BY-LAWS OF

BEHRE PIANO ASSOCIATES, I

ARTICLE I

Offices

The principal office and studio shall be in the City, County, and State of New York. The corporation may have offices, studios, and other places where it may engage in activities within and without the State of New York as shall be determined by the Executive Committee.

ARTICLE II

Membership

Section 1. Members are those who are interested in or in agreement with the ideals of

teaching and playing (piano and music) as established by the original group of students of Edwine Behre or those who are interested in the development and advancement of the Corporation. The original members of the Corporation shall be the persons subscribing (to) the Certificate of Incorporation. New members, without limit as to number, shall be admitted upon application and payment of dues. Participants of the Summer Programs in Adamant, whether students, faculty or staff, will automatically be members for one membership year following the session without payment of dues. All members of the Executive Committee and Faculty will be automatically members without the requirement to pay dues as long as such members are performing duties for the corporation with or without pay. Members of the staff and participants of the school, whether the Traditional Piano Session or the Master Class sessions, will be automatic members until June 30 of the year following their participation.

Section 2. Termination of Membership. Any member may be expelled by a majority of the members upon being guilty of conduct which in the opinion of the majority of the members is improper or prejudicial to the corporation. Any member may terminate his membership voluntarily.  Membership is automatically terminated upon non-payment of dues.

Section 3. The Annual Meeting of the members shall be held after December 31, the end of the fiscal year, but no later than seven (7) months after the end of such fiscal year.

Section 4 Special Meetings of the members may be called at any time by the President or by order of the Executive Committee and shall be called by the President or Secretary on the written request of twenty-five (25) percent of the members, and all such calls shall state the purpose of the meeting, and the members shall be limited to the transaction of business recited in the notice of meeting. Special meetings may be held within or without the State of New York.

Section 5. Notice of Meetings of members shall be given each member entitled thereto in writing, by telegram, telephone, e-mail, or in person at least ten (10) days prior to the date of the meeting. Any notice required to be given under these By-Laws may be waived in writing by the person entitled thereto, either before or after the time stated therein. Each member shall register his address (and phone number and e-mail address) with the Secretary, and or Business Manager, and such address shall be used for all communications and notices until changed by the member.

Section 6. Consent. Any action which may be taken at the meeting of the members may be taken without a meeting if authorized by a writing signed by a majority of the members and filed with the Secretary of the Corporation.

Section 7. Quorum. Twenty (20) of the members present in person or represented by proxy shall be required and shall constitute a quorum at the Annual Meeting and at all other meetings of the members for the transaction of business.

Section 8. Voting. At all meetings of the members, each member is entitled to one vote to be cast in person or by proxy. Voting need not be by ballot, but upon the demand of any members, voting by ballot upon any question before the meeting shall be held. All questions, except as otherwise provided by the Certificate of Incorporation, by the By-Laws, or by the Laws of the State of New York, shall be decided by a majority of the members present in person or by proxy, a quorum being present.

Proxies shall be recognized for any special or annual meeting of the membership only if

(1) the proxy is received by the Secretary of the Corporation by 5:00 p.m. Eastern on the third business day before meeting, at the following address:

(if by email): adamantschool@gmail.com

(if by physical delivery):   
  
Don Allen  
61 Pilgrim Path   
Carlisle, MA 01741

(2) the proxy is granted by a member entitled to vote at that meeting, according to the records of the Secretary of the Corporation and subject to the deadline for the closing of membership rolls provided as set forth in subsection (3) below; and

(3) Membership rolls shall be closed each year at 5:00 p.m. Eastern on the third business day before a scheduled annual or special meeting of the membership, for purposes of voting at the meeting.  New memberships based on applications and annual dues received after that date shall become effective only for purposes of satisfying the same deadline for the next meeting.;

Section 9. Annual Dues of the members are as follows $30.00 for an individual, and $50.00 for a double membership. The dues may only be changed by a recommendation of the Executive Committee at an annual meeting of the members and such proposed change in the dues structure has been approved by a majority of the members at such annual meeting after due and proper notice.

Article III

Executive Committee

Section 1. General Powers--The property, business and affairs of the Corporation shall be managed by the Executive Committee (also sometimes referred to as the Board of Directors) which shall consist of not more than five officers: the president, two vice presidents, secretary, and treasurer.

Section 2 Number of Directors

(a) The President shall be elected by the members at the Annual Meeting. He shall have general supervision over the business of the Corporation and over its several officers subject however to the control of the Executive Committee. He shall see that all orders and resolutions of the Executive Committee are carried into effect, and, in general, he shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Executive Committee.

(b) The First Vice President shall be elected by the members at the Annual Meeting and shall assist the President in furthering the objectives of the Corporation.

(c) The Second Vice President shall be elected by the members at the Annual Meeting and subject to the control of the president, shall serve as chairperson of a Liaison Committee with the Adamant Music School.

(d) The Secretary shall be elected by the members at the Annual Meeting. He (she) shall attend all sessions of the Executive Committee and all meetings of the members and record all votes and minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Executive Committee. He shall keep in safe custody the seal of the Corporation and when authorized affix the same to any instrument requiring it and when so affixed it shall be attested by his signature.

(e) The Treasurer shall be elected by the members at the Annual Meeting. He shall, subject to the direction of the Executive Committee, have care and custody of the monies, funds, securities, and financial records of the Corporation, shall endorse on behalf of the Corporation for collection all checks, notes, and other obligations and shall deposit all funds of the Corporation in such banks or other depositories as may be designated by the Executive Committee, shall cause to be kept accurate books of account of the Corporation's financial transactions, and shall perform all the duties incident to him by the Executive Committee. the Treasurer may be required to give a bond for the faithful discharge of his duties in such sum and with such conditions as the Executive Committee may require.

(f) Number of Directors - Notwithstanding any other provision of these By-Laws to the

contrary, the number of directors constituting the entire Board of Directors (also known

as the Executive Committee) shall be not less than three (3), as required by the N-PCL.

The number of directors may be increased or decreased from time to time by amendment

to these By-Laws, except that the number of directors shall not be less than three

(3). The number of directors may also be fixed by action of the Members or the Board of

Directors/Executive Committee from time to time, but shall be no less than three (3);

provided, however, that any such action by the Board of Directors/Executive Committee

shall require the affirmative vote of a majority of the entire Board of Directors/Executive

Committee. No decrease in the number of directors shall shorten the term of any

incumbent director. The directors shall be divided into three (3) classes, the members of

each class to be elected by the Members to serve for terms of three (3) years or such

lesser period as may be specified at the time of election so as to substantially equalize the

classes of directors. The duration of terms shall be so scheduled that the number of seats

to be filled shall, so far as practicable, be equal in each succeeding year, but the fact that

classes are not equal in size shall in no way affect the validity of the constitution of the

Board of Directors/Executive Committee or of a director’s election. As used in these By-

Laws, “entire Board of Directors” or “entire Board” means the total number of directors

that the Corporation would have if there were no vacancies, as set forth in, and

determined pursuant to the provisions of, the N-PCL.

Section 3-Term of Office--(is limited to three years, per New York State law). Staggered terms, begun in 1987, shall establish appropriate rotation. Members-at-Large may serve two consecutive terms. Other officers may succeed themselves without limitation. The Executive Committee by unanimous vote may waive the limitation on Members-at-Large.

Section 4-Resignations--Any officer of the Executive Committee may resign at any time upon giving written notice to the Secretary of the Corporation. Such resignation shall take effect on the date of the receipt of such notice or on any later date specified therein: and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5--Removal. Any officer of the Executive Committee may be removed, with or without cause, at any time by the affirmative vote of a majority of the members of the Corporation at a meeting thereof. Prior to such meeting, notice of the proposed removal shall be given by the Secretary of the Corporation to all members of the Corporation and to the officer of the Executive Committee sought to be removed, who shall be entitled to be heard at such meeting.

Section 6--Vacancies. If the office of any member of the Executive Committee becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining members of the Executive Committee may elect a member to complete the term of office vacated.

Section 7--Meetings of the Executive Committee. Regular meetings of the Executive Committee may be held without advance notice at such times and places as shall from time to time be determined by the Executive Committee. Special meetings of the Executive Committee may be called by the President, and shall be called by the President upon the written request of three (3) members of the Executive Committee on two (2) days' notice (or longer) to each member of the Executive Committee.

Section 8--Quorum. A majority of the members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the members of the Executive Committees at any meeting at which a quorum is present shall be the act of the Executive Committee, except as may otherwise be specifically provided by statute or by the Certificate of Incorporation or by these By-Laws.

Section 9--Compensation. The members of the Executive Committee or any committee of the Corporation, shall serve without compensation and, subject to the approval of the Executive Committee, shall be entitled to be reimbursed for any expenses paid by them on account of their attendance at any regular or special meeting of the Executive Committee or of any committee. Nothing in this section shall be construed to preclude any member of the Executive Committee from serving the Corporation in any other capacity and receiving compensation therefore.

(2022 revisions start here)

Section 10--Annual Report. (This replaces section 3, above) The Board of Directors/Executive Committee shall present at each annual meeting of Members its annual report, which shall set forth the statements, and shall be verified or certified in the manner, prescribed by Sections 513 and 519 of the New York Not-for-Profit Corporation Law (the "N-PCL"), including:

(i) The assets and liabilities, including the trust funds, of the Corporation as of the

end of a twelve (12) month fiscal period terminating not more than six (6)

months prior to the meeting.

(ii) The principal changes in assets and liabilities, including trust funds,during such

fiscal period.

(iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during such fiscal period.

(iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

(v) The number of Members of the Corporation as of the date of the report, together with a statement of the place where the names and places of residence of the current members may be found.

(vi) All assets received for purposes specified in gift instruments given in trust for, or with a direction to apply the same to, any purpose specified in the Corporation's certificate of incorporation, as described in Section 513 (b) of the N-PCL, and the use made of such assets and the income thereof, unless the terms of particular gift instruments provide otherwise.

Such report shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of such annual meeting of Members.

ARTICLE IV

Miscellaneous

Section 1--The Corporate Seal shall have inscribed thereon the name of the Corporation and the words and figures "Corporate Seal, 1954, New York."

Section 2. Property Rights. This Corporation does not contemplate pecuniary gain to its members and its members shall have no right, title or interest in and to the property of the Corporation and upon any dissolution or other termination of the Corporation its property shall be distributed as the majority of the Executive Committee in their sole discretion shall determine, subject to the control of the Supreme Court of the State of New York, however, that such disposition shall be calculated exclusively to carry out the objects and purposes for which the Corporation is formed.

Section 3. Committees and Appointees. To further the objectives of the Corporation, the President shall be empowered to appoint such committees, or such other officers without Executive Committee status, as may be deemed necessary or advisable.

Section 4 Amendments to By-Laws. Except as required (i) by Section 702 of the N-PCL (regarding amending these By-Laws to change the number of directors or taking action to change the number of directors, which, when such amendment or action is being made or taken at a meeting of the Board of Directors/Executive Committee, requires approval by a vote of the majority of the entire Board of Directors when such amendment or action is being made or taken at a meeting of the Board of Directors/jExecutive Committee),

(ii) by Section 709 of the N-PCL (regarding adding or deleting, at a meeting of the Members, a provision which sets the proportion of directors that shall constitute a quorum or the proportion of votes of directors which shall be necessary for the transaction of business or of a specified item of business at a level greater than that set by the N-PCL, which requires approval by a vote of two-thirds (2/3) of the Members entitled to vote), or (iii) by other provisions of applicable law, these By-Laws may be amended, added to or repealed by the Members by vote of a majority of the Members present at a meeting at which a quorum is present, orby the Board of Directors/Executive Committee by the vote of a majority of the directors present at a meeting at which a quorum is present, or by unanimous consent of the Members or the Board of Directors/Executive Committee.

ARTICLE V

ADAMANT MUSIC SCHOOL

Section 1. The Adamant Summer Music School, also called the Adamant Music School, is an activity of the Behre Piano Associates, Inc., with its administration subject to and appointed or confirmed by its parent organization.

Section 2. Administration

Traditional Session Coordinator

Business Manager

Custodian-Caretaker

Master Class Session Coordinator

Active Faculty

(a) Traditional Session Coordinator. The Traditional Session Coordinator shall be appointed by the Executive Committee of the Behre Piano Associates, Inc. It shall be the duty of the Traditional Session Coordinator to supervise the Active Faculty and the Faculty Secretary, subject to confirmation by the Executive Committee.

The Traditional Session Coordinator shall meet with the President (or Vice President ) of the Behre Piano Associates, Inc. to discuss other administrative appointments which may include piano technician, custodian-caretaker, cook, and purchasing agent. Such administrative appointments shall be made by the President with due accord given to recommendations of the Traditional Session Coordinator.

The Traditional Session Coordinator shall be responsible for class schedules, concert schedules, participant residential placement, programs and off-campus activities, arranged with the assistance of the faculty.

(b) Business Manager. The Business Manager shall be appointed by and serve at the pleasure of the President of the Behre Piano Associates.

(c) Custodian-Caretaker. The Custodian-Caretaker shall oversee the physical plant, including repairs and maintenance. He shall report directly to the President of the Behre Piano Associates, Inc.

(d) Master Class Program Coordinator. The Master Class Program Coordinator will be chosen from the faculty pool by the President with the approval and consent of the Executive Committee and will supervise all aspects of the various Master Class Programs, including making recommendation for levels of participation as either a performer or auditor, residential placement in the physical plant, dates, concert programs, practice schedules, etc.

(e) Active Faculty. The teaching staff for each summer session shall be disgnated as the Active Faculty.

Section 3. Term of Office. Term of office shall be for current Adamant season, or one year.

Section 4. Faculty and/or Staff Meetings. Faculty and/or Staff meetings shall be held regularly during the term of the school with the Traditional Session Coordinator presiding.

Quorum for such meetings shall consist of 2/3 of the Faculty and/or Staff. In an emergency, a meeting may be called by 50% of the Faculty and/or Staff and if the Executive Director is unable to preside, a member of Senior Faculty may instead preside or a member of the Executive Committee.

Section 5. House Committee. There shall be a standing committee consisting of the President (or Vice President) of the Behhre Piano Associates, Inc., the Traditional Session Coordinator, the Custodian-Caretaker, the Business Manager and an interested member of the Faculty, to consider the physical plant, its maintenance and improvements.

Section 6. Grievances. Grievances by Faculty, Staff members or students must first be presented to the Traditional Session Coordinator for resolution if possible. If resolution is not achieved, student grievances would be presented to the Faculty group for its consideration. All other grievances and any unresolved student grievances, would be presented to the President of the Behre Piano Associates, Inc., who, in his sole discretion, may further refer such grievance(s) to the Executive Committee for resolution and if still unresolved, ultimately to the membership of the Behre Piano Associates.