

BY-LAWS OF THE SAN ANTONIO LIEDERKRANZ, INC. A NON-PROFIT CORPORATION

ARTICLE I OFFICES AND PURPOSE

1.01 NAME: This corporation shall be known as the “San Antonio Liederkranz, Inc.”

1.02 PRINCIPAL OFFICE: The principal office of the corporation in the State of Texas shall be located at St. Joseph’s Society Hall, 420 East Durango Blvd., in the City of San Antonio, County of Bexar. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.03 REGISTERED AGENT: The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

1.04 PURPOSE: The purposes of this Corporation shall be primarily to promote and perform male choral music of all kinds, with particular emphasis on German and church music; to serve as a choir for St. Joseph’s (Downtown) Catholic Church in San Antonio, Texas; to increase public awareness of German tradition and culture; and to maintain affiliation with associations or societies that foster German music and culture.

ARTICLE II MEMBERSHIP

2.01 CLASSES OF MEMBERSHIP: The corporation shall have seven (7) classes of members. The designation of such classes and the qualifications and rights (including voting rights) of the members of such classes shall be as follows:

(A) ACTIVE MEMBERS—include two subclasses: singing and non-singing members.

(i) Singing Members— Are those Active Members who attend and sing at rehearsals and participate in performances and other functions of the organization in accordance with standards established by the Board of Directors, and whose dues and assessments are current. Active members are entitled to one (1) vote. Application for this status may follow attendance at three consecutive regularly scheduled rehearsals. This application must be recommended by two

active singers and be accompanied by the payment of one full year's dues and initiation fees. The prospective member must be auditioned by the Musical Director or his designee and be recommended to the Board of Directors by the Membership Committee. Upon recommendation by a majority vote of the Board of Directors, final approval is given by a 2/3 majority vote of the Active Membership present and voting at any regular meeting or rehearsal.

(II) Non-singing Members—

(a) Singing Members who do not or cannot meet the requirements for attending rehearsals, or for participating in performances required of Singing Members, may apply for or be placed in Non-Singing Active Membership.

(b) Others who have been involved in the musical life of the organization may, upon recommendation by the Board of Directors and approval by majority vote of the Active Membership present and voting at any regular meeting or rehearsal, be elected to Non-Singing Active Membership.

(c) Non-Singing Members retain the right to one vote, but may not hold office. Those placed in Non-Singing membership under paragraph (a) may be restored to Singing Active membership by vote of the Board of Directors, upon reestablishing their participation in rehearsals.

(B) ASSOCIATE MEMBERS—Non-singing, non-voting members whose annual dues are current and who support the various activities of the Liederkrantz. Such a member and his/her spouse or friend are entitled to attend a designate function at no cost. Attendance at other Liederkrantz activities may be determined annually with the approval of the Active Membership. Applications for Associate Membership may be approved by the Treasurer or Secretary of the organization.

(C) SUSPENDED ACTIVE AND ASSOCIATE MEMBERS—Active and Associate Members whose dues are not current may be suspended by action of the Board of Directors according to the provisions of Article XI of these By-laws. Such members shall not attend social events of the Liederkrantz or vote. Payment of all delinquent dues shall restore Suspended members to full Active or Associate Membership.

(D) SPONSORING MEMBERS-- Members who represent corporate or business interests which make a contribution. The amount of this contribution will be determined by the Board of Directors, as will be the method of recognition. These members shall be elected by majority vote of a regular meeting of the Board of Directors.

(E) LIFETIME MEMBERS-- Active Members who make a one-time donation of an amount to be determined by a recommendation of the Board of Directors to the Active Membership and approved by a majority vote of the Active Members at a regular meeting. These members shall be entitled to all the benefits of Active Members during their lifetime. Lifetime members shall be elected by majority vote of the Board of Directors at a regular meeting.

(F) SUSTAINING MEMBERS-- Non-singing Associate Members who make a one-time donation of an amount to be determined by a recommendation of the Board of Directors to the Active Membership and approved by a majority vote of the Active Members at a regular meeting. These members shall be entitled to all the benefits of Associate Members during their lifetime. Sustaining members shall be elected by majority vote of the Board of Directors at a regular meeting.

(G) HONORED MEMBERS—Active Members so honored because of their outstanding contributions to or support of the San Antonio Liederkrantz, Inc. An Honored Member shall be entitled to attendance with spouse or friend at all Liederkrantz concerts, Fastnachts and Stiftungsfests, and such other events as may be determined by majority vote of the Active Members at a regular meeting. An Honored Member will have lifetime status and will retain the benefits accruing to their previous status. These members shall be elected, upon recommendation by the Board of Directors, by two-thirds (2/3) vote of the Active Members at a regular meeting.

(H) HONORARY MEMBERS-- San Antonio Liederkrantz Associate Members or outstanding Church and /or Community individuals so honored because of their continuous and generous contributions or support of the San Antonio Liederkrantz may merit to be honored as Honorary Members. Nominations for this membership category may be made to the Board of Directors, and if recommended by the Board of Directors by majority vote, will then be referred to the Active Membership for consideration. A two-thirds (2/3) vote of the Active Members at a regular meeting is needed for final approval.

2.02. TERMINATION OF MEMBERSHIP: The Board of Directors, after receiving a recommendation from the Membership Committee and after an appropriate hearing, may expel a member for cause by a two-thirds (2/3) vote of all Directors. The Board also may, by a majority vote of those present at any regular Board meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or terminate the membership of any member who shall be in default in the payment of dues for the period identified in Article XI of these By-laws.

2.03. RESIGNATION: Any member may resign or request reclassification to Non-Singing Active or Associate Membership by filing written resignation or request with the Secretary, but such resignation shall not relieve the member, so resigning, of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

2.04. LEAVE OF ABSENCE: Upon request by a Singing Active Member, such a member may be granted a Leave of Absence for a specified period, during which time he shall not attend rehearsals or performances, pay dues, vote or hold office.

2.05. TRANSFER OF MEMBERSHIP: Membership in this corporation is not transferable or assignable.

**ARTICLE III
MEETINGS OF THE MEMBERSHIP**

3.01. ANNUAL MEMBERSHIP MEETING: An Annual Meeting of the Active Membership shall be held on the first Monday of November in each year, for the purpose of electing Officers and Directors to serve in the following calendar year, and for the transaction of business as may come before the meeting. If the day fixed for the Annual Meeting shall be on a legal holiday, such meeting shall be held on the next succeeding Monday. If the election shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Active Membership as soon thereafter as possible.

3.02. REGULAR MEETINGS: Regular meetings of the San Antonio Liederkrantz will be held on the third Monday of each month. If for any reason the regular meeting cannot be held at that time, the meeting will be held the following Monday without further notice. The purpose of these meetings is to act on any item which may be brought before the members.

3.03. SPECIAL MEETINGS: Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the Active Membership. Such meetings are subject to the requirements of Paragraph 3.05.

3.04. PLACE OF MEETING: The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Texas.

3.05. NOTICE OF MEETINGS: Written or printed notice stating the place, day and hour of any meeting of members other than the regular meetings and annual meetings provided for in Paragraph 3.02 shall be delivered, either personally or by mail, to each Active Member, not less than ten (10) or more than fifty (50) days before the date of such meeting, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears in the records of the corporation, with postage thereupon prepaid.

3.06. QUORUM: One-fifth (1/5) of the Active Membership shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of Active Members present may adjourn the meeting from time to time without further notice.

3.07. PROXIES: At the Annual Membership Meeting, an Active Member may vote by proxy executed in writing by the member or by a duly authorized attorney-in-fact, and held by and Active Member in attendance at the meeting. No proxy shall be valid after thirty (30) days from the date of its execution.

**ARTICLE IV
BOARD OF DIRECTORS**

4.01. GENERAL POWERS: The affairs of the corporation shall be managed by its Board of Directors. Specifically, the Board of Directors will set long-range and short-range goals for the corporation; approve membership applications and hear cases for termination of membership; approve significant financial transactions of the corporation; oversee and guide the officers and committees of the corporation; and present specific proposals to the membership for their approval. Directors shall be limited to Active Members of the corporation, as specified in Article II, except for one Associate Member as provided in Paragraph 4.02.

4.02. NUMBER, TERM, TENURE AND QUALIFICATIONS: The number of Directors shall be eleven (11). The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and immediate Past President of the corporation, the Musical Director, four Active Members, and one Associate Member. Each Director shall hold office from January 1 to December 31 of the year following election. Directors may Not serve in any one position for more than two (2) consecutive years; the Musical Director is excluded from this requirement. Any Director who is absent from two consecutive Board meetings without approval of the President shall relinquish his office. The President, Vice-President and Secretary of the corporation shall serve as Chairman, Vice-Chairman and Secretary, respectively, of the Board of Directors.

4.03. ELECTION PROCEDURE: Nominees for each Directorship seat as described above, shall be selected by the Nominating Committee. Other nominations may also be offered on the floor of the Annual Membership Meeting. Nominees shall have been a Singing Active Member for at least one (1) year immediately preceding election, and shall have served on at least one committee. Election of Directors at the Annual Membership Meeting shall be by majority of those Active Members present.

4.04. REGULAR MEETINGS: A regular annual meeting of the Board of Directors and the Directors-elect shall be held at the next regular Board meeting within thirty (30) days after the annual meeting of members. Regular meetings of the Board of Directors will be held on the Wednesday before the third Monday of each month at a place to be determined by consent of the Directors.

At the Annual meeting, dues for the following year should be recommended, and the President-Elect should consult with Directors and Directors-Elect on the constitution of committees.

4.05. SPECIAL MEETINGS: Special meetings of the Board of Directors shall be called by the president, either on his own initiative or at the request of any two (2) Directors. The President may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board.

4.06. NOTICE: Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered to each Director either in person or at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereupon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered by the telegraph company. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.07. QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.08. MANNER OF ACTING: The act of a majority of the Directors, present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. The Chairman of the Board of Directors shall not vote except in case of a tie vote.

4.09. VACANCIES: Any vacancy occurring in the Board of Directors (excepting those serving ex officio) shall be filled by a majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Such service shall not count towards the two-term limit described in Paragraph 4.02.

4.10. COMPENSATION: Directors as such shall not receive any stated salaries for their services; but nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity (including as an officer) and receiving compensation therefor.

4.11. INFORMAL ACTION BY DIRECTORS: Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

4.12. INDEMNIFICATION OF OFFICERS AND DIRECTORS: The Corporation shall indemnify any officer or Director from liability in any proceeding in which such Officer or Director was, is or is threatened to be made a named defendant or respondent because such person is or was an Officer or Director, all in accordance with the Texas Non-Profit Corporation Act, Section 1396-2.22A.

The Directors may, by affirmative majority vote at a meeting at which a quorum is present, secure and maintain Officers and Directors insurance with reasonable limits and deductible(s).

The annual premium to be paid for such insurance shall not exceed 4 % of the net asset value of the corporation as of December 31 of the preceding year.

(412. Bylaw Addendum, September 30, 2002)

ARTICLE V OFFICERS

5.01. OFFICERS: The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, the immediate Past President and the Musical Director., all of whom serve as Directors ex officio (voting). Any regular or special meeting of the Active Membership may elect or appoint such other offices, including a Parliamentarian, one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, and vest them with responsibilities as it sees fit. Any two or more officers may be held by the the same person, except the President, Vice President, Secretary and Treasurer.

5.02. ELECTION AND TERM OF OFFICE: The nominating committee shall select nominees for each office. Other nominations may be offered on the floor of the annual membership meeting. Nominees for other than Musical Director, Treasurer or Secretary shall have been a singing active member for at least one (1) year prior to election, shall have served on at least one committee, and shall not have held the same office for both the two immediately preceding terms. The Musical Director shall be an active member, and may be re-nominated and re-elected for unlimited number of terms of office. Election of officers at the annual membership meeting shall be by majority of the active members present. Each officer will serve from January 1 to December 31 of the year following the election.

(5.02. Bylaw Addendum, March 19, 2001).

5.03. REMOVAL: Any officer elected by the Active Membership or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Active Membership, whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, or the officer so removed.

5.04. VACANCIES: A Vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by a majority vote of the Board of Directors subject to the approval of the Active Membership at the next regular meeting. Such replacement will serve for the unexpired portion of the term, and such service shall not be counted as part of the two terms referred to in Paragraph 5.02.

5.05. PRESIDENT: The President shall be the principal executive officer of the corporation and shall supervise and control all of the business and affairs of the corporation subject to these Bylaws, and shall carry out the policies of the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws of by stature to some other officer or agent of the corporation, and appoint such committees as provided for herein. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.06. VICE PRESIDENT: In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

5.07. TREASURER: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or his designated assistant shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; maintain a current list of dues payments by all classes of members; issue monthly and annual reports of the Board of Directors to the regular and annual meetings of the membership; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

5.08. SECRETARY: The Secretary or his designated assistant shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary or to the Treasurer by each member; deliver a newsletter to each member containing a summary of actions of the Board of Directors and membership meetings, including the previous month's financial statement; be responsible for incoming and outgoing correspondence and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5.09. MUSICAL DIRECTOR: The Musical Director will direct the San Antonio Liederkrantz in all rehearsals and performances, or, if he must be absent, will ensure that an Assistant Director can direct. He is responsible for the artistic quality and the musical purposes of the organization. The Director is also charged with auditioning applicants for Active membership, and such other duties as from time to time may be assigned to him by the President or by the Board of directors. The Director will receive a fee for his services, to be agreed on by the Musical Director and the Board of Directors.

ARTICLE VI COMMITTEES

6.01: APPOINTMENT OF COMMITTEES: Committees and their functions may be designated by an act of the Board of Directors or by the President, to carry out actions of benefit to the corporation. Except as otherwise provided in such resolution, members of such committees shall be members of the corporation. The president shall appoint the chairman and all other members for each committee, except as provided below. No committee shall exercise the authority of the Board of Directors. Any committee member may be removed by act of the Board of Directors whenever in their judgment the best interests of the corporation shall be served by such removal.

6.02. STANDING COMMITTEES: The Board of Directors shall appoint a Nominating Committee to present a slate of officers to the Annual Membership Meeting, and an Audit Committee to audit the Treasury's books annually prior to the annual Membership Meeting. The president shall appoint a Membership Committee and a Music Committee. The Nominating and Audit Committees must be appointed at least sixty (60) days prior to the Annual Membership Meeting. The Membership and Music Committees shall be appointed by the newly-elected President not later than the first regular meeting of the Board of Directors of the year following the president's election.

6.03. MUSIC COMMITTEE: The function of the Music Committee is to evaluate and select music for Liederkrantz performances. The Committee shall be composed of the Music Director, his assistants, and at least one member from each voice.

- (A) The members shall serve a two-part term that lasts one and one-half (1-1/2) years, the last six (6) months of which overlap the first six (6) months of the succeeding Committee. The first part shall run from January 1 through June 30 of the year of appointment. This part shall be spent planning a performance schedule and an annual music list that will be used for both scheduled and unscheduled performances. The second part shall run from July 1 of the year of appointment through June 30 of the following year. This part shall be spent assisting the Musical Director in coordinating rehearsals for scheduled performances and scouting facilities, selecting music, and coordinating rehearsals for unscheduled performances. Except for the Musical Director and his assistants, a member may not serve on the Committee for more than three (3) consecutive terms.
- (B) During the planning part of their term, the Committee shall begin meeting not later than February 1 to select the recommended annual performance schedule and music list. The recommended annual performance schedule must be submitted to the April Meeting of the Board of Directors. The Board of Directors shall then revise it if necessary and adopt it for submission to the membership at its June meeting for final approval not later than July. During this same time, the Music Committee shall publish a list of proposed selections for each scheduled event and each class of unscheduled events (weddings, anniversaries, funerals, and other public events). This list shall be distributed to the Active Membership at any regular rehearsal not later than March 31. The committee will schedule an open meeting not later than April 30, at which Liederkrantz members may suggest music for consideration or object to proposed music. Suggestions or objections must be made in writing by marking on the published selection list and turning that in to the committee not later than this scheduled meeting.
- (C) All outside requests for performances by the Liederkrantz shall first be submitted in writing to the Board of Directors for their initial approval and establishment of fees and then submitted to the Active membership at any Monday rehearsal for projected attendance. The Music Committee shall then scout the facilities and make the final selection of music for the performance from the annual music list, subject to the Musical Director's approval.
- (D) To assist in establishing rehearsal priorities, the Music Committee shall periodically publish, as far in advance as possible, a music list in performance order for the next event, along with a calendar of committed future events. The Musical Director shall have a veto over any music selections made by the Music Committee if, in his judgment, the music is unsuitable for performance by the Liederkrantz due to the musical capabilities of the singers.

6.04. MEMBERSHIP COMMITTEE: This committee must recommend and approve applications for membership, and arrange for the audition of applicants for Active Membership: recommend to the Board of Directors new membership and the termination of membership for cause; review the status of members of any class who are in arrears and make recommendations to the Board of Directors to suspend or terminate such members; maintain records of attendance at rehearsals and performances, and determine, using these attendance records and policies established by the Board of Directors, those Active Members who should be placed in Non-Singing status and so inform the Musical Director and the Board of Directors. All applications for membership must be referred in the first instance to the Membership Committee.

6.05. TERM OF OFFICE: Each member of a committee shall continue as such until his successor is appointed subsequent to the Annual Membership Meeting, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.06. VACANCIES: Vacancies in the membership of any committee may be filled by appointments made as provided in paragraphs 6.01 and 6.02.

6.07. RULES: Each committee may adopt rules for its own government not inconsistent with these By-Laws adopted by the members. All members of a committee must be duly notified by the committee Chairman of all meetings, and kept apprised of all activities and recommendations to the Board of Directors.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01. CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific circumstances.

7.02. CHECKS AND DRAFTS: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors in the absence of such resolution, such instruments shall be signed by the Treasurer or the President or a Vice President of the corporation.

7.03. DEPOSITS: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.04. GIFTS: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

ARTICLE VIII CERTIFICATE OF MEMBERSHIP

8.01. CERTIFICATES OF MEMBERSHIP: The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the head of the Membership Committee and the Secretary of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors determine.

8.02. ISSUANCE OF CERTIFICATES: If the Board of Directors shall have provided for the issuance of certificates of membership under the provision of Paragraph 8.01 of this Article, a certificate of membership shall be issued in a new member's name and delivered to him by the head of the Membership Committee, or representative thereof, whenever he has been elected to membership and has paid any initiation fee and dues that may be required.

**ARTICLE X
FISCAL YEAR**

10.01. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XI
DUES AND FEES**

11.01. DETERMINATION OF DUES AND FEES: Upon recommendation of the Board of Directors, the Active Membership shall determine from time to time the amount of the annual dues payable to the corporation by members of each class, other dues, initiation fees, and such other fees and assessments as the Active Membership may approve.

11.02. PAYMENT OF DUES: Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated to one-half (1/2) for all new members joining after July 1, and the excess credited to the calendar year following their initiation.

11.03. DEFAULT AND SUSPENSION OR TERMINATION OF MEMBERSHIP: When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which dues become payable, the Treasurer shall recommend to the Board of Directors that his membership be either suspended or terminated, or that special financial arrangements be made. Suspended members who are not reinstated by payment of dues shall be reviewed at six-month intervals by the Membership Committee, and recommendation for termination made to the Board of Directors.

**ARTICLE XII
SEAL**

12.01. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Texas, Non Profit, The San Antonio Liederkrantz, Inc."

**ARTICLE XIII
WAIVER OF NOTICE**

13.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation of the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time started therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV
AMENDMENTS OF BY-LAWS**

14.01. These By-laws may be adopted, amended, or repealed and new By-laws adopted, by a two-thirds (2/3) majority of the Active Members present and voting at any regular meeting or at any special meeting, provided that this majority represents not less than forty percent (40%) of the Singing Active Membership. At least thirty (30) days written notice must be given of an intention to amend or repeal these Bylaws or to adopt new Bylaws at such meeting; this notice will include the text of all proposed changes.

SIGNATURES AND ATTESTATION

AS ADOPTED by the Active Membership and the Board of Directors on November 10, 1986, and amended in March 1987 and March 1989.

Bylaws updated/revised January 15, 2014
Approved by membership on February 17, 2014
Ed J Weber

Addendum #1, March 19, 2001

to the

**BYLAWS OF THE SAN ANTONIO LIEDERKRANZ, INC.
A NON-PROFIT CORPORATION**

BYLAW CHANGES

5.02. ELECTION AND TERM OF OFFICE: The nominating committee shall select nominees for each office. Other nominations may be offered on the floor of the annual membership meeting. Nominees for other than Musical Director, Treasurer or Secretary shall have been a singing active member for at least one (1) year prior to election, shall have served on at least one committee, and shall not have held the same office for both the two immediately preceding terms. The Musical Director shall be an active member, and may be re-nominated and re-elected for unlimited number of terms of office. Election of officers at the annual membership meeting shall be by majority of the active members present. Each officer will serve from January 1 to December 31 of the year following the election.



Addendum #2, SEPTEMBER 30, 2002

to the

**BYLAWS OF THE SAN ANTONIO LIEDERKRANZ, INC.
A NON-PROFIT CORPORATION**

BYLAW CHANGES

4.12. INDEMNIFICATION OF OFFICERS AND DIRECTORS: The corporation shall indemnify any officer or Director from liability in any proceeding in which such Officer or Director was, is or is threatened to be made a named defendant or respondent because such person is or was an Officer or Director from liability in any proceeding in which such Officer or Director was, is or is threatened to be made a named defendant or respondent because such person is or was an Officer or Director, all in accordance with the Texas Non-Profit Corporation Act, Section 1396-2,22A.

The Directors may, by affirmative majority vote at a meeting at which a quorum is present, secure and maintain Officers and Directors insurance with reasonable limits and deductible(s).

The annual premium to be paid for such insurance shall not exceed 4% of the net asset value of the corporation as of December 31 of the preceding year.