



BY- LAWS

KNOW ALL BY MEN BY THESE PRESENTS:

We, the undersigned, citizens and residents of the Philippines, representing a majority of the members of the **MUSIC ENTHUSIAST CLUB in OROQUIETA**, a non-stock and a non-partisan organization hereinafter referred to as **MUSECO** Organization, do hereby adopt the following Mission and Vision and its Constitution and code o by-laws.

ARTICLE I OBJECTIVES AND PURPOSES

Section I. Objectives and Purposes –

- 1. To encourage, instil into the minds in developing the talents and skills, promote the social well-being as a way of life through music which is language of expression from the soul.*
- 2. To impart the gift that we have one thing in common this is Music that paves towards way towards peace and unity.*

ARTICLE II MEMBERSHIP

Section II. Residents of Oroquieta City – That the membership of this organization shall be open to all persons with the gift of music, who are of legal age, and with capacity to contract:

1. Residing and/or working in the area of operation as defined in Article II of the by-laws thereof.

The prospective members should:

Section II. Application of Membership

- A. The application of membership shall be in writing on a form provided for the purpose and shall be presented to the Board of trustees for action.
- B. The application shall be accompanied by the membership fee of three hundred pesos (P300) which amount shall be returned to the applicant in case of rejection and/or disqualification (unless for justification, or reconsideration in the future, or for any condition).
- C. There shall be the issuance of t-shirt and Identification Card for all bona-fide members.

Section III. Duties of Every Member – Every member shall have the following duties:

- A. Pay the registration pay of P300.00.
- B. Patronizes regularly the services of the organization;
- C. Participate in its parliamentary affairs;

- D. Attend the membership meeting, regular or special;
- E. Promote the aims and purposes of the organization, the success of its affairs, the welfare of its members and the organization movement as a whole;

Section IV. Rights of a Member – Every member of good standing who is entitled to vote has the following rights.

- A. Participants in the deliberation during membership meeting.
- B. Vote on all matters brought before such meetings.
- C. Seek or desire to run for any elective position.
- D. Avail himself of the services of the organization without any discrimination whatever upon compliance with the condition and requirements thereof;
- E. Inspect and examine the books of accounts, the minute's book, and other records of the organization and exercise other rights and privileges of membership.

Section V. Termination of Membership – Membership in the organization may be terminated either by withdrawal, expulsion or for any valid reason.

Section VI. Withdrawal of Membership – Any member desiring to terminate his membership by withdrawal shall submit a written application to the board of trustees. However, no member shall be allowed to withdraw or terminate his membership during any period in which he/she has any pending obligation with the organization.

Section VII. Expulsion – a member may be terminated by a vote of the majority of all the members of the board of trustees for any of the following causes;

- A. When a member has continuously failed to comply with his/her obligation.
- B. When a member has acted in violation of the by-laws of the organization.
- C. When a member has not patronized the services of the organization for an unreasonable length of time as may be fixed or determined by the board of trustees.
- D. For any act or omission injurious or prejudicial to the interest or the welfare of the organization.

Section VIII. Upon Termination of Membership. A member whose membership the Board of Trustees may wish to terminate shall be informed of such intended action in writing and shall be given an opportunity to be heard before the said board and makes its decision. The decision of the board shall be in writing and shall be served in person or by registered mail to the member.

Section IX. Prohibition for Dual Membership – This organization shall prohibit members of the existing organization of the same type within the same area of operation from becoming members unless they resign from the other or said organization to which he may be a member is affiliated under the umbrella of this organization.

ARTICLE III GOVERNMENT

Section I. Membership Control – The final authority in the management and administration of the affairs of the organization is vested in the general assembly.


Section II. The General Assembly – The general assembly of the organization shall be composed of members who are entitled to vote to duly assemble and constituting a quorum.

Section III. Powers and Limitations of General Assembly – The general assembly has the power:


quorum at the annual or special meeting called for the purpose after having given the opportunity to be heard at the meeting.

Any officer elected/appointed by the board of trustees, and committee members, may be removed from office for cause by a majority vote of the entire membership of the board or committee as the cause may be a majority vote of the entire membership of the Board or Committee as the case may be.


Section XVII. Powers and Duties of the Board – The Board of Trustees, as a body have general supervision and control of the affairs of the organization. It shall prescribe policies consistent with law, these by-laws and the resolutions of the general members for the management of its business and the guidance of its members and officers.



Section XVIII. MEMBERSHIP/Technical Committee – This committee shall be composed of three (3) members elected during the annual general meeting and within ten (10) days after the election, they shall elect their chairman, Vice Chairman and Secretary. The committee shall promulgate the rules and regulations in the conduct of recruitment, screening of the applicants and submit recommendations pertaining to acceptance of applicants to the Board of Trustees to which the Board shall act on it within five (5) days from its receipt.

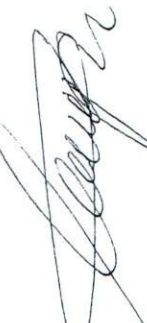


Section XIII. Grievance and Arbitration Committee – The members of this committee shall be elected during the annual general meeting. In no case shall a member of the committee serve as a member of the Board of Trustees at the same time and vice-versa. Within ten (10) days after their election, the members of the committee shall elect from among themselves a Chairman, Vice Chairman and a Secretary. The members of the committee shall hold office for two years or until their successors shall be elected and qualified. The committee shall provide internal rules and regulations in the conduct of any preliminary hearing on any complaint of any member against a member of the organization.




Section XX. Education and Training Committee – The education and training committee shall be composed of such number as may be determined by the Board and appointed by it for a term of one year. The committee shall be responsible in planning and implementing tutorial clinic music, its innovation, voice and instrumental techniques and its update.

Section XXI. Program Committee - This committee shall be composed of three (3) members and elected during annual general meeting and shall serve for a term of two (2) years. This committee shall be responsible for advancing planning and preparation of program sequence of the organization.



Section XXII. Executive Committee – This committee shall be composed of three (3) members who shall be elected during the annual general meeting and shall serve for a term of two (2) years. This committee shall be responsible for executing all the promulgated policies by the board.




Section XXIII. Officers and their Duties and Functions – The organization shall have a Chairman, Vice Chairman, Secretary, Treasurer, Auditor, Public Relation Officers, Social Managers and Sergeant at Arms who shall serve according to the functions of their respective offices as follows;


Chairman – The Chairman Shall:


- A. Preside over all meetings of the organization and of the Board of trustees;
- B. Perform any and all acts and duties usually performed by a presiding officer;


Section XI. Qualification and Disqualification for Directors – All members entitled to vote, who have time and the luxury of willingness to serve, are qualified to be voted as directors, except those who are under any of the following circumstances which disqualify them to be voted upon to the position of director or to continue as such;


- A. Holding any elective position in the government
- B. Having conflicting interest with the operation of the organization.
- C. Having been absent for three (3) consecutive board meetings without any justifiable reason(s) therefore.
- D. Having been convicted of any crime involving moral turpitude, gross negligence, or gross misconduct in the performance of their duties or found culpable in any administrative case involving such offenses.
- E. Having been disqualified pursuant to disqualification prescribed by laws.


 Section XII. Election of Directors – The members of the Board of Trustees shall be elected by secret ballot by the members at the annual meeting and shall hold office for a term of two years unless removed for cause(s). Or have discharge the duties of the office. No director shall serve for more than three (3) years.

 Section XIII. A meeting of the members of the board of trustees shall be held within ten (10) days after each annual meeting to elect by secret ballot from among themselves a chairman and a Vice chairman. The treasurer and secretary must not come from the board. The Board of Trustees may fill the position of secretary any appointment. The elected officers shall hold office for a term of two (2) years or until the election, qualification and assumption into office of their successors. The Board of Trustees shall meet at least once a month.

 Special meetings of the Board may be called by the Chairman or in his/her absence, by the Vice Chairman, or by a majority of the directors. The call for a special meeting shall be addressed and delivered to the Secretary stating the date, time and place of such meeting and the matters to be acted upon. Notice of regular and special meetings of the Board of Trustees unless dispensed with, shall be served by the Secretary or through agent or other person in writing, or it be done through text messages, in each director at least five (5) days before such meeting.

 Section XIII. Quorum of Directors Meeting – One half-plus one of the total number of directors in the board shall constitute a quorum. A majority vote of the quorum duly assembled in meetings shall be valid affirmative act.

 Section XV. When a vacancy in the Board occurs by reason to death, incapacity, removal or resignation, the remaining members of the board constitute a quorum shall fill the vacancy. If the remaining members of the board do not constitute a quorum, the vacancy shall be filled by the general assembly in a regular or special meeting called for the purpose. The successors named in either of the two instances, shall serve for the unexpired portion of the terms.

 In the event that the assembly cannot muster a quorum to fill the positions vacated by directors whose term have expired and said directors refuse to hold-over until their successors shall have been elected and qualified, the remaining Board shall designate from the qualified members, the directors who shall serve until their successors are elected and qualified in the annual or special meeting called for the purpose.

Vacancies in the committees shall be filled by the remaining members constituting a quorum, or if no quorum, the Board may cause an election to fill the vacancies or appoint person(s) to fill the same.

Section XVI. Removal of Directors and Committee Members – Any elected director or committee member may be removed from the office by a vote present and constituting a

1. To elect and remove directors, officers and committee members for causes.
2. To hear and pass upon the reports of the Board of Trustees, officers and committee.
3. To take final decisions regarding any drastic change in organizational or financial policies subject to legal restriction.
4. To determine the amendment(s) in the Article of Incorporation and/or by-laws.
5. To exercise final authority on all matters vitally affecting the organization.
6. To approve developmental plans of the organization.
7. To exercise all powers expressly provided by the by-laws.

Section IV. Annual Meetings – The annual meetings of the members shall be held at the principal office of the organization or at any place within its area of the operation in Oroquieta City or within its area of operation, and/or at any place convenient as agreed upon at Two (2) O'clock in the afternoon of the last Sunday of the month of May of each year.

Section V. Special Meetings – Special meetings may be called at any time by majority vote of the Board of Trustees to consider urgent matters requiring immediate membership decision, or whenever necessary.

Section VI. Notices – Notice of the time and place of annual and special meeting of the members shall be given either personally or through an agent or other member, addressed to each member of record at the official address left by such member with the secretary of the organization, or at his/her known post office address at least one (1) week before the date set for such meeting. The notice every special meeting shall state briefly the purpose of the meeting and no other business shall be acted upon at such meeting except by the consent of all the member present at such meeting.

Section VII. Quorum – A quorum of any meeting of the members shall consist of majority ($\frac{1}{2} + 1$) of the members, and a majority of such quorum shall decide any question at the meeting, except in those matters which requires the affirmative vote of a greater proportion.

Section VIII. Order of Business – The order of business at the annual meeting of the members shall be as follows;

1. Roll Call
2. Proof of due notice
3. Proof of the presence constituting a quorum ($\frac{1}{2} + 1$)
4. Reading of the minutes of previous and action taken thereon.
5. Consideration of the consolidated report of officers, board of trustees and committees including audited statements of financial condition and operation.
6. Unfinished business
7. Election of directors and officers for the ensuing year.
8. New business
9. Adjournment

Section IX. Manner of Voting

A. Members who are entitled to vote, shall qualified to vote and participate in the annual meeting of the organization. No member of the organization shall be entitled to more than one vote. No proxy voting shall be allowed.

B. Election and removal of directors and other officers of the organization shall be by secret balloting.

Section X. Board of Trustees and Number – The operation of the organization shall be administered by the Board of Trustees composing of (9) members.

- C. Sign all contracts, documents and such other papers of the organization which the Board may authorize or direct him to sign.
- D. Perform such other necessary functions subject to the restriction which may be imposed by the Board of Trustees or the general members.

Vice - Chairman - In the absence or disability of the chairman, the vice chairman shall perform the duties of the chairman; provided, however, that in case of death, resignation or removal of the chairman, the board of trustees may decide to his successors.

Budget Officer - Treasurer - The treasurer shall have the following duties:

- A. Take custody of all funds, money, securities, receipts, papers and disbursement of the organization.
- B. He shall deposit or cause to be deposited all moneys and other valuable effects of the organization in such banks as the BOT may designate.
- C. Keep a complete records of its cash transactions;
- D. Turn over all moneys, securities, papers and other properties belonging to the organization that he/she may have in his possession upon election of hi/her successors; and
- E. Perform the duties of the treasurer in case the latter's absence or inability to perform his duties.

Secretary - The Secretary shall have the following duties:

- A. Keep the complete list of all members and maintain a correct record of all meetings of the Board of Trustees and the general members.
- B. Give notice of all meeting called.
- C. Take custody of the official seal of the organization; and
- D. Perform the duties of the treasurer in case the latter's absence or inability to perform his/her duty.

Auditor - The Auditor shall have the following duties:

- A. Provide internal audit services;
- B. Maintain a complete records of its examination, and
- C. Submit audited reports to the BOT and audited annual financial reports to the general members during the annual general meeting.

Public Relation Officer - The public relation Officers shall have the following duties as follows:

- A. Responsible for any transactions which pertains to musical public presentation involving the organization.
- B. Promote goodwill of the organization; and
- C. Provide continuous external linkages to other musical groups outside the territorial jurisdiction of the organization.

Social Manager - The Social Managers shall have the following duties:

- A. Responsible for holding events, parties physical arrangements and the selection of venue for holding such occasions.
- B. Automatically act as emcees during parties, and other similar occasions which the organization may hold; and
- C. Coordinate with the program committee.

Sergeant at Arms - The sergeant at Arms shall have the following duties:

- A. Keep the peace and order during the organizational meetings, and

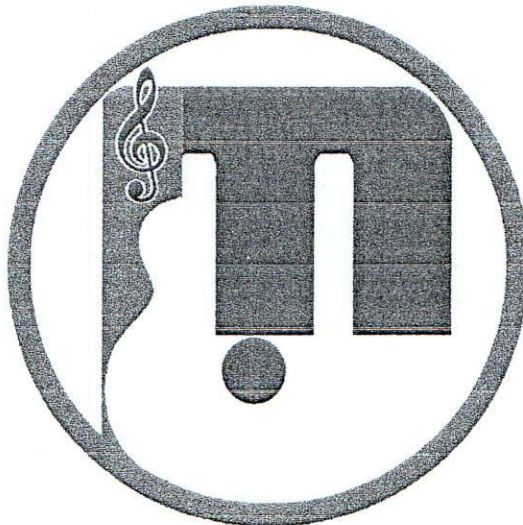
B. Do other functions as may be assigned by the Chairman of the Board of Trustees.

Section XXIV. Liabilities of Directors, Officers and Committee Members – Directors, officers and committee members who wilfully and knowingly vote for or consent to patently unlawful acts or who are guilty of gross negligence or bad faith in directing the affairs of the organization or acquire any personal or pecuniary interest in conflict with their duties as directors, officers or committee members shall be liable jointly and severally for all damages or profits resulting there from to the organization, members and other persons.

When a director, officer or committee members attempt to acquire or acquires in violation of this duties, any interest adverse to the organization in respect to any matter which has been reposed in him in confidence, he/she shall, as a trustee for the organization, be liable for damages or loss of profits which otherwise would have accrued to the organization.

ARTICLE IV

Section I. Form – The official seal of the organization shall be in the form as shown below with the appearance of any musical instruments and music symbol/note inside the circle that signifies the oneness or unity among musicians in Oroquieta City.



[Handwritten signatures and initials on the left margin]