

**Bylaws of
Traditional Irish Music Education Society (TIMES)
A Texas Non-Profit Corporation**

Article I. OFFICE OF THE CORPORATION

The principal office of the Corporation shall be located at 1320 Navaho Trail, Richardson, TX 75080 in Dallas County.

Article II. PURPOSE

The purpose of TIMES is to assist and encourage people in their learning and playing of traditional Irish music through educational programs and performance events.

Article III. MEMBERS AND DIRECTORS

Section 3.01 DESIGNATION

The Corporation shall have no members and the Corporation shall be managed by a Board of Directors who shall each have one vote in the conduct of the affairs of the Corporation. The provisions for the appointment or election of Directors, the term of office thereof, and the provisions for meetings of Directors shall be as hereafter set forth in Article IV relating to Directors.

Section 3.02 PROPERTY INTEREST OF DIRECTORS

No Director of the Corporation shall have any right, title or interest in or to any real or personal property or other assets of the Corporation during its existence or upon the dissolution of the Corporation.

Section 3.03 NONLIABILITY FOR DEBTS

The private property of the Directors shall be exempt from execution or other liability for any debts of the Corporation and no Director shall be liable or responsible for debts or liabilities of the Corporation.

Section 3.04 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Without limiting any other power of the Corporation provided by law to indemnify Directors and Officers, the Corporation shall indemnify any Director, Officer, or former Director or Officer of the Corporation against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, or for any loss or claim resulting from any such action, suit or proceeding to which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

Article IV. BOARD OF DIRECTORS

Section 4.01 GENERAL POWERS

The business and affairs of TIMES shall be managed by a Board of Directors consisting of not less than three and not more than twenty-one Directors.

Section 4.02 TERM OF OFFICE and TERM LIMITS

Term of office for Board Members is three years, and runs from annual meeting to annual meeting. Board members are limited to two consecutive terms of office, and may serve again after a one year absence from the Board. Partial terms resulting from mid-term elections to fill Board vacancies are disregarded in calculating term limits.

Section 4.03 ANNUAL MEETING

A regular annual meeting of the Directors of the Corporation shall be held at the principal place of business, or at such other place as the Directors shall determine, in September of each year for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the Board.

Section 4.04 MONTHLY MEETING

The Board of Directors shall strive to meet or telephone conference monthly. It shall then be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Monthly and special meetings may be held at any place as the Directors shall determine.

Section 4.05 NOTICE OF MEETINGS

Written notice of the date, time and place of all Board meetings shall be delivered personally, telephonically, emailed, or mailed by first class United States mail to each Director at least 24 hours before the time of such meeting, and attendance at any meeting shall constitute a waiver of the notice of such meeting.

Section 4.06 QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting; and, if less than a quorum is present, a majority of those present may adjourn the meeting from time to time without further notice. All resolutions or motions for the transaction of the business of the Corporation shall require the affirmative vote of a majority of the Board of Directors. In the event that a simple majority is not present at any Board meeting, the issues can still be discussed and voted on by those present, with the binding vote then dependent upon polling those members not present.

Section 4.07 VACANCY

Whenever a vacancy shall occur in the membership of the Board of Directors, or whenever the term of office of any Director shall cease, such vacancy or vacancies may be filled by a majority vote of the remaining Directors of the Board

of Directors. A Director elected to fill a vacancy shall be elected for the period from the election until the next annual meeting.

Section 4.08 REMOVAL

Any Board Member may be removed by a unanimous vote of the remaining members of the Board for any cause deemed appropriate by the remaining Board Members.

Section 4.09 COMPENSATION

No Director of the Corporation shall receive any salary or compensation for his/her services as Director. No Director of the Corporation or any person from whom the Corporation may receive any property or funds, shall receive from the Corporation any funds from the profits of the Corporation. A Director of the Corporation may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

Article V. OFFICERS

Section 5.01 OFFICERS

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. With the exception of the President and Secretary, Directors may be elected to more than one position.

Section 5.02 ELECTION AND TERM OF OFFICE

The Officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board. Term of office for Officers of the Corporation is two full years, and runs from annual meeting to annual meeting. Board Members are limited to two consecutive terms of office, and may serve again after a one year absence from office. Partial terms resulting from mid-term elections to fill Board vacancies are disregarded in calculating term limits.

Section 5.03 REMOVAL

Any Officer elected by the Board of Directors may be removed by a unanimous vote of the remaining members of the Board.

Section 5.04 VACANCY

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.05 PRESIDENT

The President shall be the principal Executive Officer of the Corporation and shall in general supervise and control all of the business and affairs of TIMES. He or she shall preside at all meetings of the Board of Directors and may sign, together with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any leases, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or Agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. An ex president shall automatically become an ex officio member of the Board of Directors for the period of one year.

Section 5.06 VICE PRESIDENT

In the absence of the President or in the event of the inability or refusal of the President to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.07 TREASURER

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any Corporation in such banks, trust companies or other depositories as shall be selected; render to the Board of Directors from time to time financial statements, which may be written, of the financial condition of the Corporation; and in general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.08 SECRETARY.

The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Article VI. STANDING COMMITTEES

Standing committees include the Executive Committee, Finance Committee, Resource Development (fundraising), Public Relations and Marketing Committee, Retreat Committee, Education Committee and Website Committee. The Executive Committee shall appoint or dissolve such committees as are needed. The Executive Committee may call additional meetings of the Officers and Board of Directors as needed.

Section 6.01 EXECUTIVE COMMITTEE

A permanent subcommittee of the Board of Directors is the Executive Committee, which consists of the President, Vice President, Secretary and Treasurer. Up to three additional Board Members may be proposed by the Executive Committee to serve on the Executive Committee as approved by the Board of Directors. The duties and responsibilities of the Executive Committee are:

- (a) Conduct the daily business of TIMES.
- (b) Prepare topics for presentation to the Board of Directors.
- (c) Prepare agendas for board meetings.
- (d) Form subcommittees as needed to accomplish their tasks.
- (e) Carry out the details of the Board's decisions.
- (f) Report to the Board on their activities at each Board meeting.
- (g) A quorum of the Executive Committee is to be no less than three, and will resolve matters by simple majority vote.
- (h) The Committee may at its discretion spend no more than \$500 between Board meetings without prior approval of the Board. The Committee is forbidden to put TIMES into debt by spending money not in the account.

Article VII. SEAL

The corporate seal of the Corporation shall be in the form of a circle and shall have inscribed thereon the words "Traditional Irish Music Education Society, Inc." and the words "Corporate Seal".

Article VIII. FINANCES

Section 8.01 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January each calendar year and shall end on the thirty-first day of December in the following calendar year.

Section 8.02 BUDGET and SPENDING

The Board shall approve a budget three months prior to the start of each fiscal year. The budget may be amended by the Board from time to time as needed. All expenditures outside the budget must be approved by the Board, with the sole

exception being the Executive Committee discretionary amount defined in article VI section 6.01(h).

Section 8.03 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer, or the President, or the Vice-President. Countersigned instruments are not required except under specific resolution of the Board of Directors.

Section 8.04 DEPOSITS

All funds of TIMES shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.05 GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the non-profit purposes of TIMES.

Article IX. AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the members of the Board of Directors voting at any special or regular meeting. Notwithstanding the foregoing, these Bylaws may not be altered, amended or repealed so as to be inconsistent with the Articles of Incorporation or with applicable law.

Article X. DISSOLUTION

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. Upon the dissolution of the Corporation, assets within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 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, which are organized and operated exclusively for such purposes.

Article XI. NON-DISCRIMINATION POLICY

TIMES follows an equal opportunity employment policy, and employs personnel without regard to race, creed, color, religion, national origin, sex, sexual orientation, age, physical or mental handicap, veteran status, and marital status.

This policy also applies to internal promotions, training, opportunities for advancement, terminations, relationships with outside vendors and customers, use of contractors and consultants, and in dealing with the general public.

CERTIFICATE RELATING TO THE BYLAWS OF Irish Traditional Music Education Society (TIMES) A TEXAS NONPROFIT CORPORATION

I, _____, Secretary of the Traditional Irish Music Education Society, Inc., a not-for-profit corporation, organized under the laws of the State of Texas, do hereby certify that, at a meeting of the Directors of said Corporation called for that purpose and held on _____, 2005, the attached Bylaws of the Corporation were duly adopted by the affirmative vote of all of the Directors of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this day of _____, 2005, in Richardson, Texas.