AMENDED AND RESTATED BYLAWS OF
THE LUTE SOCIETY OF AMERICA, INC.

ARTICLE I: General Provisions

Section 1. Name – The name of the corporation shall be "Lute Society of America, Inc." ("the Society").

Section 2. Location – The principal office of the Society in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The Directors may establish other offices and places of business in Massachusetts or elsewhere.

Section 3. Fiscal Year – The fiscal year of the Society shall commence on the first day of April of each year and end on the last day of March.

Section 4. Corporate Records –The original or attested copies of the Certificate of Incorporation, Bylaws, and records of all meetings of the Board of Directors and Members shall be kept at the principal office of the Society or of the Clerk, but such corporate records need not all be kept in the same office. Such records shall be available to members upon reasonable notice for inspection.

ARTICLE II: Membership

Section 1. Membership – Membership in the Society shall be open to anyone who subscribes to the objectives of the Society. There shall be three (3) types of membership:

a) Regular – those persons who annually pay membership fees as established by the Board of Directors. Such persons shall become members in good standing for twelve (12) months or multiples thereof following full payment of annual dues. Each member in good standing is entitled to one (1) vote in any business calling for a vote by the membership.
b) Complimentary/Reciprocal – those persons or organizations who shall be so designated by the Board of Directors. Complimentary/Reciprocal Members are non-voting.
c) Institutional/Corporate—those institutions/corporations that annually pay this category of fees as established by the Board of Directors for the purpose of receiving copies of the Society's publications. Institutional/Corporate members are non-voting.

Section 2. Dues

a) The amount of annual membership dues shall be fixed by the Board of Directors.
b) Membership dues are accepted on any day of the year for the twelve (12) months following that date. Membership renewal is due on the anniversary of that date.
c) Advance notice of membership renewals shall be given at thirty (30) days and at fourteen (14) days.
d) On the expiry date of a membership, Member privileges, including Member's-only access to the LSA Website and access to LSA Lute Rentals, will be suspended. Reminders of the lapsed membership will be sent after the fact at fourteen (14) days and again at thirty (30) days.

Section 3. Meetings of Members

a) There shall be an Annual Meeting of the Membership at which Officers of the Board of Directors shall report to the Membership on the financial and organizational activities of the corporation.
b) Special meetings of the Members may be called at any time by the President or the Board of Directors. Special meetings will be called by the Clerk upon request of three or more Members communicated in writing or by other reasonable means to the Clerk or President. Special meetings will normally be held within thirty (30) days of receipt of such requests to the Clerk or President. The President shall preside at special meetings and the Clerk shall record the minutes of special meetings.
c) Member meetings may be held by any means reasonably likely to permit the participation of the Members.

Section 4. Action at Meetings

a) All Regular Members in good standing shall be entitled to vote at Annual or Special meetings.
b) A quorum for the Annual or any Special meeting shall be ten percent (10%) of the voting Membership, in person or by proxy.
c) At all meetings of the Members, the vote of each Member must be cast in person, unless the Board of Directors rules that proxies may be solicited for a particular meeting; or unless the Board of Directors determines that Members may attend and votes be submitted by some other means reasonably likely to permit their informed participation. In either instance, the Board of Directors shall take measures to ensure the transparency and integrity of the voting process.
d) When proxies are solicited for a particular meeting, the proxies shall be filed with the Clerk or any resumed meeting, before being voted. Except as otherwise limited therein,

proxies shall entitle the Member named therein to vote at any resumed meeting. A proxy or vote submitted by means other than in person, shall be deemed valid unless challenged at or prior to its exercise.

e) At any meeting of the Members, a quorum being present, all matters shall be decided by the votes of a simple majority; unless the law, the Articles of Organization, or these Bylaws require otherwise.

Section 5. Consent to Action Taken Without Meeting of Members – Any action normally required or permitted to be taken at any meeting of the Members may be taken without a meeting if consent is given in writing, or secure electronic or other reasonable means by the number of Members whose votes would be necessary to approve the action. In such case, the written consents or electronic records shall be filed with the records of the meetings of the Members. Such consent shall be treated for all purposes as a vote at a meeting of the Membership.

Section 6. Suspension and Removal of Members

a) The Board of Directors by a vote of seven (7) Directors may, after a hearing, suspend a Member from Membership in the Society for conduct detrimental to the best interest and purposes of the Society. Such suspension shall become effective immediately upon notification to the Member concerned, whereupon the suspended Member shall lose all Membership privileges.

b) Appeal of Suspension. A suspended Member may appeal the suspension from Membership within thirty (30) days from the date of receiving notice of the suspension. The Member shall address their appeal to the President; who shall within two (2) weeks submit the appeal to the entire Membership for a vote. If the Board of Directors' vote for suspension is upheld by a majority vote of the Membership, the suspended Member shall be declared removed and shall cease to be a member of the Society, effective from the date of suspension by the Board of Directors. If the Membership votes to retain the suspended Member, the Member shall be immediately reinstated to Membership with all privileges intact.

c) Failure to Appeal. If the suspended Member fails to file an appeal within thirty (30) days of receiving notice of their suspension, the Member shall be automatically removed and shall cease to be a member of the Society, without need for any further action.

ARTICLE III: Board of Directors

Section 1. Qualification and Number – The members of the Board of Directors of the Society shall be Members of the Society. The Board of Directors shall consist of nine (9) Directors elected by the Membership of the Society.

Section 2. Powers – The business and property of the Society shall be managed by the Board of Directors who may exercise all powers of the corporation which are not expressly reserved to the Members by law, Articles of Organization or these Bylaws.

Section 3. Terms of Service of Directors

a) The Directors shall be elected for three-year terms with three (3) directors elected each year. Directors may serve no more than two (2) consecutive terms, but may be re-elected after a minimum of three (3) years off the Board.
b) Newly-elected Directors shall assume office on the date of their election at the third quarter Board meeting which shall be held between October 15 and October 30.
c) No person shall be appointed, elected, or otherwise installed as a lifetime member of the Board of Directors or as a lifetime Officer of the Society.

Section 4. Election of Directors

a) The Clerk shall give, or cause to be given, notice to the Membership of anticipated term expirations of Directors no later than August 15th of the year in which the expirations shall occur.
b) At the time of said notification, candidates for the Board of Directors shall be solicited from the Membership. Any Member of the Society may make nominations for the Board of Directors (including of themselves). No such nomination shall require a second.
c) Nominations must be accepted by the nominee and must be submitted to the President by August 31 of that same year.
d) In the event that an insufficient number of candidates is nominated by the Membership, the Board must identify and nominate enough candidates to fill impending vacancies. In this case, term limit provisions (in Section3.a, above) shall not apply.
e) In the event that the number of candidates for Directorships shall be equal to the number of vacancies to be filled, the candidates shall be deemed elected without contest. In this case, term limit provisions (Section 3.a, above) shall not apply. The President shall notify the membership of this outcome in due course.
f) In the event that the number of candidates for Directorships exceeds the number of vacancies, term limit provisions shall apply and an election by the Membership shall be held. The President shall direct the Administrator to submit the complete slate of candidates together with a ballot to the voting Membership. The Administrator shall

submit the complete slate of candidates to the Membership not later than September 15. The slate and ballot may take any form (paper or electronic) that will allow participation of the Members as determined by the Board. The Clerk and Administrator shall take such measures as may be needed to ensure the transparency and integrity of the voting process. Votes shall be collected for a period of two (2) weeks. The Clerk and the Administrator shall certify the votes and notify the Board of Directors of the outcome. The President shall notify the Membership of the election outcome within one (1) week of certification.

g) In the event of a tied vote, a special run-off election shall be held between the tied candidates. This run-off election shall involve only the tied candidates and shall follow the announcement and voting protocols set forth in 4.f above. This run-off shall take place no later than three (3) weeks after the initial vote count that determined the tie. In the event of a second tie vote by the Membership in this run-off election, the Board shall decide the outcome by a simple majority vote. The President shall notify the Membership of the run-off election or Board vote outcome within one (1) week of completion of either.

Section 5. Resignation and Removal

a) Resignation. A Director may resign by delivering a notice of resignation in written, electronic or other reasonable form to the Society at its principal office, to the President or to the Clerk. Such resignation shall be effective upon its receipt unless it is specified to be effective at a later time.

b) The Board of Directors by a vote of seven (7) Directors may, after a hearing, remove a Director from the Board for conduct detrimental to the best interest and purposes of the Society. Such removal shall become effective immediately upon notification to the Director concerned.

c) Appeal of Removal. A Director who has been removed may appeal the Board within thirty (30) days from the date of receiving notice of their removal. The Director shall address their appeal to the President; who shall within two (2) weeks submit the appeal to the entire Membership for a vote. If the Board of Directors' vote for removal is upheld by a majority vote of the Membership, the Director shall be declared removed from the Board. A Director removed from the Board of Directors retains Membership in the Society unless removed from Membership by the process described in Article II, Section 6 above. If the Membership votes to retain the Director, the Director shall be immediately reinstated to the Board with all duties and privileges intact and shall serve out the remainder of her/his term.

d) In the event of the resignation or removal of a board member who has served less than two years of their three-year tenure, a special election will be held for a replacement board member who will serve through the end of the term. If, following election procedures in Article 4b - g, no board member has been elected, the President will appoint a temporary replacement for the remainder of the term with approval by the board. Such an appointee must subsequently be nominated and run for election if they wish to join the board after the special term expires. Qualifications and limitations as described in Section 3 above shall apply.

e) In the event of the resignation or removal of a board member who has served more than two years of their three-year tenure, and with important business before the board that requires a quorum, the President may appoint a temporary replacement for the remainder of the term with approval by the board. Such an appointee must subsequently be nominated and run for election if they wish to join the board after the special term expires. Qualifications and limitations as described in Section 3 above shall apply.

Section 6. Advisors to the Board – The Board of Directors may co-opt additional persons ad hoc to the Board such as consultants, regional representatives, former board members, and the like and may elect persons to those classes for such terms and on such conditions as the Directors determine. The Directors may assign to such persons or to special committees established by the Directors such responsibilities, duties and privileges as the Directors determine. Such co-opted persons provide advice and assistance as required, but shall not be Directors or Members of the Society for the purpose of these Bylaws and are not entitled to vote on any matter.

Section 7. Meetings

a) The Board of Directors shall hold a minimum of four (4) meetings per year, nominally in the months of April, June, October, and January. When possible, the June meeting shall take place at the Society's Lute Festival and shall coincide with the Annual Meeting of the Membership.

b) Meetings of the Board of Directors shall be held at such locations or through such media and at such times as are determined by the Board. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or video system or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

   Notice of all meetings shall normally be given to each Director by the President or the Clerk at least seventy-two (72) hours in advance of the meeting via mail or email. Notice

of any meeting need not be given to any Director, however, if waived by such Director before or after the meeting in writing or by email.

c) A quorum for a meeting of the Board of Directors shall be a simple majority of the Board, five (5) voting members of the Board.
d) Meetings of the Board of Directors shall be presided over by the President or, if the President is not present, by the Vice-President. If neither is present, the meeting shall be presided over by a chair elected at that meeting.
e) Minutes of Board meetings shall be kept by the Clerk.
f) Each Director shall be entitled to one (1) vote. All elections and all questions (other than removal of officers or directors) shall be decided by a simple majority of the votes cast.
g) Actions of the Board may be approved by unanimous written or electronic consent of the Directors without a meeting, if consent thereto is confirmed by all the Directors in any manner reasonably likely to communicate their intent. Such consent shall be filed with the records of the meetings of the Directors. A defect in communicating such confirmation shall not invalidate or otherwise affect such action. The resolution and other actions of the Directors or any committee taken by such written or electronic consent shall be filed with the minutes of the proceedings of the Board or committee.

ARTICLE IV: Officers

Section 1. Officers – The Officers of the Society shall be a President, Vice-President, Treasurer, Clerk, and other such officers as the Members of the Board may determine.

Section 2. Election –The annual election of the Officers of the Society shall be held during the third (nominally October) Board Meeting. Each Director shall be entitled to nominate one candidate for each office. Election shall be by a show of hands and a simple majority shall prevail. The President and Vice-President shall be elected from among the Directors. The Clerk and Treasurer shall be elected from among the Members, including the Directors. No individual may hold more than one (1) office at a time. The Clerk shall be a resident of the Commonwealth of Massachusetts; unless the Society shall, in the manner prescribed by law, appoint a Resident Agent for the service of process.

Section 3. Terms of Service – An Officer shall serve for a term of nominally one (1) year, commencing on the date of their election at the third quarter Board meeting. Their term shall immediately end on the date of the following year's election of officers, regardless of whether an exact calendar year has elapsed. An incumbent Officer may be re-elected to a new term, subject to the restrictions set forth in Article III. Section 3.

Section 4. Resignation and Removal – An Officer may resign by delivering a notice of resignation in written, electronic or other reasonable form to the Society at its principal office, to the

President or to the Clerk. Such resignation shall be effective upon its receipt unless it is specified to be effective at a later time. An Officer may be removed from office by the same process as is provided for the removal of a Member from the Board of Directors, as described in Article III, Section 5 above.

In the event of the resignation or removal of an Officer, the President shall appoint a temporary replacement who shall hold office until the next regularly-scheduled election of Officers. Qualifications and limitations as described in Section 3 above shall apply.

Section 5. President – The President shall be the chief executive officer of the Society, having such powers as may reasonably be construed as belonging to the chief executive of any organization. The President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Society. The President shall preside at all meetings of the Membership and shall be Chair of the Board of Directors and shall supervise all conduct of business. The President shall participate in the general and active management of the business of the Society and shall appoint and have the power to dismiss the Administrator, editors of the publications of the Society, committees and other personnel as set forth in Article V. The President shall be an ex officio member of all Board and Member committees and shall retain the right to a vote on any such committees at all times and in all matters. The President shall see that all books, reports and certificates as required by law, are properly kept or filed.

Section 6. Vice-President – The Vice-President shall act in the absence or disability of the President and shall exercise the powers of the President and shall perform other such duties as shall from time to time be prescribed by the Board of Directors.

Should both the President and Vice-President be absent or disabled, the performance of their functions and responsibilities shall be delegated to a member of the Board of Directors elected by the Board.

Section 7. Treasurer – The Treasurer shall have custody of all the funds and securities of the Society and shall be solely responsible for all such funds and securities. The Treasurer must be one of the Officers who shall sign checks and drafts of the corporation. The Treasurer shall keep full and accurate account of the receipts and disbursements in books (manual or electronic) belonging to the Society. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors. The Treasurer shall maintain records of the description and value of all property belonging to the Society. The Treasurer shall prepare or cause to be prepared tax reports and other legally required financial statements. The Treasurer shall disburse funds of the Society as may be determined by the Board of Directors. The Treasurer shall render to the President and the Board of Directors a timely account of all transactions of the financial condition of the

Society as determined by the Board of Directors. Such reports shall become part of the minutes of a meeting of the Board of Directors and shall be attached to said minutes.

Section 8. Clerk – The Clerk shall give, or cause to be given, notice of all such meetings of the Board and of the Membership, and all other notices required by law and these Bylaws. The Clerk shall record all votes and minutes of all proceedings at all sessions of the Board and all official meetings of the Members and shall keep the minutes and records in appropriate books or other formats to make them reasonably available when requested. The Clerk shall file, or cause to be filed, any certificate required by statute, federal or state. The Clerk shall perform such other duties as may be prescribed by these Bylaws, the Board of Directors or the President. In the absence of the Clerk from any meeting of the Members or the Board, the President or presiding member shall designate a person to perform the duties of the Clerk.

Section 9. Temporary Appointments – Any Officer who will be unable to perform the duties of office for a period of one month or more shall inform the President or Acting President who shall appoint another member to serve in that capacity pro tempore, unless or until the Board shall name a substitute. The Board on its own motion may name a replacement for any Officer unable to serve for a period of three or more months.

ARTICLE V: Appointments

Section 1. Appointments – Appointments are made by the President subject to approval by the Board. The President shall provide a written charge to each appointee at the time of appointment. All such charges shall be available to the Board and must be reviewed annually by the President.

a) Regular Appointments – Regular Appointments involve the on-going activities of the Society as well as its day-to-day operations. Regular Appointments include but are not limited to: Society Administrator, Bookkeeper, Membership Director, LSA Lute Rental Director, Webmaster, Editor of the Journal of the Lute Society of America, Editor of the Lute Society of America Quarterly and the Director of the Lute Society of America Lute Festival.
b) Special Appointments – The President may make Special Appointments for special programs or projects subject to approval of the Board. Special Appointments shall be for a limited duration that shall be stated in the charge. The President shall review Special Appointments and report on them to the Board at least annually.

Section 2. Removal – The President, subject to approval of the Board, may remove any appointed individual who is unable or unwilling to fulfill the specific charge of any Regular or Special Appointment.

Section 3. Appointments and the Board of Directors – Members of the Board of Directors of the Society shall be ineligible for Regular or Special Appointments unless such appointment is approved by a two-thirds (2/3) vote of the Board. The Board Member considered for such an appointment shall not be involved in Board debate or the Board vote in this matter. In such a case, the Board and President shall be guided by Article XI and its stipulations regarding Conflict of Interests and Related Party Transactions.

ARTICLE VI: Indemnification

Section 1. Every Director or Officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society and his/her heirs, executors, administrators and estate, respectively, shall at all times, be indemnified and saved harmless by the Society from and against:

a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against him/her for, or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his/her own willful neglect.
b) All other costs, charges and expenses, which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her willful neglect.

ARTICLE VII: Notices

Section 1. All notices may be served by the Society on any member either personally or by post, electronic mail, facsimile or nationally-recognized overnight courier, addressed to such member at the address of record for such member held by the Society.

Section 2. All notices shall be deemed to have been given at such time as the notice was officially postmarked, electronically dated, or an official receipt was issued. In providing such notice, it shall be sufficient to prove that the notice was properly addressed to the address of record and dispatched.

ARTICLE VIII: Conflict of Interest/Related Party Transactions

Section 1. No Director of the Society may receive compensation for acting as a Director.

Section 2. All Directors have a responsibility to the Society and the Board to report to the President or Board any action, proposal or transaction that might present a conflict of interest for a Director. Such conflicts of interest include, but are not limited to hiring and business arrangements, and include all Directors as well as their immediate families and business associates.

Section 3. Neither the President nor the Board may enter into a transaction with a Related Party unless the transaction has been determined by the Board to be fair and in the best interest of the Society. A Related Party Transaction is any transaction in which a Director, Officer or Employee of the Society has a financial interest. A Related Party includes any relative, business associate or business with a relationship (business or personal) with a Director, Officer or Employee of the Society.

Section 4. Any Director, Officer or Employee of the Society who has an interest in a Related Party Transaction shall disclose in good faith to the Board all information relating to the transaction and personal or business relationships.

Section 5. In the event that a Related Party Transaction comes before the President or Board, the President or Board must consider alternative transactions before acting on the Related Party Transaction.

Section 6. If an alternate transaction is not practicable or in the best interests of the Society, the Related Party Transaction must be approved by a majority of the Board and fully documented (including consideration of alternate transactions) in Board documents. The Director involved in the Related Party Transaction is recused from Board discussions and votes regarding the transaction. The Board shall review and document such transactions at their conclusions.

ARTICLE IX: Amendment of Bylaws

Section 1. These Bylaws may at any time be amended or repealed, in whole or in part, by a two-thirds (2/3) majority vote of the voting membership. The substance of any proposed change must be stated in the notice of the meeting to the Membership at which such action is to be taken.

Section 2. Amendments to or repeals of the Bylaws may be initiated by a petition signed by no fewer than ten (10) Members of the Society. On receipt of such petition, the President shall submit such amendments or repeals to the Members within thirty (30) days which shall be enacted by a two-thirds vote of the voting membership.

Section 3. These Bylaws may also be amended or repealed by a majority of the Directors as follows:

a. The Directors shall make no amendment or repeal which changes the date of the Annual Meeting of the Membership; which substantially alters the provisions of these Bylaws with respect to the removal of a Member or Director, indemnification of Directors and Officers or amendment of these Bylaws; or which by law or the Articles of Organization requires action by the Members.

b. The Directors shall give notice of the substance of such amendments or repeals to the Bylaws to the Membership no later than notice for the next Membership Meeting following the Directors' Meeting at which such amendments or repeals were made. The Membership may amend or repeal such changes made by the Directors by a two-thirds (2/3) vote at the subsequent Membership Meeting or by petition as in Section 2, above.