasurer shall keep a record of the Membership and shall provide yearly, prior to the Annual Meeting, a directory of members and a list of members who are not in good standing. The Registrar/Treasurer shall keep a record of all funds obtained and all disbursements of the Association and shall supply annually to the Board, prior to the Annual Meeting, a statement of finances of the Association. The Registrar/Treasurer shall also prepare all financial filings and documentation required under federal, New York State and New York City laws and regulations. The records referred to in this section shall also be provided to the Board whenever requested in writing by the President or by any three Board members.

Section 4. The Corresponding Secretary shall handle the regular correspondence of the Association, including the annual dues notice and letters welcoming new members.

Section 5. The Recording Secretary shall keep minutes of all meetings of the Board and of meetings of the Association. The Recording Secretary shall provide copies of the minutes of meetings of the Board by mail or email to all Directors within two weeks following each Board meeting. The Recording Secretary shall supply minutes of meetings of the Association to members upon request.

#### **Article VIII. Committees**

Section 1. The President may appoint Committee Chairmen, with the approval of the Board, to organize programs such as the following: Youth Players Groups, Gifted Young People's Concerts, Annual Youth Concerts, Adult Players Groups, Artist Student Recitals, Competitions. Committee Chairman shall be appointed from among the Directors.

Section 2. Association members who are not Directors may be invited to serve on committees.

Section 3. Committee Chairman shall, if so requested by the President, specify in writing the procedures and/or practice for the program they chair.

#### **Article IX. Staff Positions**

Section 1. The Board may appoint staff positions such as the following: Librarian, Archivist, Bulletin Editor, Publicist. Holders of staff positions need not be Directors.

#### **Article X. Advisory Council**

Section 1. The Advisory Council shall consist of distinguished members of the musical community who are Leschetizky Pianists as defined in Article IV, Section 1 above. The Advisory Council shall serve at the invitation of the President, with approval of the Board. Members of the Advisory Council shall receive the Annual News Bulletin and notices of events of the Association.

Section 2. The Advisory Council shall have honorary Membership and shall serve without compensation.

#### **Article XI. Regional Chapters**

Section 1. Any member in good standing may present a written request to the President or Board to form a Regional Chapter of the Association. Such written request must be signed by at least five people who state that they will become members and participate in the proposed Regional Chapter. A Regional Chapter shall subscribe to the ideals of the Association and shall carry out one or more of the activities of the Association.

Section 2: Each Regional Chapter shall have at least three regional Officers, who shall be approved by and shall report to the President of the Association. The regional Officers shall cause a report of the Regional Chapter's activities to be supplied to the Board yearly, no later than January 15th.

Section 3: A Regional Chapter that fails to provide a report of its activities shall be deemed to have been dissolved, unless such failure has been excused by the Board.

#### **Article XII. Amendments**

Section 1. The By-Laws may be amended by unanimous consent of the Board. Amended By-Laws shall be presented to the Membership for a vote of ratification at the Annual Meeting following their approval by the Board, and shall be approved by a majority of the Members voting at the Annual Meeting. Upon their adoption, the amended By-Laws supplant any previous By-Laws or Constitution of the Association.

Section 2. The Certificate of Incorporation may be amended by unanimous consent of the Board. The proposed amendment shall be presented to the Membership for a vote at the Annual Meeting following its proposal, and shall be approved by a majority of the Members voting at the Annual Meeting.

Revision Date: January 23, 2009