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[Amended August 2009]

CONSTITUTION
(BYLAWS)
OF
ASSOCIATION OF LUTHERAN CHURCH MUSICIANS, INC.

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PREAMBLE

Whereas our highest priority as church musicians is the greater glory of God in worship, and whereas music is a vital and integral part of the worship and mission of the Church and holds an important place in the proclamation of the Word, the praise of God, and the prayer of the community, and whereas it is our duty as artists and servants of the Church to maintain the highest standards of worship and music, the Association of Lutheran Church Musicians is formed.

ARTICLE I

Offices

Section 1. Principal Office. The principal office of the Corporation shall be determined by the Board of Directors.

Section 2. Other Offices. The Corporation may maintain other offices, either within or without the State of Arizona, as determined by the Board of Directors.

Section 3. Known Place of Business. The known place of business of the Corporation, as required by Arizona Revised Statutes [hereinafter A.R.S.] 10-008 to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with A.R.S. 10-1009.

ARTICLE II

Nonprofit Purposes

Section 1. Purposes. The Corporation is a nonprofit corporation formed:

(A) To espouse ongoing standards in the practice of the church music profession as proclaimers of the Word; to preserve, strengthen, and renew our Lutheran liturgical heritage.

(B) To define and clarify, both theologically and functionally, the role of the musician in the life of the Church.

(C) To provide, identify, and encourage ongoing opportunities for educational, spiritual, and theological growth for Lutheran musicians and clergy at all levels of training.

(D) To foster professional exchange and fellowship within the Lutheran musical community.

(E) To assist parishes in establishing guidelines for compensation, hiring, and other considerations in consultation with appropriate agencies within Lutheran church bodies.

(F) To serve with equal emphasis the needs of both full-time and part-time church musicians, to encourage the creation of more full-time positions where possible, and to facilitate placement in positions of both types.

(G) To advocate college and seminary courses, programs, and faculty positions which would support, strengthen, and promote the practice of liturgy and sacred music in the Lutheran church; to encourage talented musicians to pursue the study of sacred music.

(H) To strengthen communication and trust between clergy and musicians.

(I) To create appropriate liaisons between the Association of Lutheran Church Musicians and the various worldwide expressions of the Lutheran Church.

(J) To foster cooperation between the Association of Lutheran Church Musicians and other associations of musicians.

(K) To foster professional exchange and fellowship between Lutheran church musicians and others involved in the liturgical arts.

(L) To encourage the creation and publication of material of quality in terms of theology, music, and language usage.

Section 2. Nonprofit Status. The Corporation shall not operate its facilities nor its services, nor otherwise hold its services and facilities out for gain, and no member shall be permitted to use corporate facilities for private profit. All funds and property received by the corporation from the members shall be used solely for the purposes set forth in Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, 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 purposes set forth in Section 1 of this Article II. 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 publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities that are not in furtherance of the purposes set forth in Section 1 hereof. No part of the funds obtained from the membership nor any income or profit shall be distributable to members, directors, or officers, except as reasonable compensation for services rendered.

Section 3. Powers. The Corporation shall have all the powers permitted to a nonprofit corporation by the law of the State of Arizona as prescribed in Chapter 5, Title 10, A.R.S., as now in force or from time to time amended.

ARTICLE III

Membership

Section 1. Eligibility. Any person or entity whose interests are in harmony with the purposes of the Corporation is eligible for membership. There shall be five classes of membership:

(A) Voting Membership will be open to any individual who is interested in furthering the purposes and objectives of the Corporation and has paid the prescribed dues. The Board of Directors may from time to time grant one-year voting memberships without payment of dues to certain individuals or institutions for promotional purposes.

(B) Clergy/Musician Team Membership will be open to a team consisting of a Pastor and a Musician who work together at the same parish. Both persons will be considered voting members, and both will receive all mailings and publications.

(C) Student Membership will be open to any full-time student regularly enrolled in an accredited secondary school or institution of higher learning who is interested in furthering the purposes and objectives of the Corporation and has paid the prescribed dues. Student members will be considered voting members.

(D) Institutional Membership will be open to any local parish, college, university, etc., which has paid the prescribed dues. Institutional members will receive one vote to be cast by a representative of the institution, one copy of all mailings and publications, and member discounts for any persons from the institution.

(E) Honorary Membership may be granted by the Board of Directors to any individual who in their judgment has given distinguished service in promoting the purposes and objectives of this Corporation, and will carry all the privileges of Voting Membership.

All prospective members must make application to the Corporation on such forms as the Corporation's secretary may prescribe. Applications shall be evaluated by the Board of Directors, or their nominee, on the basis of the prospective member's interest in advancing the goals of the Corporation and compatibility with corporate principles. Membership in the Corporation shall be available without regard to race, color, sex, or ethnic origin.

Section 2. Addresses. It shall be the responsibility of each member to keep on file with the executive secretary of the Corporation a correct mailing address, e-mail address if possible, and personal information as requested by that office.

Section 3. Membership Fees. Membership fees shall be set by the Board of Directors and shall be used to carry out the purposes of the Corporation. Dues for a second voting member residing at the same address and not receiving separate mailings, dues for individual members who have reached the age of 65, and dues for the second person in a Clergy/Musician team shall be at a reduced rate. All membership fees shall be decreed payable annually at such time as set by the Board of Directors.

Section 4. Biennial Meeting. The biennial meeting of members shall be held in odd-numbered years at a place and date determined at the preceding biennial meeting. Due consideration shall be given to fair geographical distribution of meetings from year to year.

ARTICLE IV

Board of Directors

Section 1. Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of directors of the Corporation shall be nine (9), consisting of the President, Past President or President-elect, and Secretary/ Treasurer of the Corporation, the presidents of each of the four (4) regions of the Corporation, and two (2) Directors at Large. The President shall not cast a vote except in the case of a tie. The general officers of the Corporation shall hold office beginning with the biennial meeting in odd-numbered years and on September 1 in even-numbered years and until their successors shall have been duly elected and qualified, or until their earlier resignation or removal. The regional presidents shall hold office beginning October 1. Any director may resign at any time upon written notice to the Corporation. Directors must be voting members of the Corporation, but need not be residents of the State of Arizona.

The Vice-President or Secretary/Treasurer of a region may represent the region at a Board of Directors meeting in the absence of the Regional President, having voice but no vote.

Section 3. Consulting Members. Consulting members serve the Board of Directors having voice but no vote. A representative from each Lutheran church body in the United States and Canada may serve the Board, at its invitation, as a consulting member. The Board may appoint other consulting members from time to time.

Section 4. Committees. The Board of Directors may appoint committees as needed, providing for regional representation on each committee. However, the nominating committee for national officers and directors at large shall consist of the four (4) regional presidents and the immediate past president of the Corporation. The nominating committee shall nominate at least two (2) candidates for each office.

Section 5. Quorum. A majority of the number of directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. Manner of Acting. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Annual and Special Meetings. Meetings of the Board of Directors, annual or special, may be held either within or without the State of Arizona, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such meeting to constitute presence in person.

Annual meetings of the Board of Directors may be held with or without notice other than that prescribed for special meetings hereinafter. In odd-numbered years, the annual meeting shall be held immediately after, and at the same place as, the biennial meeting of the Corporation. In even-numbered years, the meeting will be held on the third Wednesday of the month of November, or at such day and month as shall be fixed by the Board of Directors.

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors.

Section 8. Notice. Notice of any special meeting shall be given at least ten (10) days previous thereto by written notice delivered personally, by electronic mail, by facsimile, or by certified mail to each director at his/her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by electronic mail or by facsimile**,** such notice shall be deemed to be delivered when the message is sent.

Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting.

Section 9. Actions Without Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors consent thereto in writing. Such consent shall have the same effect as an unanimous vote.

Section 10. Staff Members. The Board of Directors may hire an executive director and such other staff as necessary for the Association.

Section 11. Compensation. By resolution of the Board of Directors, directors may be paid their expenses, if any, of attendance at any meeting of the Board of Directors except the biennial meeting of the Corporation.

ARTICLE V

Officers

Section 1. Number. The officers of the Corporation shall be a President, a Past President or a President-elect**,** and a Secretary/Treasurer. The President-elect and Secretary/Treasurer shall be elected by the voting membership of the Association. Such other officers, assistant officers, and agents as may be deemed necessary may be elected or appointed by the Board of Directors.

No individual may hold two elective offices simultaneously. A regional officer nominated for a national office will be expected to resign the regional office if elected.

Section 2. Election and Term of Office. The officers of the Association shall be elected from the voting membership and must be practicing Lutheran musicians. Term of office for the President-elect elected in 2000 shall be for five years: one year as President-elect, three years as President, and one year as Past President. Term of office for the President-elect elected in 2002 and every three years thereafter shall be for six years: two years as President-elect, three years as President, and one year as Past President. Term of office for the Secretary/Treasurer elected in 2001 and every four years thereafter shall be for four years. These officers may not serve consecutive terms.

Section 3. Removal. An officer may be removed from office for reasons of negligence, incompetence, or improper conduct, by a unanimous vote of the remaining directors.

Section 4. Vacancies. In case of a vacancy in the office of President in the first year because of death, resignation, disqualification, removal, or any other reason, the Past President shall succeed to that office and a new President shall be elected from the voting membership within sixty days to fill the unexpired term. In case of a vacancy in the office of President in the second year because of death, resignation, disqualification, removal, or any other reason, the President-elect shall succeed to that office, complete the second year and serve two additional years as President. A new President-elect shall be elected from the voting membership within sixty days. In case of a vacancy in the office of President in the third year because of death, resignation, disqualification, removal, or any other reason, the President-elect shall succeed to that office, complete the third year and two additional years as President. A new President-elect shall be elected from the voting membership within sixty days. In case of a vacancy in the office of President-elect because of death, resignation, disqualification, removal, or any other reason, a new President-elect shall be elected from the voting membership within sixty days. A vacancy in any other office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary/Treasurer or any other proper officer of the Corporation, all instruments or documents which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board of Directors, these Bylaws, or by law.

Section 6. President-elect/Past President. The President-elect or the Past President shall perform the duties of the President when the President is unavailable and such other duties as may be assigned by the Board of Directors.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall: (a) keep the minutes of all meetings of the Board of Directors and the general membership; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) have charge of all corporate books, records, and accounts and of the seal of the Corporation; (d) see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (e) keep a register of the postal address of each member which shall be furnished to the Corporation by each member; (f) have general charge of the membership rolls of the Corporation; (g) have charge and custody of all funds and securities of the Corporation; (h) receive and give receipt for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (i) in general, perform all of the duties incident to the office of Secretary/Treasurer and other such duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE VI

Directors at Large

Section 1. Objectives. The Directors at Large shall be responsible for the promotion of the purposes of the Corporation as expressed in Article II, Section 1. In addition to their service on the Board of Directors, they will serve as liaisons from the Board on such task forces and projects as may be assigned by the Board. The Directors will also perform such other work and activities as are assigned to them by the Board of Directors.

Section 2. Number. The number of Directors at Large shall be two (2), each of whom shall be elected by the voting membership.

Section 3. Election and Term of Office. The Directors at Large shall be elected from the voting membership by means of a ballot including at least two (2) candidates for office. Directors shall hold office for a term of two years, the term beginning at the biennial meeting. No director may serve more than two terms in succession.

Section 4. Removal. A Director at Large may be removed from office for reasons of negligence, incompetence or improper conduct by a seventy-five percent (75%) majority vote of the Board of Directors.

Section 5. Vacancies. A vacancy in any office of the Directors at Large because of death, resignation, disqualification, removal, or any other reason shall be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII

Regions

Section 1. Number. The Association of Lutheran Church Musicians shall be divided into four (4) regions:

Region I:
U.S.A. - Connecticut, Delaware, District of Columbia, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, West Virginia
Canada. - Maritime Provinces, Newfoundland, Ontario, Quebec

Region II:
U.S.A. - Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia
Other. - Bahamas, Puerto Rico, Virgin Islands

Region III:
U.S.A. - Illinois, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin
Canada. - Manitoba

Region IV:
U.S.A. - Alaska, Arizona, California, Colorado, Hawaii, Idaho, New Mexico, Montana, Nevada, Oregon, Utah, Washington, Wyoming
Canada. - Alberta, British Columbia, Northwest Territories, Saskatchewan, Yukon

Section 2. Membership. All members of the Association shall be members of the region in which they reside. Members from countries other than the United States and Canada shall be assigned to a region as seems appropriate.

Section 3. Officers. Each region of the Association of Lutheran Church Musicians shall have three (3) officers: a President, a Vice-President, and a Secretary/Treasurer, each of whom shall be elected from the voting membership of that region by means of a ballot including at least two (2) candidates per office. Officers shall hold office for a term of two (2) years, the term beginning October 1. The President of each region shall serve on the Board of Directors of the Corporation. No officer may serve more than two terms in succession.

Section 4. Removal. An elected regional officer may be removed from office for reasons of negligence, incompetence, or improper conduct by a seventy-five percent (75%) majority vote of the Board of Directors of the Corporation.

Section 5. Vacancies. In case of a vacancy in the office of President, the Vice-President shall succeed to that office. A vacancy in the other offices may be filled by appointment by the President of the region for the unexpired portion of the term.

Section 6. Regional Organization. A constitution may be adopted and activities instituted by regions in accordance with the purposes stated in Article II, Section 1.

Section 7. Regional Meetings. The biennial meetings of members in each region shall be held in odd-numbered years at a place and date determined by the regional officers, with special consideration given to holding the meeting at the biennial conference.

ARTICLE VIII

Chapters

Section 1. Membership. Chapters may be formed in districts, states, municipalities or other geographical areas as may be deemed advisable. Chapters so formed must apply for a charter from the Board of Directors of the Corporation. All chapter members must be members of the Association of Lutheran Church Musicians. Chapter fees, in addition to national fees, may be assessed.

Section 2. Local Organization. A constitution may be adopted and activities instituted by local chapters in accordance with the purposes stated in Article II, Section 1.

ARTICLE IX

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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 instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no circumstances shall the Corporation loan funds to members, directors, or officers.

Section 3. Checks and Other Instruments. All checks, drafts, or other 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.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X

Membership Certificates

Membership certificates shall be in such form as shall be determined by the Board of Directors.

ARTICLE XI

Fiscal Year

The fiscal year of the Corporation shall begin January 1 and end at midnight on December 31.

ARTICLE XII

Corporate Seal

The Board of Directors may, but shall not be so required, provide a corporate seal which, in such event, shall have inscribed thereon the name of the Corporation and the year and state of its incorporation. The seal shall specifically state that the Corporation is a non-profit corporation. The seal shall be kept in the custody of the Secretary/Treasurer.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given to any member, director or officer of the Corporation, notice may be given either in person, by mail, by electronic mail, or by facsimile. If notice is given by mail, it shall be deemed received upon deposit in the United States mail, postage prepaid. If notice is given by electronic mail or by facsimile, such notice shall be deemed received when the message is sent. A waiver of notice in writing signed by the person or persons entitled to such notice, whether given before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIV

Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the voting membership at a biennial or duly called special meeting of the membership.

ARTICLE XV

Distribution on Dissolution and Liquidation

Section 1. Dissolution. Dissolution may be proposed by the Board of Directors, or through the written proposal of sixty-seven percent (67%) or more of the voting members of the Corporation, directed in writing to the Board of Directors. If dissolution is so proposed, a question of such dissolution shall be submitted to a vote at a meeting of members specially called for such purpose. Written notice of such meeting, specifically stating that purpose, shall be given to all members within the time and in the manner provided in these Bylaws. At such meeting the Corporation may resolve upon dissolution through the vote of sixty-seven percent (67%) of all voting members. Upon resolution to dissolve, the Corporation shall take such steps as are required by law to dissolve the Corporation and shall conduct no further affairs except insofar as may be necessary for the conclusion of its affairs.

Section 2. Plan of Distribution. Upon a duly authorized decision to dissolve, the Corporation shall determine a plan of distribution of the assets of the Corporation not inconsistent with the provisions of this article. The Board of Directors shall adopt the resolution recommending a plan of distribution and directing the submission of the plan to a vote at a meeting of the membership. Such plan shall be consistent with Section 3 of this Article. Written notice setting forth the proposed plan of distribution or a summary thereof shall be given to each member within the time and in the manner provided in these Bylaws for the giving of notice of meeting to members. The plan shall be adopted by a majority vote of all the votes entitled to be cast at the meeting.

Section 3. Distribution of Assets Upon Dissolution. The assets of the Corporation shall be applied and distributed as follows:

A. All liabilities and obligations of the Corporation shall be paid and discharged or adequate provision shall be made therefore.

B. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurred by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

C. All remaining assets shall be distributed to the Evangelical Lutheran Church in America, The Lutheran Church-Missouri Synod, the Wisconsin Evangelical Lutheran Synod, the Evangelical Lutheran Church in Canada, and the Lutheran Church-Canada, or their successors, to the benefit of the work of these church bodies in worship and music, if such churches and organizations are then exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding sections of any future tax code, or if such Churches are not then exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding sections of any future tax code, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding sections of any future tax code, or distributed to the Federal government or to a state and local government for a public purpose.

ARTICLE XVI

Maintenance of Books of Account and Other Records

The Board of Directors shall cause to be maintained complete books of account concerning all funds, assets, and liabilities of the Corporation. The Corporation shall keep complete minutes of the meetings of its members and the Board of Directors and any committees thereof, and a list of the names and addresses of all members entitled to vote and all irrevocable proxies of which the Corporation has received prior notice. All such relevant books of account and other records shall be open to inspection by any member upon written demand delivered to the President or Secretary/Treasurer, stating the purpose of such examination and providing for a reasonable time and sufficient advance notice prior to such examination. The Board of Directors shall provide for a complete audit within one month of the end of each fiscal year.