BYLAWS

OF

443 CONCERTED WORKS, INC.
dba Concerted Works, Inc.

ARTICLE I
NAME AND OFFICES

Section 1. The name of the corporation is:

443 Concerted Works, Inc**.** dba Concerted Works, Inc**.** hereinafter referred to as "the Corporation."

Section 2. The principal situs of the Corporation shall be located in the city of Oneonta, New York. The Corporation may also have Offices as such other place or places, both within and outside the State of New York as the Board of Directors may from time to time resolve.

Section 3. The Corporation is a Type B New York not-for-profit corporation.

ARTICLE II
PURPOSE

Section 1. The purposes for which the Corporation is organized are as stated in the Certificate of Incorporation filed with the Secretary of State of the State of New York as follows:

1. To enhance the public's recognition and appreciation of the musical arts, in all its forms as a human endeavor and cultural expression, by presenting live-performances integrated with public discussion groups, forums, panel, lectures or other similar programs in community venues or broadcast via the internet, radio, television, or other means of technology not yet known or hereinafter developed or discovered.

2. To facilitate professional musician development for community members who reside within the jurisdiction of Local 380-443 AFM through programs that range from, but are not limited to, workshops, clinics, master classes, symposia, seminars and process for fiscal sponsorship for short-term projects.

3. To raise money for Local 380-443 of the American Federation of Musicians' Charles W. England Memorial Fund of the United Musicians of the Twin Tiers and Central New York State, which in turn will distribute the designated funds in support of scholarship**s** for those studying the musical arts in an accredited institution and professional development for individuals actively engaged as music professionals.
4. To establish and raise money for a Local 380-443 Member Emergency Relief Fund for distribution to members of the United Musicians of the Twin Tiers and Central New York State Local 380- 443 of the American Federation of Musicians. This fund's

purpose is to provide emergency financial assistance in times of dire need and crisis due to catastrophic illness, loss of work, and/or demonstrated financial hardship.

5. To provide opportunities to come together to enjoy music-making by and alongside our region's professional musicians to foster the principle that communities who join together with the immediate goal of lifting up the community are lifting up our humanity. Thus, practicing "being good to each other."

ARTICLE III
MEMBERSHIP

Section 1. The Corporation shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. The business affairs and activities of the corporation shall be managed by its Board of Directors, herein referred to as the "Board of Directors" or as the "Board," which may exercise all such powers and do all such lawful acts as are not prohibited by statute, by the Articles of Incorporation or by these Bylaws.

Section 2. The numbers of Directors shall not be less than five (5) and shall not exceed a maximum number as fixed from time to time by Resolution of a majority of the members of the Board then in Office. In the absence of such resolution, the maximum of Directors shall be nine (9).

At its minimum, the Board shall consist of at least three (3) Titled Officers plus the Board President and Secretary-Treasurer of the United Musicians of the Twin Tiers and Central New York State (Local 380-443 of the American Federation of Musicians), with the latter two serving *ex officio*. At its maximum, the Board shall consist of at least three (3) members of the United Musicians of the Twin Tiers and Central New York State (Local 380-443 of the American Federation of Musicians), four (4) individuals representing the community who are not members of the United Musicians of the Twin Tiers and Central New York State (Local 380-443 of the American Federation of Musicians) thereby bringing a balance to the needs of the organization, plus the Board President and Secretary-Treasurer of the United Musicians of the Twin Tiers and Central New York State (Local 380-443 of the American Federation of Musicians), the latter two serving *ex officio*. The initial Directors shall be elected at the Annual Meeting of the Board of Directors, except as hereinafter provided.

Section 2.a. Booking Agent/Contractor
The Corporation shall employ or contract with a staff person to function as Booking Agent/Contractor. This position shall be responsible for engaging musicians, negotiating and administering performance contracts, and ensuring compliance with AFM Local 380-443 bylaws, applicable wage scales, and New York State licensing requirements.

The individual holding this position shall also serve ex officio on the Board of Directors as provided in Article [Board of Directors]. The Booking Agent/Contractor shall comply with the Corporation's Conflict of Interest Policy at all times, including recusal from any discussion or decision in which they have a financial or personal interest.

Section 3. In an effort to avoid stagnation and disinterest and maintain vitality in its governance, the Corporation adopts a systematic and staggered rotation for its Directors such that the Board shall be re-electing or retiring approximately one-third of the non *ex officio* board seats annually.

The Directors shall be elected at the Annual Meeting of the Board of Directors, except as hereinafter provided, and each Director elected shall serve up to three (3) three-year terms for a full nine (9) years of board service to foster a seasoned director's mature judgement and knowledge of the organization's programs, history, and ethos. An individual who has served previously may be elected to serve again only after a full year of non-board service to the organization. In order to institute the staggered rotation, the initial Board of Directors shall have mixed terms with at least one-third of the non *ex officio* individuals serving a two (2) year term.

Each Director shall contribute at least one hundred cash dollars ($100) to the organization annually, all or part of which may come from a tax deductible value paid for or solicited by the Director, and received by the Corporation. No contribution credit shall be given for in-kind donations. Provided, however, that the one hundred dollars ($100) cash requirement for any Director who begins their initial term of service after the beginning of the fiscal year shall be prorated accordingly.

Section 4. Directors are charged with the duty to act in the interest of the Corporation. This duty of loyalty requires that any conflict of interest, real or possible, be disclosed in advance of joining the Board and when they arise. So that all Directors are aware of—and avoid—transactions in which the organization's interests are not primary, New York Not-for-Profit Law requires nonprofits to have a written "conflicts of interest" policy. Thus, one shall be done and reviewed annually with all members of the Board.

Section 5. Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Any Director may be removed, with or without cause, at any time, by the vote by a majority of the Directors then in Office at a special meeting called for that purpose.

Section 7. Newly created Directorships resulting from an increase in the number of Directors or any vacancy among Directors, shall be appointed by the current Board. A Director appointed by the Board to fill a newly created position shall serve until his or her Successor shall have been elected and installed, or until the defined term ends, his/her death, resignation, or removal.

Section 8. The Directors may keep the books of the Corporation, except as are required by law to be kept within the State of New York, at such place or places, within or outside the State of New York, as they may from time to time determine.

Section 9. Whenever the Board of Directors shall consist of more than five (5) members, the Board of Directors, by Resolution adopted by a majority of the entire Board of Directors, may designate from their number five (5) or more Directors to constitute an Executive Committee and other Standing committees, each of which to the extent provided in the Resolution designating it, shall have the authority of the Board of Directors, with the exception of any authority the delegation of which is prohibited by new York State Not-for-Profit Corporation Law.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. There shall be an annual meeting of the Board of Directors, the time and place of which shall be established by the initial Directors, and thereafter at such time and place as may be fixed by the Board. Regular meetings of the Board of Directors (including the annual meeting) may be held upon such notice and at such time and place as shall from time to time be determined by the Board; provided that an annual meeting of the Board must be held in each fiscal year.

Section 2. Special meetings of the Board of Directors may be called by the President on at least two (2) days' (24 hours) notice to each Director, either personally, by mail, telegram, or electronic mail, or by other communication means not yet known or hereinafter developed or discovered. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of any two Directors currently serving on the Board of Directors. Such special meetings shall be held at the Principal Office of the Corporation or at such other places as may be specified in the notice of such meeting.

Section 3. The President of the Corporation shall preside at all meetings of the Board of Directors, or the Board of Directors may select one of its members to serve as Chairman. The Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors. In the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 4. Any question concerning parliamentary procedures shall be determined by the President of the Corporation, or the appointed presiding officer by reference to Robert's Revised Manual.

Section 5. At all meetings of the Board of Directors, a majority of the Directors then in Office shall constitute a quorum, with exception of those serving as *ex officio* as guided by Roberts Rules, for the transaction of business. In the absence of a quorum, a majority of the Directors present may, without giving notice other than by announcement at the meeting adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a

quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. If a quorum is present, the affirmative vote of a majority of the Directors present at a meeting of the Board shall be the act of the Corporation unless the law, these Bylaws, or a Resolution of the Board of Directors imposes a higher standard for any given item or category of business.

Section 7. Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting if all members of the Board of Directors or of such committee consent in writing to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents of the members of the Board of Directors or of such committee shall be filed within the minutes of the proceedings of the Board of Directors or of Such committee, as the case may be.

Section 8. Any one or more members of the Board of Directors or of any Committee thereof may participate in a meeting of the Board of Directors or of any such committee, as the case may be, by means of a conference, telephone, or similar communication technology not yet known or hereinafter developed or discovered which allows all persons participating in the meeting to hear each other at the same time; and participation by such means shall constitute presence in persona at a meeting.

Section 9. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting the lack of notice, prior to the meeting or at its commencement. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting.

Section 10. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any Director, it shall not be construed to require personal notice, but such notice may also be given in writing, by mail, addressed to such Director, at his/her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the times when the same shall be deposited in the United States Postal Service. Notice to Directors may also be given by telegram.

ARTICLE VI
OFFICERS

Section 1. The Board of Directors shall elect or appoint a President, one Vice-President/Secretary, one Treasurer, and such other officers as they may determine. Any two or more offices may be held by the same person except the offices of President and Secretary as well as the roles of President and Treasurer. To prevent any cause or perception of conflict of interest, the position of Officers should not be held by *ex officio* Directors.

Section 2. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the next annual meeting of the Board of Directors and the end of his/her term when a successor has been elected and qualified, or until his/her death, removal or resignation.

Section 3. Officers shall have the powers and duties defined in the resolutions appointing them.

Section 4. The Board of Directors may remove any officer, with or without cause.

Section 5. In the event of a vacancy occurring in the Office of the Vice-President/Secretary or Treasurer, the President shall appoint a person to act as such officer, pending the election of a new officer at the next meeting of the Board, for the purpose of the election of such an office to serve for the remainder of the unexpired term of office.

Section 6. All Directors and Officers shall serve without compensation.

ARTICLE VII
BOARD OF ADVISORS

Section 1. The Board of Directors may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees. Each such advisor shall hold office during the pleasure of the Board of Directors and shall have only such authority or obligations as the Board of Directors may from time to time determine.

Section 2. No advisor of the Corporation shall receive, directly or indirectly, any salary, compensation or enrollment thereof for any service rendered to the Corporation by such advisor, except the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VIII
FISCAL YEAR

Section 1. The Corporation's fiscal year shall align with the calendar year thereby being from January 1 to December 31. The Board of Directors may at any time change the fiscal year of the Corporation and follow any applicable reporting guidelines issued by New York State and the Internal Revenue Service.

ARTICLE IX
INDEMNITY

Section 1. The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all of its Directors or Officers or former Directors or Officers for expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of Officers of the Corporation, to the greatest extent permitted by law, and any such indemnification shall, unless otherwise provided in such resolution, entered to and be enforceable by the executors, administrators, personal representatives, and Successors of such Directors and Officers.

ARTICLE X
RIGHTS ON DISSOLUTION AND NONPROFIT STATUS

Section 1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by:

(a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State tax laws) or
(b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State tax laws).

ARTICLE XI
CORPORATE SEAL

Section 1. The seal of the Corporation shall contain the legend "443 Concerted Works, Inc." in the shape of a circle, together with the words "Oneonta, New York, 2020," more particularly in the following impression:

ARTICLE XII
AMENDMENTS;

Section 1. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the Directors in Office at a given time at any regular meeting of the Board of Directors, or any special meeting of the Board called for that purpose; provided that notice of the proposed change(s) shall be given with the notice of any such regular or special meeting and are submitted no less than 5 business days in advance of such meeting to all members of the Board .