**CAMAGA BYLAWs**

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**CONSTITUTION**

**CHAPTER I**

Article 1 – Name of the Association

The Association shall be known as the Carnatic Music Association of Georgia (In these articles, CAMAGA shall mean Carnatic Music Association of Georgia).

**CHAPTER II**

Article 2 – Constitution

Herein referred to as the “CONSTITUTION”, this document governs all activities of the CAMAGA. The president will rule on constitutional interpretations during and in-between meetings. Such interpretations may be changed by a two-thirds majority vote of the Board of Trustees (as defined in CHAPTER V).

**CHAPTER III**

Article 3 – Objectives

The objectives of the CAMAGA shall be:

1. To maintain a non-sectarian, non-political, and non-profit, cultural organization with a view to educating in the form of training of individuals or groups in the Carnatic music of India and related activities pertaining to South India, and promoting the aesthetic tastes of the public by the direct performance/presentation of Carnatic music works.
2. To organize concerts and performances in cooperation with other cultural associations with similar objectives in Georgia and the rest of North America.
3. To assist in establishing and operating music classes as appropriate; and
4. To promote and encourage other expressions of fine arts.

**CHAPTER IV**

Article 4 – Accessibility to Membership

Membership of the “CAMAGA” shall be open to all adults who are desirous of furthering the objectives of the “CAMAGA” and remains in effect after the initial approval by the Board of Trustees as long as the member remains in good standing, having paid all the current dues as set out in the by-laws, and abides by the Constitution.

Article 5 – Membership

Membership shall consist of five types: Benefactors, Donors, Patrons, Family Members and Single Members.

1. A Benefactor is an individual, married couple or an institution who makes an appropriate donation as set out in the by-laws.
2. A Patron is an individual, a Company or a Corporation who makes the appropriate donation as set out in the by-laws.
3. A Donor may be an individual, a Company or a Corporation who makes the appropriate donation as set out in the by-laws.
4. Annual membership, both family and single, shall expire on 31 December, unless renewed.
5. Family membership includes husband, wife and children and is restricted to a maximum of four individuals per family.

Article 6 – Membership Meetings

The “CAMAGA” shall hold membership meetings in accordance with the by-laws.

**CHAPTER V**

Article 7 – Office-bearers

1. The business of the “CAMAGA” shall be conducted by the office-bearers, comprising of President, Secretary and Treasurer and, five elected Board of Trustees.

Article 8 a and b – Functions of President

The President provides general leadership and coordination, presides at meetings of the “CAMAGA” and signs official documents. The President is an ex-officio member of all committees. The President shall, as necessary appoint any committee set up for a specific purpose with specified terms of reference; The President provides general leadership and coordination, presides at meetings of the “CAMAGA” and signs official documents. The President is an ex-officio member of all committees. The President shall, as necessary appoint any committee set up for a specific purpose with specified terms of reference, as defined in the by-laws. In the absence of the President, the Secretary, or the Treasurer, **in that order,** will preside over and carry on the duties of the President.

Article 8 b: Functions of the Vice President ; The Vice President assists the President in his or her duties and responsibilities and provides general leadership and coordination. The Vice President can execute the other functions – e.g., appointing a committee or making financial commitments, signing official documents, etc. only in the absence of the President. , presides at meetings of the “CAMAGA” and signs official documents. The President is an ex-officio member of all committees. Shall, as necessary appoint any committee set up for a specific purpose with specified terms of reference; The President provides general leadership and coordination, presides at meetings of the “CAMAGA” and signs official documents. The President is an ex-officio member of all committees. The President shall, as necessary appoint any committee set up for a specific purpose with specified terms of reference, as defined in the by-laws. In the absence of the President, the Vice-President, Secretary, or the Treasurer, **in that order,** will preside over and carry on the duties of the President.

Article 9 – Functions of Secretary

The Secretary of the “CAMAGA” conducts all general correspondence. The Secretary shall issue notice to all Membership Meetings and keep accurate minutes of such meetings. The Secretary will also maintain the CAMAGA web site and arrange auditoriums to hold CAMAGA functions.

All correspondence in relation to contractual obligations set out in the by-laws of the “CAMAGA” duly authorized by the Board shall be signed by any two of the following: The President and the Secretary or the Treasurer. The Secretary shall carry out such other duties as may, from time to time, be assigned by the general membership or the President.

Article 10 – Functions of Treasurer

The functions of the Treasurer will be as follows:

1. Keep an accurate account of the receipt and expenditure of funds, and all assets and liabilities of the “CAMAGA”.
2. Deposit all funds received for, or on behalf of the “CAMAGA” in a bank approved by the general membership.
3. Maintain an up-to-date record of membership.
4. Make recommendations to the Board on the investment of the assets.
5. Facilitate the task of the Auditor(s) of the account of “CAMAGA” and in collaboration with the Secretary, arrange for the copies of the Accounts and Auditors certificate to be circulated with the notice of the General Membership Meeting; and
6. Perform such other duties as may be assigned by the general membership or the President.

Article 11 - Board of Trustees

The office-bearers of “CAMAGA” shall be advised by five Board of Trustees, herein after called the Board, elected from membership, whose members shall serve in an honorary capacity.

Article 12 – Responsibility of the Board

The Board shall be responsible to the general membership. The Board shall advise the office bearers on general policy issues or on such matters as may be brought to it by either the office bearers or the general membership. The board members shall help the conduct of the activities of the organization, when required by the office bearers. Members of the board shall attend most of the meetings of the board.

Article 13 – Term of Office of the Office-bearers and the Board

The terms of the office-bearers and members of the Board shall be two ‘years.’

All members of the board will hold office for two years and would be eligible to be re-elected.

Article 14 – The Program Committee

The President, if he/she so desires, shall appoint a program committee selected from within the board of Trustees. The program committee will serve in office for a period of 2 years.

The functions of the Program committee chair will be as follows:

1. Contact Carnatic Music Associations and sponsors of Carnatic music artists and obtain information on visiting artists.
2. Negotiate date and rates for arranging concerts on behalf of CAMAGA.
3. Inform other members of the program committee on the concert arrangements and the outcome of the negotiations.
4. Facilitate the arrangement of the auditorium through the Secretary.
5. Inform general members of upcoming concerts and maintain a electronic list serve for this purpose;
6. Make other arrangements to promote the concert; and
7. Facilitate the travel and boarding arrangements for the visiting artists.

Article 15 – Conflict of Jurisdiction

In case of conflict of jurisdiction, the President shall coordinate matters between the Office-bearers and if necessary, act as an arbitrator.

**CHAPTER VI**

Article 16 – Banking Procedures

The general membership shall approve the bank in which the accounts of the “CAMAGA” shall be kept. All accounts shall be kept in the name of the “CAMAGA”. Transactions shall normally be by means of checks. All checks over $1,000 must be signed by two of the following three officers – President, Treasurer, and the Secretary, who are NOT related as family members.

The Board must authorize expenditures over this amount. The maximum operating deficit for each year shall be determined by the general membership. Any increase in this deficit can only be authorized by the general membership.

Article 17 – Audit of Accounts

The Auditor(s) shall be approved by the general membership (no auditor shall be a member of the Board). The Auditor(s) shall audit and certify all accounts for the “CAMAGA”, including the annual statement of accounts at the end of the tenure of the Treasurer.

**CHAPTER VII**

Article 18 – Rules of Procedures

Membership Meetings may adopt such rules of procedure, not inconsistent with these Articles, as required for the proper conduct of their business. Without prejudice to the general provisions set out above, the President may, unless the membership decides otherwise, restrict the discussion on a motion to two interventions by any one member, each intervention being limited to two minutes duration.

Article 19 – Election By-Laws

Detailed procedures for the appointment of the Nominating Committee, date of election, publication of ballot papers, etc., with respect to the election of the Board of the “CAMAGA” shall be contained in the by-laws enacted by the general membership.

**CHAPTER VIII**

Article 20 – Amending the Constitution

The Constitution may be amended by a two-thirds majority of the Benefactors, Patrons and Donors in conjunction with a two-thirds majority of the Annual Membership present voting at a General Membership Meeting: The Secretary must receive a written copy of every proposed amendment at least one month prior to the meeting. The Secretary shall issue in accordance with the by-laws (Article9) text of the notice indicating the Article(s) proposed for amendment and the proposed amendments.

Article 21 – Proposals for amendment

Proposals for amendments may originate from the Board or by means of written request from at least fifteen percent of the membership.

**CHAPTER IX**

Article 22 – Proposals for Dissolution

Proposals for dissolution of the “CAMAGA” shall originate only by means of a written request addressed to the Secretary signed by a simple majority of the Annual Membership and that of the Patrons, Donors and Benefactors. The Secretary shall convene a meeting to discuss the dissolution of the “CAMAGA” not less than one month and not more than two months after the receipt of the request. For the purpose of this meeting, the presence of a simple majority of the Annual Membership and that of the Patrons and Donors shall constitute the quorum. The dissolution requires the approval by a two-thirds majority of the Annual Membership as well as a two-thirds majority from each class of Patrons, Donors, and Benefactors. For the purpose of this meeting, members of each class voting shall be physically present, and no proxy vote (including email voting) shall be allowed.

Article 23 – Dissolution

In case of dissolution, all remaining assets after the payment of debts will be distributed to one or more eligible charitable organization(s). The name(s) of charitable organization(s) will be decided during the dissolution meeting.

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**BY-LAWS**

**ARTICLE 1**

These by-laws complement the Constitution of the CAMAGA. In cases where there are conflicts between the by-laws and the Constitution, the Constitution shall prevail.

**ARTICLE 2**

The by-laws can be amended at any time by a simple majority of those present or are validly represented at a membership meeting.

**ARTICLE 3**

The membership of the “CAMAGA” shall consist of five types:

1. *Benefactor:* An individual, family or an institution that donates at least $5,000 to the “CAMAGA”, in lump sum or in installments during the same year
2. *Patron:* An individual, family or an institution that makes a donation of at least $3000.00 to the “CAMAGA” The amount can be paid over a 3-year period.”
3. *Donor:* An individual, family or an institution that donates at least $1,000 to the “CAMAGA” The amount can be paid over a 3-year period).
4. *Family Member:* A family that pays an annual membership fee as determined by the general body for the membership year.
5. *Single Member:* An individual that pays an annual membership fee as determined by the general body for the membership year.

**ARTICLE 4**

1. Benefactors shall be entitled to life membership for themselves and their spouses. If the benefactor is an institution, such institution shall be entitled to life membership. In addition, they are entitled to four complimentary tickets for a concert. Such entitlement shall be limited to the same benefits enjoyed by the season ticket holder.
2. Patrons shall be entitled to life membership for themselves and their spouses. If the Patron is an institution, such institution shall be entitled to life membership. In addition, they are entitled to four complimentary tickets for a concert.
3. A Donor shall be entitled to membership for themselves and their spouses. The Donor will receive two tickets for every concert. Such entitlement shall be limited to the same benefit enjoyed by the season ticket holder.
4. A Patron shall be entitled to become a Benefactor if the difference between their original donation and that of a Benefactor respectively is paid.
5. A Donor shall be entitled to become a Patron or a Benefactor if the difference between their original donation and that of a Patron or a Benefactor respectively is paid.

**ARTICLE 5**

If an annual member wishes to change his/her status to that of a Patron or Donor, his/her current annual membership fee shall be credited towards the donation required to be a Patron or a Donor. (These categories were removed by the resolution passed in the meeting held during November 2013).

**ARTICLE 6**

If a Donor wishes to become a Patron, an amount equal to the current Donor’s donation shall be credited towards the donation required to be a Patron.

**ARTICLE 7**

If a Patron or a Donor is an institution, it shall designate one individual to represent it at membership meetings.

**ARTICLE 8**

The “CAMAGA” shall hold General Membership Meetings normally once every calendar year, but under no circumstances shall the interval between successive meetings exceed twenty-four months.

**ARTICLE 9**

Special Membership Meetings may be convened:

1. By the Board on its own initiative, or Within twenty-one days of the receipt by the Secretary of a request for such a meeting signed by at least fifteen percent of the membership. Subject to the agreement of all persons signing the request, the twenty-one days’ notice may be waived.

**ARTICLE 10**

The Secretary of the “CAMAGA” shall issue notice to all the members, at least two weeks in advance, of any General or Special Membership Meetings. In the absence of the Secretary, the President shall perform this task. With the notice shall be forwarded the agenda and any supporting documentation. In the case of the General Membership Meeting, the supporting papers shall include the President’s Report, the Treasurer’s Report, the Auditor’s report and the Report of any subsidiary body not covered in the President’s Report.

**ARTICLE 11**

The following items shall be included in the agenda of the General Membership Meeting:

1. Approval of the Minutes of the previous General Membership Meeting.
2. Consideration of the President’s Report.
3. Discussion of Treasure’s and Auditor’s Report
4. Election of Board of Trustees for the following year.
5. Approval of the maximum operating deficit for the following year; and
6. Approval of the Auditor(s).

**ARTICLE 12**

The Agenda for a Special Membership Meeting shall consist only of those items mentioned in the notice (see Article 9).

**ARTICLE 13**

The quorum at any Membership Meeting shall be ten percent of the membership; for the purpose of the quorum, a member may be validly represented by a proxy, as described in Article 16.

**ARTICLE 14**

All meetings shall be conducted in accordance with Robert’s Rules of Order.

**ARTICLE 15**

Both family members and individual members are entitled to **only** one vote.The President shall exercise his vote only in case of a tie.

**ARTICLE 16**

Voting by proxy shall be admissible, provided this has been communicated to the Secretary in writing in advance of the meeting. Each member present including the President may carry no more than two proxies.

**ARTICLE 17**

The following motions in order to be carried, requires a two-thirds majority of those present and/or validly represented and voting:

1. Removal of a Trustee from office
2. Expulsion of a member from the “CAMAGA”
3. Changing rules related to the election of office bearers and committee members.

**ARTICLE 18**

The membership year for the “CAMAGA” shall be the calendar year. Each annual member of the “CAMAGA” shall pay annual dues in advance, on or before the first day of January of each year.

**ARTICLE 19**

The term in office of the Executive (President, Vice-president, secretary and treasurer) shall be two “years”, which in this context shall be the interval between two calendar years.

**ARTICLE 20**

All Trustees and members of the Executive shall perform their constitutionally assigned duties in an honorary capacity.

**ARTICLE 21**

In order to be nominated for election **as an office-bearer or as a** **Trustee,**a person shall have been a member of the “CAMAGA” continuously for at least two years. Candidates shall be nominated by one member and seconded by **one other member**. Nominations may be sent to the Secretary prior to the meeting. Alternately, nominations may also be made from the floor electronically). No nomination is valid unless the nominee is present at the time of the nomination or has provided acceptance of the nomination in writing to the Secretary **or to the election officer**.

**ARTICLE 22**

The Board of Trustees may appoint a Nominating Committee to bring in a slate of nominees, without prejudice to article 21.

**ARTICLE 23**

A vacancy arising through a Trustee ceasing to hold office shall be filled by holding a by-election, if such a vacancy arises more than six months prior to a planned General Membership Meeting. The elected member shall hold office for the balance of the term. Should such a vacancy arise less than six months before the planned General Membership Meeting, the Board may, at its discretion, hold a by-election, leave the position vacant, or co-opt a qualified member. The Board may not have more than 2 co-opted members at any one time.

**ARTICLE 24**

A Trustee may be removed from the office in accordance with the provisions of Article 17. The Trustee so removed shall be replaced in accordance with Article 23.

**ARTICLE 25**

The meetings of the Board of Trustees shall be called by the President, at intervals of not more than three months and such meetings can be held electronically, if necessary. Three trustees shall constitute a quorum. The President shall also call a meeting of the Board of Trustees if required in writing by at least three Trustees. Such meetings can also be held electronically.

**ARTICLE 26**

The Board of Trustees may establish, in order to deal with specific questions, such committees or working groups as deemed necessary. In establishing such bodies, the Board of Trustees shall define their terms of reference. The Chairperson, committee members and members of such groups need not all be Trustees. However, each such body shall include at least one Trustee, besides the President.

**ARTICLE 27**

All accounts of the “CAMAGA” shall be kept in a chartered bank. Transactions shall normally be by means of checks. All checks over $1,000 shall be signed by two office-bearers and expenses up to and not exceeding $100 may be incurred without prior approval and ratified by another office-bearer before the end of the calendar year. All checks for $1,000 or more shall be signed by any two of the following three Officers: President, Secretary and Treasurer.

**ARTICLE 28**

All contracts with other organizations and individuals shall be in writing, and must have the prior approval of the Board of Trustees. Contracts shall be signed by two of the following three Officers: President, Secretary and Treasurer.

**ARTICLE 29**

The auditor(s) shall be approved by the general membership and no Trustee shall be an auditor. The auditor(s) shall audit and certify all accounts of the “CAMAGA” including the annual statement accounts for the financial year ending 31 December.

**Resolutions Passed**

**1,** Resolution 1: CAMAGA reserves the right to request an individual recommending a concert to underwrite half of the cost of the concert through either selling of tickets or writing a check

2. Resolution 2: CAMAGA’s accounting records will be audited once every two years by an individual with accounting knowledge (a CPA is not required).

3. Resolution 3: A special committee will be formed to work on important function related activities such as: publicity, transportation, and others.

4. Resolution 4: CAMAGA will contract with a hosting agency to host the CAMAGA website

5. Resolution 5: It was resolved that CAMAGA equipment should be used only for CAMAGA events or for CAMAGA-sponsored events.

6. Resolution 6: It was resolved that lecture demonstration events be held with the help of local Carnatic music teachers, for the education of parents and children.

7. Resolution 7: It was resolved that CAMAGA, in addition to Great Composers’ day, could organize a second event to celebrate the memory of other composers.

8. Resolution 8: It was resolved that CAMAGA hold a special event to raise funds, if so needed. This event is not free for members and will require purchasing admission tickets or donating money to CAMAGA.