

BYLAWS

of the

Freelance Musicians Association

(Adopted January 7, 2026)

ARTICLE I – NAME AND AUTHORITIES

Section 1. Name: The name of this organization shall be the Freelance Musicians Association of the United States and Canada, herein referred to as the FMA. The FMA shall be an official Player Conference of the American Federation of Musicians of the United States and Canada (AFM).

Section 2. Subordinate Authority: To the extent applicable, the Bylaws of the FMA are subject and subordinate to the Bylaws of the American Federation of Musicians (AFM). If any conflict or discrepancy appears between these Bylaws and those of the AFM, the latter shall prevail.

Section 3. Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the FMA 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 FMA may adopt.

ARTICLE II – PURPOSES

Section 1. The Purposes of the FMA shall be: (1) to promote the respective interests of Freelance musicians, both full-time and part-time, both local and touring; (2) to enhance communications among these Freelance musicians and their Locals; (3) to exchange information and address matters of mutual concern; (4) 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. Eligibility: Any member of the AFM in good standing shall be eligible for membership in the FMA. Under the current structure, eligible AFM members may join the FMA as a Member-at-Large.

Section 2. Dues: The membership year shall be from January 1 to December 31. Annual dues for any FMA member shall be no less than \$5 US. Dues shall be payable on or before January 1st of each year. Members shall pay dues directly to the FMA.

Section 3. Good Standing: Any member who is current with their membership dues and with all other obligations to the FMA shall be a member in good standing.

Section 4. Dues Pro-ration: The Executive Board shall have the authority to establish, at its discretion, reasonable pro-ration of dues for membership applicants desiring to join during the year, schedules for notices of membership renewals, and guidelines for dropping from the membership rolls any member who has not paid membership dues timely.

Section 5. Lifetime Membership: All former Presidents of the FMA shall be granted lifetime membership, which includes the waiving of annual dues.

Section 6. Honorary Membership: The Executive Board may confer honorary membership upon any person for distinguished action on behalf of the FMA or the Freelance musical profession. Such honorary membership shall not subject the recipient to any dues or other payments to the FMA and shall confer only such rights proper to honorary membership as are outlined in the Parliamentary Authority.

ARTICLE IV – OFFICERS AND DELEGATES

Section 1. Designation of Officers: The officers of the FMA shall be a President, a Vice President, and a Secretary-Treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the FMA.

Section 2. Term of Office: The term of office for FMA officers and FMA delegates/alternates shall be two years or until their successors are elected and installed.

Section 3. President: The President shall:

- (a) be the Chief Executive Officer for the FMA;
- (b) preside over meetings of the Executive Board and the Annual Conference;
- (c) call all meetings of the Executive Board;
- (d) appoint all committees;
- (e) serve as an ex-officio member of all committees except the Election Committee;
- (f) by virtue of office, be the FMA Delegate and Representative to the AFM Player Conferences Council, and attend all meetings thereof;
- (g) appoint an Editor for the FMA newsletter;
- (h) appoint a Webmaster for the FMA;
- (i) shall be authorized to sign all negotiable instruments on behalf of the FMA;
- (j) receive an honorarium of \$____.00 per annum.

Section 4. Vice-President: The Vice-President shall:

- (a) attend all meetings of the Executive Board unless excused by the President;
- (b) by virtue of office, be the FMA First Alternate Delegate and Representative to the AFM Player Conferences Council, and attend all meetings thereof in the absence of the President;
- (c) assume all rights and duties of the President in the absence of the latter or in the case of the inability of the latter to perform the duties of office;
- (d) receive an honorarium of \$____.00 per annum.

Section 5. Secretary-Treasurer: The Secretary-Treasurer shall:

- (a) attend all meetings of the Executive Board unless excused by the President;

- (b) by virtue of office, be the FMA Second Alternate Delegate and Representative to the AFM Player Conferences Council, and attend all meetings thereof, in the absence of the President and the Vice-President;
- (c) keep faithful minutes of all Executive Board Meetings and the Annual Conference;
- (d) keep a record of all amendments to the Bylaws;
- (e) keep a record of all communications to the FMA;
- (f) deposit in the name of the FMA all monies received by the same in such banks or financial institutions as may be required in these Bylaws;
- (g) pay all sums authorized by the Executive Board or the Annual Conference;
- (h) keep an accurate and current account of all financial transactions of the FMA;
- (i) file all documents as required by the AFM and applicable government agencies;
- (j) report to each Annual Meeting on the financial condition of the FMA;
- (k) shall be authorized to sign all negotiable instruments on behalf of the FMA;
- (l) receive an honorarium of \$____.00 per annum.

Section 6. Vacancy in the Office of President: If the office of the President becomes vacant, the Vice-President shall succeed to the office of the President and shall hold such office for the remainder of the term.

Section 7. Other Vacancies: A vacancy in the office of Vice-President or Secretary-Treasurer shall be filled by appointment by the Executive Board for the remainder of the term.

Section 8. AFM Convention Delegates: By virtue of office, the President, Vice-President, and Secretary-Treasurer shall respectively be the first, second, and third delegates to the AFM International Convention (Convention). In addition, two alternate delegates shall be elected at the Annual Conference immediately preceding an AFM Convention to attend the Convention in the event that the President, Vice-President, or Secretary-Treasurer are unable to attend. FMA may send up to three delegates to the convention.

Section 9. Player Conferences Council Delegate: By virtue of office, the President, Vice-President, and Secretary-Treasurer shall respectively be the Delegate, first alternate, and second alternate for the AFM Player Conferences Council (PCC).

Section 10. Compensation: No Officer shall receive any salary, stipend, or other compensation for the performance of official duties. Each Officer may, however, be reimbursed for all reasonable and necessary expenses incurred in the performance of those duties. For official travel outside of their city of residence, Officers shall receive all transportation expenses plus a per diem for each day away from home, calculated at the daily rates established by the U.S. General Services Administration for locations within the United States or at the rates established by the U.S. Department of State for locations outside the United States. No payment for expenses shall be made for expenses submitted more than six months after the expense was incurred.

Section 11. Emeritus/Emerita Officers: Emeritus/Emerita status may be conferred upon any former FMA Officer by appointment by the Executive Board.

Section 12. Oath of Office: Officers and Board Members elected or re-elected under this Article shall subscribe to the following oath: "I hereby solemnly pledge my word of honor to perform faithfully the duties of the office to which I am elected, to abide by the Bylaws of the Freelance Musicians Association and of the American Federation of Musicians of the United States and Canada, and that I will enforce the rules and regulations thereof to the best of my ability, without prejudice or partiality."

ARTICLE V – EXECUTIVE BOARD

Section 1. Composition: The officers of the FMA shall constitute the Executive Board and six (6) Members-at-Large.

Section 2. General Powers: The Executive Board shall have general supervision of the affairs of the FMA between its Annual Conferences, 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 Conference, and none of its acts shall conflict with action taken by the Conference.

Section 3. Meetings: Meetings of the Executive Board shall be held on a regular basis at least annually. Teleconferencing and Internet conferencing are explicitly permitted. A majority of the total number of members of the Executive Board shall constitute a quorum for meetings of the Executive Board.

Section 4. Electronic Meetings: The Executive Board shall establish rules and guidelines for electronic meetings of the Executive Board and meetings of any standing committee.

ARTICLE VI – MEETINGS

Section 1. Annual Conference: The Annual Conference (Conference) shall be held at a time and place determined by the Executive Board. The Conference may also be held via an internet meeting, e.g., Zoom or MS Teams. Notice of the time and place of each Conference shall be sent to each member at least 30 days before the start of the Conference. Conferences may also be convened by action of the Executive Board at other times.

Section 2. Members: All FMA members in good standing may attend the Conference, with criteria for full voice and vote on the floor of the Conference sessions to be determined.

ARTICLE VII – ELECTIONS

Section 1. Time and Place: Nominations and elections for the offices of President, Vice President, and Secretary-Treasurer shall occur biennially at the Annual Conference, upon the expiration of the previous terms, and shall be conducted on the final day of the Conference. Two Alternate Delegates to the AFM Convention shall also be elected at that time.

Section 2. Eligibility: Any member shall be eligible to hold office, but no member shall hold more than one office.

Section 3. Notices: Notices of nominations and elections shall be sent to every member no less than 21 days before the Conference. Notices shall include eligibility, terms, and duties of each office to be elected. Publication in the FMA Newsletter of the notice for the Conference shall satisfy the notice requirements, provided that it is sent at least 21 days in advance of the Conference.

Section 4. Procedure: Nominees must be present to accept nominations or submit a letter to the Secretary-Treasurer prior to the nominations stating a willingness to accept a candidacy if nominated and to accept election to office if elected. Balloting for each office shall immediately follow nominations from the floor for that office. All voting shall be by secret ballot. In the event that there are no more candidates nominated than there are positions of office, such candidates shall be declared elected by acclamation, and no balloting shall be required. Otherwise, ballots shall be counted for one office, and the result of that election shall be announced before the next office to be voted on is opened to nominations from the floor. The candidate with the highest number of votes for each office shall be elected to office, and a plurality of the votes cast for Alternate Delegates shall determine the order of the Alternates. Newly elected and re-elected Officers and Alternate Delegates shall assume office at the conclusion of the Conference.

Section 5. Installation: Officers and FMA Delegates/Alternates elected or re-elected under this Article shall be installed at the end of the Conference. Officers and Alternate Delegates shall be installed with the following oath: "I hereby solemnly pledge my word of honor to perform faithfully the duties of the office to which I am elected, to abide by the Bylaws of the Freelance Musicians Association and of the American Federation of Musicians of the United States and Canada, and that I will enforce the rules and regulations thereof to the best of my ability, without prejudice or partiality."

ARTICLE VIII – FUNDS

Section 1. Fund Sources: The funds of the FMA 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 FMA, nor in conflict with the Bylaws of the AFM or civil law.

Section 2. Account: All funds shall be held in an FDIC or NCUA insured account. Any warrants or checks drawn on such account shall require only one authorized signature.

Section 3. Use: All funds of the FMA shall be utilized to further the interests and purposes of the FMA as expressed in these Bylaws.

ARTICLE IX – AMENDMENT OF BYLAWS

Section 1. Resolutions: The Bylaws shall be amended exclusively by the action of an FMA Conference on a duly introduced Resolution. Resolutions for amendment may be proposed by any duly appointed committee, by the Executive Board or any one member thereof, or by written petition of not less than three FMA members in good standing. Every Resolution for amendment shall be submitted in writing to the Secretary-Treasurer not later than 45 days prior to the Annual Conference at which it will be considered.

Section 2. Committee Review: Each Resolution for amendment to the Bylaws shall be reviewed by the Legislative Committee within 10 business days of its submission. The Legislative Committee shall have the right to suggest changes to the form or language of the Resolution, which, if agreed to by the proponent(s), shall constitute the form in which the Resolution shall be presented to the Conference. If the proponent does not agree to the changes suggested by the Legislative Committee, the latter may propose the same as amendments to the Resolution for consideration by the Conference.

Section 3. Enactments: Notice of any Resolution to amend the Bylaws shall be included in the notice for the Annual Conference. The Resolution shall require a two-thirds vote for enactment, except that any Resolution affecting dues (i.e., Membership Dues), fees, or assessments shall require only a majority vote. Unless otherwise specified in the Resolution, if the Resolution is adopted, it shall become effective immediately after the end of the Conference, unless stated otherwise in the Resolution.