

**BYLAWS OF
MIDDLE TENNESSEE SUZUKI ASSOCIATION**

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BYLAWS OF MIDDLE TENNESSEE SUZUKI ASSOCIATION

These amended and restated bylaws (the “Bylaws”) shall govern the affairs of Middle Tennessee Suzuki Association, a Tennessee nonprofit corporation (the “Corporation”), subject to the provisions of the Corporation’s charter, as amended (the “Charter”), the provisions of the Tennessee Nonprofit Corporation Act, Chapters 51 through 69 of Title 48, Tennessee Code Annotated, as amended (the “Act), and other applicable law.

ARTICLE I ORGANIZATION

1.1 Purpose

The Corporation is a nonprofit corporation organized exclusively for the following charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code (the “Code”): to create a learning community of parents, students, and teachers and engage in efforts to promote the understanding and the use of the music teaching approach and educational philosophy of Shinichi Suzuki for the greater happiness and development of all children.

1.2 Principal and Other Offices

The Corporation shall have a principal office and such other offices as may be deemed appropriate at such locations as may be deemed appropriate.

ARTICLE II MEMBERSHIP

2.1 Qualification, Selection, and Rights

Membership in the Corporation shall be open to all who are interested in the purposes of the Corporation as set forth in these Bylaws. The Board (as defined below) may establish classes of membership and dues (or exemptions from dues) for each class, in its sole discretion. In addition, the Board, in its discretion, may set reasonable membership duties. Approval of applications for membership in the Corporation shall be made by the Board. All members, notwithstanding any such above classification, shall enjoy the full right to vote for the election of Directors (as defined below) in accordance with these Bylaws and the Charter and such other rights and privileges as these Bylaws now, or hereafter may confer upon them, or as provided by law.

2.2 Membership Classifications and Status

The following classes of membership are established: Teacher Members, Associate Members, Corporate Members. The Board may create other such classes and subclasses of membership, in its sole discretion. Active membership shall be conferred upon each person who has met the qualifications of membership and who is current with the payment of any dues or fees commensurate with the person’s membership classification.

(a) Teacher Members. A Teacher Member shall be defined as an active Suzuki teacher who supports the mission and wellbeing of the Corporation, who has completed a minimum of Unit 1 Suzuki Association of the Americas (“SAA”) teacher training, and who has registered such coursework with the SAA. All Teacher Members must be active members of the SAA.

(b) Associate Members. An Associate Member shall be defined as a Suzuki family enrolled in the studio of an active Teacher Member and who supports the mission and wellbeing of the Corporation.

(c) Corporate Members. A Corporate Sponsor shall be defined as a business or educational institution that supports the mission and wellbeing of the Corporation.

2.3 Annual Membership Meeting and Election of Directors

An annual membership meeting shall be held each year at a place and time determined by the Board. At the direction of the Board, the meeting may be held through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting. A slate of Directors shall be presented to the members by the Nominating Committee thirty days prior to the annual membership meeting. The members shall thereafter elect Directors by a majority vote through a method, including electronic means, designated by the Board and communicated to the members. The election of Directors may take place prior to or at the annual membership meeting.

2.4 Special Meetings

Special meetings of the members may be called at such times and places as directed by the Board or upon the written request for such filed with the Secretary of the Corporation by at least twenty-five percent of the current membership. At the direction of the Board, any special meeting may be held through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

2.5 Notice of Meetings

Written notice of each meeting of the members, whether annual or special, shall be sent, either by postage prepaid mail or electronic mail, at least ten, but not more than fifty, days prior to the date of such meeting, to the members’ addresses last appearing on the records of the Corporation. Each notice of a meeting shall state the time and place appointed for the holding of the meeting and, generally, the business to be transacted at the meeting.

2.6 Voting

Except as otherwise required by law, the Charter, or by these Bylaws, a majority of the active members present in person at any duly constituted meeting of the members may decide any question and take any action on behalf of the members. No quorum shall be required for the

transaction of any business at membership meetings, including the election of Directors at or prior to a membership meeting.

ARTICLE III BOARD OF DIRECTORS

3.1 Powers

The business and affairs of the Corporation shall be supervised by its Board of Directors (the “Board”), which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these Bylaws.

3.2 Qualifications

All members of the Board (each a “Director” and collectively the “Directors”) must be natural persons, having an interest in carrying out the purposes of the Corporation. Directors must further have a demonstrated passion for the purposes and activities of the Corporation and an interest in and commitment to donating time, advice, skill, energy, and financial support in furtherance of the Corporation and its purposes and activities. Directors must be residents of the Greater Middle Tennessee area.

3.3 Number

The Board shall consist of no less than seven Directors; provided, however, that, in the event the Board consists of less than seven Directors at any time due to the death, resignation, or removal of one or more Directors, the Board shall continue to exercise all powers provided by law, the Charter, or these Bylaws. A majority of the Directors shall be active Teacher Members, and the remaining Directors may be either Teacher Members or Associate Members. An Associate Member shall not be excluded from serving as an Officer based on his or her Membership classification as such.

3.4 Elections

Directors shall be elected by members as set forth in Article II. A Nominating Committee will present a slate of Directors at least thirty days prior to the annual membership meeting. Additional nominations for Directors may be made by petition, signed by at least seven members and submitted to the President at least seven (7) days prior to the annual membership meeting. Nominations shall not be accepted by other means.

3.5 Term of Directors

Directors shall be elected for terms of two years; provided, however, that the Board may specify the term dates for a Director’s initial term. A decrease in the number of Directors or their term of office will not shorten an incumbent Director’s term. The term of a Director elected to fill a vacancy expires at the end of the unexpired term of the Director whose death, resignation, or removal caused the vacancy, or, in the case of an increase in the number of Directors, until the annual membership meeting following such increase. Despite the expiration of a Director’s term,

the Director shall continue to serve until his or her successor is elected, or until there is a decrease in the number of Directors. Directors shall be eligible to serve successive terms.

3.6 Vacancies

A vacancy on the Board occurs in the event of the death, resignation or removal of a Director or in the event of an increase in the number of Directors. All such vacancies shall be filled by a majority of the then remaining Directors, even if the then remaining Directors do not constitute a quorum.

3.7 Removal of Directors

Directors may be removed by members only at a meeting of the members called for the purpose of removing the director. Notice for any such meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. Notwithstanding the foregoing, a Director who has missed more than twenty-five percent of the Board meetings in a calendar year may be removed from office by a simple majority vote of the Directors then sitting.

3.8 Resignation

A Director may resign at any time, orally or in writing, by notifying the Board or the President. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

3.9 Compensation

Directors shall not receive compensation for their services as Directors.

3.10 Regular and Special Meetings

The annual meeting of the Board shall take place on a date and at a time and location to be determined by the Board. The Board may fix the date, time and location of other regular meetings. Special meetings of the Board may be called by the President or by the Secretary upon written request signed by a majority of Directors. The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

3.11 Action Without a Meeting

Any action required or permitted by the Act to be taken at a Board meeting may be taken without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records

reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

3.12 Notice of Meetings

At least ten days' written notice shall be given to all Directors of any regular meeting of the Board. Special meetings of the Board must be preceded by at least two days' notice to each Director of the date, time, and place of meeting, which notice must include a brief statement of the purpose of the meeting. Notwithstanding the foregoing, notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one month for any one adjournment.

Notice of regular meetings may be given by facsimile transmission, electronic mail, or the equivalent; by courier, including private express; or by United States mail. Notice of special meetings may be given orally in person or by telephone; by facsimile transmission, electronic mail, or the equivalent; by courier, including next-day private express delivery; or by other means assuring timely delivery in the usual course.

3.13 Waiver of Notice

A Director may waive any notice required by the Act, the Charter or these Bylaws before or after the date and time stated in the notice. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. Notwithstanding the foregoing, a Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.14 Quorum and Voting

A quorum of the Board consists of one-third of the Directors in office immediately before a meeting begins. When a quorum is once present to organize a meeting, a meeting may be later adjourned despite the absence of a quorum caused by the subsequent withdrawal of any of those present. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board unless the Act, the Charter, or Bylaws require the vote of a greater number of Directors. Each Director shall have only one vote; provided, however, that if at any time the Board consists of an even number of Directors and a vote results in a tie, then the vote of the President shall be the deciding vote. Directors shall not be permitted to vote by written proxy.

ARTICLE IV OFFICERS

4.1 Officers

The officers of the Corporation (the “Officers”) shall be a President, a Vice-President/President Elect, a Secretary, and a Treasurer, each to have such duties or functions as are provided in these Bylaws or as the Board may, from time to time, determine. All such Officers must be Directors. The Board may appoint such additional Officers or assistant Officers as it may, from time to time, determine, any of whom are not required to be Directors.

4.2 Term of Office

Officers shall be elected for terms of two years; provided, however, that the Board may specify the term dates for an Officer’s initial term. The term of an Officer elected to fill a vacancy expires at the end of the unexpired term of the Officer whose death, resignation, or removal caused the vacancy. Despite the expiration of an Officer’s term, the Officer shall continue to serve until his or her successor is elected. Officers shall be eligible to serve successive terms.

4.3 Removal

The Board may remove an Officer at any time, with or without cause.

4.4 Resignations

An Officer may resign at any time, orally or in writing, by notifying the Board or the President. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Vacancies

A vacancy in any office, caused by death, resignation, removal, disqualification or other cause, shall be filled for the unexpired portion of the term by the Board.

4.6 Compensation

Officers shall not receive compensation for their services as Officers.

4.7 President

The President shall have the responsibility and general supervision for the operations of the Corporation. The President shall, if present, preside at all meetings of the Board. In general, he or she shall perform such duties set forth in these Bylaws and as the Board may assign, from time to time.

4.8 Vice President/President Elect

The Vice President/President Elect of the Board shall discharge the duties of the President of the Board in his or her absence or disability and will perform such duties as are assigned to the Vice President/President Elect by the President or the Board.

4.9 Secretary

The Secretary shall (i) act as secretary of all meetings of the Board and keep the minutes thereof in the proper book or books to be provided for that purpose; (ii) ensure that all notices required to be given by the Corporation are duly given and served; (iii) have charge of the other books, records and papers of the Corporation; (iv) ensure that the reports, statements and other documents required by law are properly kept and filed, with the exception of financial documents, of which the retention and filing is the duty of the Treasury; (v) authenticate records of the Corporation; and (vi) in general, perform all the duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the President or the Board.

4.10 Treasurer

The Treasurer shall (i) collect and keep an account of all monies received and expended by the Corporation; (ii) deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board; (iii) make reports of the finances of the Corporation at each annual meeting and when called upon by the President; (iv) ensure that all financial reports, statements and other documents required by law are prepared, properly kept, and filed; (v) perform such other duties as shall be directed by the President or the Board. The funds, books and vouchers in the hands of the Treasurer shall, at all times, be subject to the inspection, supervision and control of the Board and the President and, at the expiration of his or her term of office or upon his or her resignation or removal, the Treasurer shall turn over to his or her successor in office, or to another Officer, all books, monies and other properties of the Corporation in his or her possession.

4.11 Other Officers

Other Officers elected or appointed by the Board, in general, perform such duties as shall be assigned to them by the President or the Board.

ARTICLE V COMMITTEES

5.1 General Scope of Committee Power

Committees shall have no authority to govern the Corporation in any way but shall serve to support the Board as the Board directs.

5.2 Chairpersons

Chairpersons of committees (a "Chairperson") shall be appointed by the President, with the approval of the Board. Each Chairperson shall be responsible for selecting the members of the

committee as the Chairperson sees fit and has need, and shall govern such committee, as necessary. Chairpersons shall have no authority to govern the Corporation based on his or her position as a Chairperson and may be removed as Chairperson at any time by the Board.

5.3 Bylaws and Charter Committee

It shall be the duty of Bylaws and Charter Committee to prepare additional, supplementary, or amended Charter provisions and Bylaws for the consideration and approval by the Board.

5.4 Finance Committee

The Finance Committee shall be comprised of no less than three members. It shall be the duty of the Finance Committee to assist the Board in the preparation of the budget, to provide the Corporation with short and long range fiscal projections, to oversee the rate of expenditures during the year, and to assist the Treasurer in the functions of that office. This committee shall also handle the preparation, submission, and reporting of all grant applications as approved by the Board.

5.5 Membership and Directory Committee

It shall be the duty of the Membership and Directory Committee to maintain any and all membership data as required or requested by the Board. Based on such membership data, this committee shall furnish to the Board any such reporting, including, but not limited to, electronic or printed mailing lists, as the Board may require. If requested by the Board, this committee shall produce, either in printed form, electronic form, or both, a directory of membership.

5.6 Nominating Committee

The President, with the approval of the Board, shall appoint a Nominating Committee comprised of not less than three members. The duty of the Nominating Committee shall be to draw up a slate of Directors to be presented to the members no later than thirty days prior to the annual membership meeting.

5.7 Additional Committees

Additional standing or special committees may be established by the President with the approval of the Board.

ARTICLE VI FINANCIAL MATTERS

6.1 Grants

The Board may prospectively or retroactively authorize any Officer or agent to make any grants, contributions or otherwise render financial assistance in the name and on behalf of the Corporation.

6.2 Execution of Contracts

The Board, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any Officer or agent in the name and on behalf of the Corporation to enter into any contract or execute and satisfy any instrument. Any such authority may be general or confined to specific instances.

6.3 Loans

The Board may prospectively or retroactively authorize the President or any other Officer or agent of the Corporation to do the following with respect to loans: (i) to effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual; (ii) for such loans and advances to make, execute and deliver promissory notes, bonds or other certificates or evidence of indebtedness of the Corporation; and (iii) pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board may be general or confined to specific instances. No loans shall be made by the Corporation to any Director or Officer.

6.4 Checks and Other Payments

All checks, drafts and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation, shall be signed by the Treasurer, the President, or the Secretary or by such other person or persons as authorized by the Board.

6.5 Deposits

The funds of the Corporation shall be deposited, from time to time, to the order of the Corporation in such banks, trust companies or other depositories as the Board may select or as may be selected by any one or more Officers or agents of the Corporation to whom such power has been delegated by the Board.

6.6 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation.

6.7 Fiscal Year

The fiscal year of the Corporation shall end June 30, unless otherwise fixed by the Board.

6.8 Property and Monies

All properties and monies belonging to the Corporation shall be property of the membership as a whole and no individual member shall be deemed to have any separate interests therein. All such properties and monies shall be used to further the purposes of the Organization as the Board may direct.

6.9 Assets Remaining After Dissolution

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Suzuki Association of the Americas or to such organization(s) organized and operated exclusively for religious, charitable, educational and scientific purposes as shall, at the time, qualify as an organization(s), exempt from federal income taxation under Section 501(c)(3) of the Code, or to the federal government, or a state or local government for a public purpose, as determined by the Board. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine that are organized and operated exclusively for such purposes, provided that such organization(s) are exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE VII LIABILITY AND INDEMNIFICATION

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was serving as an Officer or Director or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith for a purpose that he or she reasonably believed to be in the best interest of the Corporation, and, in criminal actions or proceedings, he or she had no reasonable cause to believe that the conduct was unlawful, to the maximum extent permitted by and in the manner provided by the Act. The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director against reasonable expenses incurred by him or her in connection with the proceeding.

ARTICLE VIII AMENDMENTS OF BYLAWS

These Bylaws may be amended by the Directors by two-thirds vote of the Directors present at any duly constituted annual, regular or special meeting of the Board; provided, however, that notice of the Board's intention to amend the Bylaws is provided to all members at least five days prior to such meeting.

ARTICLE IX MISCELLANEOUS PROVISIONS

9.1 Rules of Order

The rules contained in Robert's Rules of Order Newly Revised shall govern all proceedings of the Corporation.

9.2 Construction

These Bylaws are adopted to conform to the laws of Tennessee, to the Charter, and to any applicable references to the Code, and shall be construed in accordance therewith. In the event of any doubt or ambiguity, that construction shall be adopted which is consistent with the laws of Tennessee, the Charter, and, as applicable, the Code. Unless the context clearly indicates to the contrary, words in the singular shall include the plural and vice versa; and words in one gender shall include the other.

CERTIFICATE OF SECRETARY

I, Anne Landis Jetton, certify that I am the current and acting Secretary of the Corporation, and the above Bylaws are the bylaws of the Corporation as adopted by the Board on November 6, 2020.

EXECUTED on Nov 15, 2020 in the County of Davidson in the State of Tennessee.

Anne Landis Jetton

Anne Landis Jetton (Nov 15, 2020 14:08 CST)

SECRETARY