

BYLAWS of the Theater Musicians Association

(Amended 08/12/2008)

ARTICLE I - NAME

The name of this organization shall be the Theater Musicians Association of the United States and Canada, hereinafter called the "TMA." The TMA shall be an official Player Conference of the American Federation of Musicians of the United States and Canada, hereinafter called the "AFM." To the extent applicable, the Bylaws of the TMA are subject and subordinate to the Bylaws of the AFM. If any conflict or discrepancy appears between these Bylaws and those of the AFM, as amended from time to time, the latter shall prevail.

ARTICLE II - PURPOSE

The purpose of the TMA shall be to promote the respective interest of theater orchestras and their member musicians, both full-time and part-time; both local and traveling; to enhance communications among these theater orchestras and their Locals; to exchange information and address problems of mutual concern; and to pursue any other activities conducive to the general welfare of its members in accordance with the Bylaws of the AFM.

ARTICLE III - MEMBERSHIP

- Section 1. Any member in good standing of the AFM shall be eligible for membership in the TMA.
- Section 2. Local or regional chapters of the TMA may be organized. Recognition will be conferred by a majority vote of the Board of Directors.
- a. The Board of Directors shall establish, by a majority vote, minimum standards for chapters. Such standards may include a minimum number of members necessary for chapter recognition. The Board of Directors may declare a chapter not meeting these minimum standards or retaining such minimum number of members to be dissolved.
 - b. In the event that a chapter is dissolved or otherwise ceases to exist, the individual members of that chapter shall retain membership in the TMA.
 - c. The Bylaws of all chapters shall be subject to and subordinate to these Bylaws and the activities of all chapters shall at all times be in accordance with the latter.

- d. All chapters shall submit a list of the names and addresses of their members to the TMA Secretary-Treasurer not later than July 1st of each year.

ARTICLE IV - FUNDS

- Section 1. The funds of the TMA shall be created and maintained by dues assessed upon individual members and from such other sources as may from time to time be available and are not in conflict with the Bylaws or goals of the TMA nor in conflict with the Bylaws of the AFM or civil law.
- Section 2. The annual dues of the TMA shall be US \$35.00. Dues shall be payable on or before January 1st or July 1st of each year. Members, or potential members, may be allowed to make a one-time payment in the amount of one-half of the annual membership dues, with the sole intent and purpose of adjusting their annual membership payment to July 1. The Secretary-Treasurer shall notify any member whose dues are in arrears, and any member whose dues are not paid within 30 days of notice shall be automatically dropped from membership rolls. The Board of Directors shall have the authority to establish, at its discretion, reasonable proration of dues for membership applicants desiring to join during the year.
- Section 3. All funds of the TMA shall be utilized to further the interests and purposes of the TMA as expressed in these Bylaws.
- Section 4. All former Presidents of the TMA (National) shall be granted lifetime membership, which includes the waiving of annual dues.

ARTICLE V - OFFICERS

- Section 1. The officers of the TMA shall be a President, a Vice-President, a Secretary-Treasurer, a Director for Broadway, a Director for Travelers, a Director for each recognized Chapter, and two Directors for the membership-at-large. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the TMA.
- Section 2. All officers shall be elected at an annual membership meeting. Any member shall be eligible to hold office, but no member shall hold more than one office. Only a member of a recognized Chapter shall be eligible to hold the office of Director for that Chapter. The officers shall be elected by ballot, unless only one candidate is nominated, in which case that candidate shall be declared elected by acclamation. Officers shall serve for one year or until their successors are elected and installed. Their term of office shall begin at the close of the meeting at which they have been elected.
- Section 3. In the event of the absence or disability of the President of the Theater Musicians Association (TMA) between elections, the Vice-President shall immediately assume the duties of the office of President, and shall serve as President until the next annual elections.

- Section 4. Vacancies in office between annual elections shall be filled by a majority vote of the Board of Directors.
- Section 5. The President and the Secretary-Treasurer shall serve, by virtue of office, as Delegates to the AFM International Convention. A third Delegate and two Alternate Delegates shall be elected at the annual membership meeting in each even-numbered year. A minimum of one and a maximum of three Delegates may be sent.
- Section 6. The President shall serve, by virtue of office, as TMA representative to the AFM Players' Conferences Council.

ARTICLE VI - MEETINGS

- Section 1. Meetings of the membership shall be held at a time and place determined by the Executive Board. A notice of the time and place of each membership meeting shall be sent to each member at least thirty days before the date of each meeting.
- Section 2. Fifteen members shall constitute a quorum for all membership meetings. In the event a quorum is not present at a meeting, all business scheduled for that meeting shall be referred to the Executive Board for appropriate action.
- Section 3. When business is referred to the Executive Board for action due to the absence of a quorum, adoption of a motion shall require a majority vote of the Executive Board.

ARTICLE VII - EXECUTIVE BOARD

- Section 1. The officers of the TMA, including the Directors, shall constitute the Executive Board.
- Section 2. The Executive Board shall have general supervision of the affairs of the TMA between its membership meetings, shall fix the time and place of meetings, and shall perform such other duties as are specified in these Bylaws. The Executive Board shall be subject to the orders of the membership meetings, and none of its acts shall conflict with action taken at these meetings.
- Section 3. Meetings of the Executive Board shall be held on a regular basis at least annually. Teleconferencing and Internet conferencing are explicitly permitted. Seven officers shall constitute a quorum for meetings of the Executive Board.

ARTICLE VIII - COMMITTEES

Such committees as the membership or the Executive Board shall from time to time deem necessary to carry on the work of the TMA shall be appointed by the President. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order newly Revised shall govern the TMA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the TMA may adopt.

ARTICLE X - AMENDMENT OF BYLAWS

- Section 1. These Bylaws may be amended at a membership meeting by a two-thirds vote, provided that a copy of the proposed amendment has been sent to all members in the notice of the meeting at which the proposed amendment will be considered.
- Section 2. When a proposed amendment of the Bylaws is referred to the Executive Board due to the absence of a quorum, adoption of the amendment shall require a two-thirds vote of the Executive Board.