

AMENDED AND RESTATED BYLAWS OF THE AMERICAN BACH SOCIETY  
As adopted 2014

1. GENERAL.

1.1 American Bach Society. The American Bach Society (the "Society") was originally founded as the American Chapter of the Neue Bach-Gesellschaft in 1972. The Society was incorporated as an independent North American society in 1988 under the laws of the State of Indiana, as a corporation not-for-profit in 1990, and it was incorporated in Ohio in 2008. These Amended and Restated Bylaws hereby revoke and replace all previous bylaws of the Society.

1.2 Purpose. The Society is a North American organization devoted to the life and works of Johann Sebastian Bach, his family, predecessors, contemporaries and successors. The purpose of the Society is:

- to preserve and propagate, especially in North America, the works of Johann Sebastian Bach as a cultural heritage;
- to promote the knowledge and understanding of Bach's life, works, and times through supporting the study and performance of his music;
- to provide members of the Society with opportunities for meetings and for the discussion of topics related to J. S. Bach;
- to publish materials relevant to the aims and objectives of the Society.

2. MEMBERSHIP.

2.1 General. Membership in the Society shall not be denied on the basis of race, religion, gender, sexual orientation, national origin, marital status, disability, or any other protected class. Membership in the Society may be denied or withdrawn by the Executive Board, if, at the discretion of the Executive Board, in consultation with the Advisory Board, a potential member or member does not support the purposes of the Society.

2.2 Voting Members. Voting Members consist of Regular Members, Student Members and Honorary Members.

2.2.1 Regular Members. Regular Members are those who support the purposes of the Society and who have paid the dues and fees set by the Executive Board in consultation with the Advisory Board. As long as they maintain their standing as members of the Society, Regular Members shall (1) be eligible for election as officers of the Society; (2) be eligible to vote in officers elections; (3) receive the official publications of the Society; and (4) have such other benefits and privileges as the Executive Board, in consultation with the Advisory Board, may determine.

2.2.2 Student Members. Student Members are those who support the purposes of the Society, are currently enrolled as full-time students at a university, college, or other

higher education institution, and who have paid the reduced dues and fees set by the Executive Board, in consultation with the Advisory Board. Student Members shall be entitled to the rights of Regular Members (see 2.2.1), with the exception of being eligible for election as officers of the Society.

2.2.3 Honorary Members. Honorary Members are those who have made a distinguished contribution to the furtherance of the purposes of the Society. Honorary Members shall be nominated by five Regular Members and shall be approved by the Advisory Board and Executive Board. Honorary Members shall be exempt from dues and fees set by the Advisory Board but shall otherwise have the rights of Regular Members.

2.3 Good Standing. Throughout these bylaws, members are assumed to be in good standing. A member in good standing is a member whose dues, fees, and debts to the Society are current.

### 3. ORGANIZATION AND GOVERNANCE.

3.1 General. All powers enumerated by the Ohio Nonprofit Corporation Law or otherwise vested by law in the Society shall be exercised by or under the authority of, and the business and affairs of the Society shall be managed under the direction of the Executive Board (the officers) in consultation with the Advisory Board.

3.2 Duties and Responsibilities. The Executive Board, in consultation with the Advisory Board, is charged with the following duties and responsibilities:

- to assess and collect dues and fees;
- to invest and appropriate the funds of the Society;
- to determine the place and time for the Biennial Meeting;
- to employ and engage staff and other personnel necessary to conduct the business of the Society;
- to appoint committees and individuals needed for the work of the Society;
- to enact and amend policies and procedures of the Society;
- to recommend amendments of these bylaws to the Society membership for approval;
- to approve candidates to honorary membership;
- to take action necessary for the operation of the Society.

3.3 Executive Board. The President, Vice President, and Secretary-Treasurer form the Executive Board of the Society. Each must be a member of the Society.

3.4 President. The President is the chief executive officer of the Society. The President shall preside at all meetings of the Society, the Executive Board, and the Advisory Board.

3.5 Vice President. In consultation with the President, the Vice President appoints and chairs the program committee of the Biennial Meeting, and administers the William H. Scheide Prize and the William H. Scheide Research Grants. In the absence or disability of the President, the Vice President performs the duties and exercises the powers of the President.

- 3.6 Secretary-Treasurer. The Secretary-Treasurer, as secretary to the Society, shall keep lists of members of the Society, keep the records of the Society in proper order, and record the proceedings of the meetings of the Society and of the Advisory Board; and, as treasurer to the Society, shall have general supervision over the management of the funds of the Society, keep full and accurate records and accounts of receipts and disbursements in books belonging to the Society, and deposit all monies and other valuable effects in the name of and to the credit of the Society. Before the close of the fiscal year of the Society, the Secretary-Treasurer shall prepare a budget for the next fiscal year for approval by the Executive Board and the Advisory Board.
- 3.7 Terms of Office. The President, Vice President, and Secretary-Treasurer shall hold office for four years or until their successors are duly elected.
- 3.8 Elections. Elections for the President, Vice President, and Secretary-Treasurer shall be held every four years at the beginning of the year in 2016, 2020, etc. Each member of the Society may vote; elections may be held electronically. Election is by a majority of the votes cast. Officers' terms shall start at the close of the Biennial Meeting in that year.
- 3.9 Advisory Board. Members of the Advisory Board shall be appointed by the President for terms of four years in two staggered groups of four each, for a total of eight. Appointments may be renewed.
- 3.10 General Editor. The General Editor shall be appointed by the President and shall hold office for four years; the appointment may be renewed. The General Editor shall chair the Society's Editorial Board and serve as an ex officio member of its Advisory Board. The General Editor exercises oversight of all publications of the Society.
- 3.11 Newsletter Editor. The Editor shall be appointed by the President and shall hold office for four years; the appointment may be renewed. The Newsletter Editor shall edit the Society's newsletter under the oversight of the Editorial Board and serve as an ex officio member of that board as well as an ex officio member of the Advisory Board.
- 3.12 Auditors. The President shall appoint auditors to review the financial records of the Society soon after the close of the Society's fiscal year. The auditors shall determine whether the financial records of the Society give a true and fair view of the financial situation of the Society and were properly prepared. The auditors may be the Society's regular accountants and need not be members of the Society.
- 3.13 Meetings.
- 3.13.1 The Executive Board shall meet as necessary to conduct the business of the Society.
- 3.13.2 The Advisory Board shall hold at least one meeting per year, with an additional meeting during the Biennial Meeting in alternate years.

3.14 Notice of Meetings. The President shall give Advisory Board members written notice of the date, time, and place of each meeting of the Advisory Board. Such notice shall be given no less than fourteen days before the date of a special meeting. Notice may be in any written form of communication. A draft agenda shall be distributed to all Advisory Board members before the meeting.

3.15 Remote Meetings. One or more Advisory Board members or other persons may participate remotely in a regular or special meeting of the Advisory Board.

3.16 No Personal Liability of Executive Board and Advisory Board Members; Indemnification.

3.16.1 Except as otherwise provided in these bylaws, a member of either the Executive or Advisory Board shall perform his or her duties in good faith, in a manner he or she reasonably believes to be in the best interests of the Society and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Such a member who so performs his or her duties shall not be liable by reason of having been a member of either the Executive Board or the Advisory Board.

3.16.2 A member of either the Executive Board or Advisory Board shall not be personally liable as such a member for monetary damages for any action taken unless (1) he or she has breached or failed to perform the duties of his or her office or position under these bylaws; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

3.16.3 The personal liability of members of the Executive Board and Advisory Board and other employees and agents of the Society shall be limited to the fullest extent permitted by law.

3.17 Conflict of Interest Transactions. No contract or transaction between the Society and one or more members of the Executive Board and the Advisory Board or between the Society and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are members of the Executive Board and the Advisory Board, or have a financial interest, shall be void or voidable solely for such reason, or solely because the member is present at or participates in the meeting of the Executive Board or the Advisory Board which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Executive Board and the Advisory Board and these boards in good faith authorize the contract or transaction; or (2) the contract or transaction is fair as to the Society as of the time it is authorized, approved, or ratified by the Executive Board and Advisory Board.

3.18 Vacancies. In the case of any vacancy in the position of Vice President or Secretary-Treasurer, the President shall appoint a replacement to complete the term of the outgoing officer. In the case of any vacancy in the position of President, the Advisory Board shall elect

a successor by majority vote to hold office until the next Biennial Meeting, at which Biennial Meeting the members shall elect a President to complete the term of the outgoing President. Any officer serving to fill a vacancy must be a member of the Society.

#### 4. COMMITTEES.

4.1 Editorial Board. The Editorial Board shall be chaired by the General Editor. Its members shall be appointed by the General Editor in consultation with the President for terms of four years in two staggered groups of four each, for a total of eight. Appointments may be renewed. The General Editor, Newsletter Editor, and President also serve ex officio. The Editorial Board shall be responsible for oversight of the series *Bach Perspectives* and other publications, and for giving assistance to the Newsletter Editor, especially with regard to articles.

4.2 Nominating Committee. The Nominating Committee shall be appointed by the President and consist of three members, none of whom is a member of the Executive Committee. The Nominating Committee shall nominate one or more candidates each for President, Vice President, and Secretary-Treasurer.

#### 5. MEETINGS OF THE SOCIETY.

5.1 Biennial Business Meeting. The Society shall hold a Biennial Business Meeting open to all members. Others may attend. The Biennial Business Meeting will normally be scheduled in conjunction with the Biennial Meeting of the Society.

5.2 Agenda. The agenda of the Biennial Business Meeting shall include reports from the Society's officers, Advisory Board, and committees concerning the work and financial condition of the Society. Additional items for inclusion on the agenda of the Annual Meeting may be submitted by Voting Members of the Society, in writing, to the Executive Board for consideration prior to the Biennial Meeting.

6. DISSOLUTION. Should the Society dissolve, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding the foregoing, should the Society dissolve in accordance with this Section, the assets of the Society shall be distributed to the American Friends of The Leipzig Bach-Archive, Inc. In the event that the distribution of funds to the American Friends of The Leipzig Bach-Archive, Inc. would not be in keeping with the general terms of this Section, because the organization does not qualify as a tax exempt entity, is no longer in existence, or for any other reason, the assets of the Society shall be distributed to a qualifying organization to be selected by the Executive Board which has a

mission and purpose similar to the Society's mission and purpose.

## 7. MISCELLANEOUS.

7.1 Contracts. The Executive Board may enter into any contract or execute any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances; but no officer, agent, or employee has any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount, without the consent of the Advisory Board.

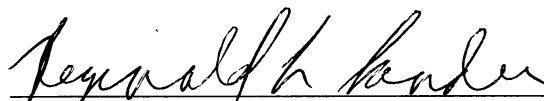
7.2 Dedication of Society. The Society is irrevocably dedicated to charitable purposes. No part of the income of the Society shall inure to the benefit of any Executive Board member, Advisory Board member, any member of the Society, or any individual, and no individual is entitled to share in the distribution of any assets of the Society on dissolution of the Society.

7.3 Tax Requirements. The Executive Board shall not knowingly take any action which jeopardizes the tax-exempt status of the Society. The fiscal year of the Society shall be from July 1 to June 30.

7.4 Minutes of Advisory Board, Editorial Board, and other committee meetings, together with other archival material shall be deposited in the library of the Riemenschneider Bach Institute, Berea, Ohio.

7.5 Effect. These bylaws shall take effect upon approval by the Advisory Board and by the members of the Society. The bylaws may be amended by majority vote of the Advisory Board and members.

These Amended and Restated Bylaws were adopted by the  
American Bach Society on this 31<sup>st</sup> day of  
October, 2014.

  
Reginald L. Sanders, Secretary-Treasurer