

**Bylaws  
of  
Louisiana Partimento  
Conservatory**

Article I  
Purpose

**1.1 General.** Louisiana Partimento Conservatory (LPC) is established to provide instruction in music and musical production. It is founded with the intent of training aspiring musicians in the crafts of musical composition and

improvisation in the tradition of the great 18<sup>th</sup> Century Neapolitan conservatories:

Santa Maria di Loreto;  
Sant Onofrio a Porta Capuana;  
I Poveri di Gesù Cristo;  
La Pietà dei Turchini.

**1.2 Neapolitan Model.** The Neapolitan conservatories were in the business of “conserving” the orphan population of their city, providing them with training and apprenticeships in all manner of trades and arts, thus transmuting a disenfranchised population otherwise destined for destitution into a resource that enriched the city, ignited its cultural output, and became the envy of Europe. LPC desires to bring this model of music instruction back to communities and peoples of all ages who would not otherwise be able to afford or have access to such instruction and training.

**1.3 Paraclete Organization.** LPC understands that most communities have an existing musical life and culture expressed in community programs; school choirs and bands; clubs; semi-professional and professional artists, groups, and companies; and the like. LPC desires to provide workshops, training, classes, and mentorships that will serve to strengthen these existing endeavors.

**1.4 Organization Clause.** LPC is organized exclusively for educational purposes under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and is formed for the purpose of engaging in any lawful activity for which corporations may be formed under Chapter 2, Title 12, of the LA revised statutes (non-profit corporation law).

**1.5 Dissolution Clause.** Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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.

## Article II Board of Directors

**2.1 Function.** It shall be the function of the Board of Directors (the “Board”) to govern and manage the affairs of LPC in its efforts to provide the highest quality instruction for aspiring musicians of all ages in the tradition of

the great neapolitan conservatories as provided for under Louisiana Law. The Board shall adopt policies and rules for the efficient and effective operation of LPC.

**2.2 General Powers.** The Board may exercise all powers granted to LPC and do all lawful acts required by the affairs of LPC, so long as the exercise of such powers and the doing of such acts are consistent with LPC's prescribed purposes.

**2.3 Specific Duties.** The Board shall perform or direct the performance of the duties as provided for under Louisiana Law, which include, but are not limited to, the hiring, evaluation, and retention of the President/CEO, the adoption of policies and rules for the efficient and effective operation of LPC, the monitoring of criteria used in the determination of eligibility of applicants for enrollment, the payment of salaries and expenses, and the exercise of budgetary responsibility.

**2.4 Number and Appointment.** The Board shall be composed of three (3) persons who shall be appointed in accordance with Louisiana Law.

**2.5 Compensation of Members.** Each member of The Board shall, by statute, serve without compensation, except for the reimbursement of expenses incurred in the furtherance of duties in compliance with provisions for the reimbursement of such expenses to state employees pursuant to regulations and the availability of funds established by LPC.

### Article III Officers

**3.1 Officers.** The officers of the Board shall be selected by the Board and shall consist of a President, a Vice-President, a Secretary, and any such officers as may be appointed in accordance with the provisions of this Article III.

**3.2 Election of Officers.** At the first meeting of the Board an election for the three officers will be held. At such time the term of officers will be determined, being an item on the agenda of the first meeting.

**3.3 President.** It shall be the duty of the President of the Board to preside at all meetings of the Board, to name the members of all standing and special committees of the Board and to fill all vacancies in the membership of such committees, in accordance with the provisions of these Bylaws.

**3.4 Vice-President.** It shall be the duty of the Vice-President of the Board to preside at all meetings of the Board in the absence of the President of the Board.

**3.5 Secretary.** The Secretary of the Board shall serve as custodian of the Board's records. Copies of all minutes, papers and documents of the Board may certified to be true and correct copies thereof by the Secretary of the Board.

Article IV  
Meetings

**4.1 Regular Meetings.** The Board shall meet at least two times per year, ordinarily at 1506 S Carrollton Avenue, New Orleans, Louisiana 70118. However, from time to time, the Board, by majority vote, may decide to change the meeting location, and shall, on emergency call of the President of the Board, meet at a location to be designated by the President of the Board.

**4.2 Notice.** For all regular and special meetings, notice shall be provided to the public as required by law. Notice shall include the agenda, date, time, and place of meeting, unless otherwise prescribed by law.

**4.3 Special Meetings.** A special meeting of the Board may be called by the President of the Board. Notification shall be sent by email to each member of the Board at least three (3) calendar days before the time of the meeting.

**4.4 Quorum.** Three (3) members of the Board shall constitute a quorum for the transaction of business, and all official action of the Board shall require the favorable vote of a majority of those members present. All members of the Board shall be voting members.

**4.5 Rules of Order.** When not it conflict with any of the provisions of these Bylaws, Robert's Rules of Order (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.

**4.6 Order of Business.**

A) The order of business for regular meetings of the Board may ordinarily be as follows:

1) Roll Call

- 2) Correction and approval of minutes of the preceding regular meeting and of all special meetings held subsequent thereto
- 3) Unfinished Business
- 4) Reports and Recommendations
- 5) New Business
- 6) Remarks
- 7) Adjournment

**4.7 Minutes.** The Board meeting minutes shall record official action taken upon motions or resolutions that are voted upon by the Board, and may contain a summary or report and pertinent discussion. The minutes shall include but need not be limited to: date, time and place of meeting; the substance of all matters decided; and any other information that the Board requests be included or reflected in the minutes. The minutes shall be available to the the public within a reasonable amount of time, unless otherwise provided for under Louisiana Law.

Article V  
Amendment or Repeal of Bylaws

**5.1 New Bylaws.** New Bylaws may be adopted, amended, or repealed at any meeting of the Board by an unanimous vote of the entire Board.

**5.2 Policy.** Policies, as they are adopted by the Board, will constitute the body of Article VI of these Bylaws.

These Bylaws were purposed, adopted, and signed by the Board of Directors of the Louisiana Partimento Conservatory on:

February 13, 2020

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Daniel Paul Christian  
Director

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Amy Jensen Reggio  
Director

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Stephanie Marie Davis  
Director

Minutes

**2.13.2020 Regular Meeting (RM)** All members of the board present.

- 1) Business
  - a) Proposed and adopted Bylaws-2.13.2020 (unanimous)
  - b) Officers nominated and elected
    - a. Daniel Paul Christian President/Secretary
    - b. Amy Reggio Vice-President
  - c) Motion carried to open bank accounts (unanimous)
  - d) Purposed July meeting
- 2) Adjournment

**2.29.2020 E-Meeting (EM)** All members of the board participated.

- 3) Nomination of Kerry G. Lewis to the board
  - e) motion made by President
  - f) Seconded by Vice-President
  - g) Aye (unanimous)
- 4) Adjournment

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Kerry G. Lewis  
Director

**3.21.2020 E-Meeting (EM)** All members of the board participated.

- 5) Motion to name Kerry G. Lewis Secretary
  - h) motion made by President
  - i) Seconded by Vice-President
  - j) Aye (unanimous)
- 6) Adjournment

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Kerry G. Lewis  
Secretary

**3.22.2020 EM** All members of the board participated.

1. Discussed task force
2. Website-
3. Social Media-
4. Festival- Bizarre La Resistance
5. Motion to name Tracy Rodriguez to Board
  - a. motion by Pres.
  - b. seconded by Secretary
  - c. aye (unanimous)
6. Adjournment

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Tracee Rodriguez  
Director