

# Brazilian Music Foundation.Org, Inc. (BMF)

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## BYLAWS

The name of the organization is BRAZILIAN MUSIC FOUNDATION.ORG, INC. The principal office of the Corporation shall be in the City of New York, County of New York, State of New York. The Corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the Corporation may require. The organization is organized in accordance with the New York Non-Profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit, the trustees, directors, or officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Brazilian Music Foundation.Org, Inc.'s purpose is to preserve the authenticity and quality of Brazilian music by encouraging and promoting the development of the country's music, rhythms and styles. We will produce creative cultural events, concerts, festivals, workshops in schools and universities, teach Brazilian music and its instruments, and strengthen the public's awareness and appreciation for the country's heritage. BMF will also develop an international students' music exchange program, thus creating opportunities for children and young students to learn quality Brazilian music in the US, Brazil, and other countries.

### ARTICLE I MEETINGS

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings may be requested by the President or the Board of Directors, 5 (five) days before the meeting date, in writing.

**Section 3. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of the meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed or emailed to all directors of record at the address shown on the corporate books, at least 10 (ten) days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid, or when successfully submitted to all members via electronic mail.

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**Section 4. Place of Meeting.** Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Meetings may also be held by telephonic or electronic conference call provided quorum is met by members present telephonically or electronically, and if all members can simultaneously hear one another.

**Section 5. Quorum.** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

## ARTICLE II DIRECTORS

**Section 1. Number of Directors.** The organization shall be managed by a Board of Directors consisting of 3 (three) director(s).

**Section 2. Election and Term of Office.** The directors shall be elected at the annual meeting. Each director shall serve a term of 2 (two) years, with exception of the president who will serve the term of 5 (five) years, or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

**Section 4. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meeting.** The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons, and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any 2 (two) directors by providing 5 (five) days' written notice by ordinary United States mail or electronic mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within 2 (two) weeks after the meeting.

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**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 9. Removal/Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

### ARTICLE III OFFICERS

**Section 1. Number of Officers.** The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as a Vice President.

- a. President/Board Chair.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b. Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- c. Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

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- d. Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**Section 2. Election and Term of Office.** The officers shall be elected bi-annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a 2 (two) year term or until a successor has been elected and qualified.

**Section 3. Attendance Policy.** This policy is intended to support full contribution of all board members. All board members receive a copy of this official policy. The policy is reviewed once a year and maintained in each member's Board Manual. The policy has been reviewed and authorized by the board (see signature and date below).

**a. Definition of a Board Attendance Problem**

A board-attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to board meetings:

1. The member has 2 (two) un-notified absences in a row ("un-notified" means the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would be gone from the upcoming meeting).
2. The member misses 3 (three) of the total number of board meetings in a twelve-month period.

**b. Response to a Board Attendance Problem**

If a board-attendance problem exists regarding a member, the Board Chair will promptly contact the member to discuss the problem. If the member fails to respond to the Board Chair after 3 (three) reasonable contact attempts, his/her resignation from the organization shall be assumed effective 1 (one) week after the third contact attempt by the Board Chair. Once contact is made by the Board Chair, the member's response will promptly be shared by the Chair with the entire board at the next board meeting. In that meeting, the board will decide what actions to take regarding the board member's future membership on the board. If the board decides to terminate the board member's membership, termination will be conducted via quorum vote by the board, followed by a letter sent to the member explaining the reason(s) for termination as agreed at the aforementioned meeting. The board will promptly initiate a process to begin recruiting a new board member. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

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**Section 4. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

### **ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

### **ARTICLE V AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least 10 (ten) days before the meeting.

### **ARTICLE VI INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

### **ARTICLE VII DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than 2/3 (two-thirds) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to

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any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

### **Certification**

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on May 22, 2013.

*Jessica Hamlet*

Jessica Hamlet, Secretary