



BY-LAWS
Adopted January 1, 2009

ARTICLE I - PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation is hereby fixed and located at P.O. Box 2270, Huntington Beach, California 92647. The Trustees may at any time change the location of the principal office within the State of California.

ARTICLE II - SEAL

The corporation shall have a common seal consisting of a guitar design with the words "Guitar Foundation of America" as displayed above.

ARTICLE III - MEMBERSHIP

Section 1. Membership Qualifications.

- (a) Members of the corporation shall be the persons or the institutions whose application for membership is approved by a majority of the members of the Board of Trustees and who have paid the dues determined by the Board of Trustees pursuant to Section 2 of this Article.
- (b) All members not delinquent in payment of dues shall receive corporation publications of general circulation and shall be entitled to attend membership meetings.
- (c) Each member not delinquent in payment of dues, with the exception of institutional members, shall be entitled to one vote and is eligible to hold office and to serve on a committee or a board within the corporation.

Section 2. Dues.

- (a) The Board of Trustees shall from time to time determine the amount of dues for members, and may divide the membership into classes and prescribe different dues for each class. All members, regardless of the prescribed amount of their dues, shall be entitled to the rights outlined in Article III, Section 1.
- (b) Dues are payable annually by a date determined by the Board of Trustees.
- (c) Members whose dues are not paid within 30 days of said date shall be considered delinquent in payment of dues.

Section 3. Meetings.

Membership meetings may be called at such times and places as designated by the President in consultation with the Board of Trustees. Such meetings may be called for such purposes as open discussion of the business of governing the corporation, open discussion of the guitar and its music in accordance with the purposes of this Foundation, to hear lectures and performances of music, or for any other purpose pursuant to the purposes of the Foundation as described in the Articles of Incorporation.

Section 4. Liabilities.

The private property of individual members of this corporation shall not be liable for corporate debts. Any and all creditors shall look only to the assets of the corporation for payment.

ARTICLE IV - TRUSTEES

Section 1. Number and Balance of Trustees.

The Board of Trustees shall consist of a minimum of eighteen members, until changed by amendment to the Articles of Incorporation or these Bylaws as hereinafter provided. A majority of the Trustees shall constitute a quorum for the transaction of business. The trustees should be a diverse group, with a minimum of 51% of the Trustees being professional classical guitarists. All trustees must be members of the corporation in good standing.

Section 2. Powers of Trustees.

Subject to the powers provided by law or as otherwise set forth herein, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Trustees. Without limiting the generality of the foregoing, the Trustees shall have the following specific powers:

- (a) To fix appropriate dues for membership and the time of payment of such dues.
- (b) To select and remove all officers, agents, appointees and employees of the corporation, other than the Trustees; to prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws; to fix their compensation and, if deemed necessary, require from them security of faithful service.
- (c) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the Bylaws, as they may deem best. The Board of Trustees may retain an Executive Director to manage the affairs of the Corporation and implement policies established by the Board of Trustees. The Executive Director shall be an ex-officio, non-voting member of the Board.
- (d) To change the principal office for the transaction of the business of the corporation from one location to another; to fix and locate from time to time one or more subsidiary offices of the corporation; and to adopt and make use of the corporate seal and to alter the form thereof when deemed best, provided that such seal shall at all times comply with the provisions of the law.

Section 3. Election and Term of Office.

- (a) The initial Board of Trustees shall consist of the members of the current Board of Directors and Board of Advisors.
- (b) The Trustees shall be elected for terms of three calendar years each, as provided for in the Articles of Incorporation. Election shall be on a rotating basis, with six or more positions being selected each year.
- (c) The Trustees shall appoint a Board Nominating Committee, consisting of three of their members not up for re-election, to nominate candidates for each of the annual vacancies. Incumbents may be nominated for a second term if they have been active, contributing members of the board, and if they so desire. After two terms, trustees must take a year's leave of absence before being considered to rejoin the board.
- (d) The Board Nominating Committee shall prepare a ballot with the names of the candidates for election. This blank ballot shall be mailed to each member of the Foundation before November 1 of each year, and each executed ballot must be returned to the Board of Trustees or its appointed agent postmarked before December 1 of the same year. The candidates having a plurality of the votes cast for the required number of vacancies shall be deemed elected, and shall take office on January 1 of the following year.
- (e) The Trustees shall elect annually from among their own number a Chairman to preside at Board meetings, to conduct polls of the Trustees as outlined in Section 7 of this Article, and to perform other functions normally associated with the Chairman's position.

Section 4. Vacancies.

Any vacancy or vacancies in the Board of Trustees resulting from death, incapacity, resignation, removal, or otherwise, shall be filled by the remaining Trustees then in office, even though fewer than a quorum of the full Board of Trustees.

Section 5. Meetings.

- (a) The Board of Trustees shall meet at least three times per year, with the times and places to be arranged by the Chairman. Such times and places must be acceptable to a majority of the Trustees. One of the meetings will normally coincide with an official GFA Convention or other national (or international) event. The remaining meetings may be arranged by teleconference.
- (b) A special meeting of the Trustees, either in person or by teleconference, may be called at any time by any six Trustees. Fourteen days' notice must be given in writing by the callers of such a meeting. A quorum of the Trustees shall be necessary to conduct business.

Section 6. Adjournment.

A quorum of the Trustees may adjourn any Trustees' meeting to meet again at a stated day and hour. In the absence of a quorum at any meeting of the Trustees, the majority of the Trustees present may adjourn the meeting.

Section 7. Action without Meeting.

Any act required or permitted to be done by the Trustees under Division 1 or 2 of Title 1 of the corporation Code of the State of California may be done or taken by the Board of Trustees without a meeting if a majority of the members thereof individually or collectively consent in writing to such action. The Chairman shall conduct a poll of all Trustees by e-mail or by telephone and record the results of such poll as a supplement to the minutes of the proceedings of the Trustees. Such consent or consents shall have the same effect as a majority decision of the Trustees at a meeting thereof duly called, noticed and held.

Section 8. Removal.

A Trustee may be removed from office by resignation, or by the vote or written consent of two-thirds of the members of the corporation and without cause. A Trustee may also be removed for non-participation by the unanimous vote of the remainder of the Trustees.

Section 9. Compensation.

No Trustee shall for reason of his or her position be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Trustee from receiving any compensation for duties other than as a Trustee.

ARTICLE V - COMMITTEES

Section 1. Appointment.

The Trustees, and the Executive Committee, acting within the authority delegated to them by the Trustees as set forth in Article VI, may appoint committees from time to time and delegate powers and duties to them as they may deem advisable. All such committees shall keep minutes of their meeting and shall submit said minutes to the Trustees through a designated officer of the Executive Committee, usually the Vice President in charge of the area of concern. Committee actions shall be subject to the final approval of the Board of Trustees or the Executive Committee, depending on arrangements made at the formation of said committee. Committee members shall serve at the pleasure of the appointing agency. Chairmen of committees may speak and act for the committee when other committee members are unavailable or unresponsive. The Executive Director shall be a non-voting ex-officio member of all Standing Committees.

Section 2. Advisory Committees.

The Trustees may also establish special select advisory committees which shall report only to the Trustees as prearranged. The actions of such committees shall not, however, be binding on the corporation.

ARTICLE VI - OFFICERS/EXECUTIVE COMMITTEE

Section 1. Number of Executive Committee Members.

The officers of the corporation shall be known collectively as the Executive Committee. The Executive Committee shall consist of a President, an Executive Vice President, a variable number of Vice Presidents as provided for in Section 6 of this Article, a Secretary, and a Treasurer. The Secretary or Treasurer may serve concurrently as the Executive Vice President. The Executive Committee shall consist of no fewer than three members, no greater than five members.

Section 2. Appointment.

(a) Officers of the Executive Committee shall be appointed by the Trustees for a term of office of two years, and may be reappointed. Officers shall retain their offices until succeeding officers have been appointed by the Trustees.

(b) No more than three Trustees shall serve simultaneously as officers, and all officers must be members of the corporation in good standing.

Section 3. Duties.

(a) The Executive Committee, by its majority vote and acting within the guidelines established by the Board of Trustees, shall have the responsibility and the power to act on behalf of the corporation, and to conduct and manage the affairs and business of the corporation for the Trustees as empowered under Article IV, Section 2(c). Specific actions of the Executive Committee may be revoked by a majority vote of the Trustees. Any such revocations by the Trustees shall be immediately reported in writing to the President and Secretary of the Executive Committee.

(b) The Executive Committee shall prepare an annual budget for the corporation and submit this budget for the revision and approval of the Trustees before the beginning of the fiscal year. The Executive Committee shall see that the provisions of the budget be carried out in a manner consistent with actual annual income and fiscal prudence, and shall keep the Trustees informed in a responsible fashion.

(c) The Executive Committee shall maintain sole responsibility for the execution of the mandates of the Trustees and for the daily activities of the corporation. All official decisions and communications shall be recorded as such only when they have been brought to the attention of the Executive Committee.

Section 4. Meetings.

The Executive Committee shall hold general meetings at least three times annually. Meetings can be conducted via teleconference. All officers shall provide reports of their activities. Minutes detailing the results of these meetings, providing summaries of all actions taken by the Executive Committee, shall be prepared after each meeting, and copies shall be submitted to all Trustees, as well as the other officers of the corporation.

Section 5. President.

The President shall preside at all membership meetings and at all general meetings of the Executive Committee and shall assure conformity with the provisions of these Bylaws and with the Articles of Incorporation. He/she shall supervise all conduct of corporation business according to the wishes of the Trustees. He/she shall verify that all books, reports, and certificates as required by law are properly kept or filed. He/she shall be one of the officers who may sign checks or drafts of the corporation. And he/she shall have such powers as may reasonably be construed as belonging to the chief executive of any organization.

Section 6. Vice Presidents

(a) A variable number of Vice Presidents may be appointed, with each assigned an area of concern corresponding to the main activities of the corporation. Each Vice President shall maintain complete responsibility and control of his or her area of concern within the mandates and authority granted by the Board of Trustees and the Executive Committee. All official communication relating to a particular area of concern shall pass through the designated Vice President for that area. Each Vice President shall prepare a summary report of all activities within his or her area of concern for inclusion in the minutes submitted by the Executive Committee.

(b) The Executive Vice President shall, in the event of the absence or inability of the President to exercise his or her office, become Acting President of the corporation, with all the rights, privileges and power pertaining thereto.

(c) The President, Secretary or Treasurer may also be empowered to act as Vice Presidents in charge of particular areas of concern outside their normal duties and responsibilities. The President cannot serve as Executive Vice President.

Section 7. Secretary.

The Secretary shall keep the minutes and records of the corporation in appropriate books. He/she shall record and prepare for distribution as necessary all proposals and resolutions of the Trustees, the Advisors and the Executive Committee, whether made in meeting or by mail. He/she shall be the custodian of the records and the seal of the corporation. He/she shall be responsible for the maintenance of the membership rolls and shall exercise all other duties incident to the office of Secretary. The Secretary may retain representatives or employees as necessary to assist the corporation with office services.

Section 8. Treasurer.

The Treasurer shall have the care and responsibility of all monies and securities belonging to the corporation. He/she may be one of the officers who shall sign checks and drafts of the corporation. He/she shall be the manager of the budget and shall render at stated periods, as the Trustees or the Executive Committee shall determine, a written account of the finances of the corporation. He/she shall prepare an annual financial report to the membership for inclusion in a corporation publication of general distribution. He/she shall exercise all duties incident to the office of Treasurer.

Section 9. Compensation.

Officers may receive compensation for their duties as officers.

Section 10. Removal.

Any officer elected or appointed by the Board of Trustees may be removed by majority action of the Board of Trustees when in its sole judgment the best interests of the corporation would be served thereby.

Section 11. Vacancies.

The Trustees shall appoint a member in good standing to fill vacancies of corporation offices at the earliest opportunity. In the interim, the remaining officers of the Executive Committee shall appoint a temporary officer who shall become responsible for discharging the duties of the vacated office.

ARTICLE VII - AMENDMENT

Section 1. Bylaws.

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the Trustees present at any Trustees' meeting except that a Bylaw fixing or changing the number of Trustees may be adopted, amended, or repealed only by the vote of a majority of the members of the corporation.

Section 2. Articles of Incorporation.

The Articles of Incorporation of this corporation shall not be amended except by the vote of two-thirds of the members of the corporation.