

## CALENDAR OF EVENTS

### DEADLINES AND IMPORTANT DATES

September 10 - **Entry deadline for ARS Composition Competition** with Amsterdam Loeki Stardust Quartet. Info: Sue Roessel, <SRDura@hiwaay.net>. An application form and detailed rules are posted on the ARS web site.

September 15 - **Application deadline for ARS Professional Development Fund**. Info: 800-491-9588, or see criteria on the ARS web site.

September 15 - **Submission deadline for Chicago Chapter's 10th Biennial Composition Contest**. Info: <www.geocities.com/ars2test>; Larry Johnson, 773-631-6671, or e-mail Arlene Ghiron, <AFGhiron@aol.com>.

### SEPTEMBER

28-30 **Weekend Workshop of early music for recorders & viols, Rio Grande Chapter**, at Dona Ana Community College, Las Cruces, NM. Fac: Mary Springfels (viols), Frances Blaker, Letitia Berlin & Vicki Boeckman (recorders). Info: Joyce Henry, <nmrecorders1@juno.com>, 505-522-4178.

### OCTOBER

8-14 **Recorder Master Class, Mousike (Association for Music and Arts)**, at Castelnuovo d'Elsa-Castello di Coiano, Florence, Italy. Leader: Dan Laurin. Maximum 15 players/listeners (priority given to active participants). Seven lessons taught in English per day, plus time for chamber music and consorts. Additional seminar on "A Journey in the Culture of the Humanist and Renaissance Age in Florence and Italy." Info: <www.danlaurin.com>, <agiummarella@email.it>.

13 "A Search for Identity: The Tradition of Pre-19th Century Music in Germany," **Winds of Southern Wisconsin Workshop**, at Madison, WI. Leader: Lisette Kielson. Info: Marilyn Oberst, 608-836-0269, <moberst100@yahoo.com>.

27 **Recorder Workshop, Phoenix Chapter (Desert Pipes)**, at location TBA. Fac: Wood'n'Flutes (Vicki Boeckman, Pia Brinch Jensen, Gertie Johnsson); concert on Friday evening, October 26. Info: Linda Rising, <risingl@acm.org>.

27 **Workshop, Shenandoah Recorder Society**, at Charlottesville (VA) location TBA. Fac: Rachel Begley and Larry Lipnik. Info: Gary Porter, <gporter70122@netscape.net>.

27-28 **Workshop, Washington (D.C.) Recorder Society**, at location TBA. Leader: Roger Morris. Info: <www.atmos.umd.edu/~baer/WRS/>.

### NOVEMBER

4-10 and 11-17 **Early Music Elderhostel**, at Carmel Valley, CA. Week I fac: Letitia Berlin, Frances Blaker, Louise Carslake, Vicki Boeckman (recorder); Margriet Tindemans (viola da gamba). Week II fac: Berlin, Blaker, Rotem Gilbert (recorder); Shira Kammen (early strings, singing, Medieval topics); David Morris (viola da gamba). Info: <www.hiddenvallymusic.org> or <hvms@aol.com>, 831-659-3115. On-line registration: <www.elderhostel.org>, program number 6254RJ.

10 **Annual Fall Workshop, St. Louis Recorder Society**, at University of Missouri-St. Louis. Leader: Lisette Kielson. Master class, November 9. Info: Bill Long, <wlong@umsl.edu>; <www.umsl.edu/~swlong/SLURS/workshop.html>.

### ON TOUR / IN CONCERT

**Ciaramella** (Adam Gilbert and Rotem Gilbert, directors and recorders): December 16, New York City, NY. Info: <concerts@mb1800.org>.

**Farallon Recorder Quartet** (Letitia Berlin, Frances Blaker, Louise Carslake, Annette Bauer) October 12, Albany, CA, info: <tishberlin@sbcglobal.net>; 14, San Jose, CA, info: Kraig

Williams, 408-258-8133, <krwillia@cisco.com>.

**Marika Frankl**: (with Harmonia Baroque Players; all four-concert sets are in various Southern California locations near Los Angeles) October 28, November 4, 11, 18; February 3, 10, 17, 24, 2008; April 13, 20, 27, May 4, 2008. Info: 714-970-8545, <marika.frankl@sbcglobal.net>.

**Cléa Galhano**: workshop, September 13-16, Montréal, QC; concert/workshop for American Orff Schulwerk Association annual conference, November 15-17, San Jose, CA; (with Judith Linsenberg, recorders, and Katherine Heater, harpsichord) March 30, 2008, Foothill Early Music Series, San Jose, CA. Info: <galhano@aol.com>.

**Eileen Hadidian**: (with Trillium Harp Trio) November 18, Foothill Early Music Series, San Jose, CA. Info: <FoothillEarlyMusic@gmail.com>, 408-258-8133.

**Lisette Kielson**: (collegium on four Saturday mornings) September 15-October 6, Bloomington, IL; (workshop) October 13, Madison, WI; (master class) November 9, St. Louis, MO; (workshop) 10, St. Louis, MO. Info: <LKielson@LEnsemblePortique.com>.

**Judith Linsenberg**: (with Cléa Galhano, recorders, and Katherine Heater, harpsichord) March 30, 2008, Foothill Early Music Series, San Jose, CA. Info: <judyl@sbcglobal.net>.

**Matthias Maute**: (with Sophie Larivière as Ensemble Caprice) April 25, 2008, Cambridge, MA. Info: <amandapond@earthlink.net>.

**Tobie Miller**: (with Ensemble La Rota) November 18, Madison, WI. Info: <www.earlymusicnow.org>.

**Gwyn Roberts**: (with Tempesta di Mare, Philadelphia Baroque Orchestra) October 19-20, Swarthmore/Philadelphia, PA; (with Tempesta di Mare Chamber Players) December 7-8, Swarthmore/Philadelphia, PA; (with Tempesta di Mare Chamber Players, including Geoffrey Burgess, oboe; Marilyn Boenau, bassoon; Emlyn Ngai, violin; Karina Schmitz, violin & viola; Rebecca Humphrey, cello; Richard Stone, theorbo; Adam Pearl, harpsichord) January 25-26, 2008, Swarthmore/Philadelphia, PA; (with Tempesta di Mare, Philadelphia Baroque Orchestra and Mock Turtle Marionette Theater) March 7-9, 2008, Philadelphia, PA; (with Tempesta di Mare, Philadelphia Baroque Orchestra) May 16-17, 2008, Swarthmore/Philadelphia, PA; Info: <www.tempestadimare.org>.

**Tibia Recorder Duo** (Letitia Berlin and Frances Blaker) October 19, Florence, AL. Info: Sue Roessel, 256-247-1431 or <srdua@hiwaay.net>.

**Wood'n'Flutes** (Vicki Boeckman, Pia Brinch Jensen, Gertie Johnsson: family concert, October 14, Seattle, WA; workshop, Phoenix, AZ. Info: <vickiboeckman@comcast.net>.

### Calendar Listings

Fill out the information below and send it to *ARS Newsletter*, 7770 South High St., Centennial, CO 80122, or fax to 303-794-0114; e-mail: <editor@recorderonline.org>. Deadlines: 15th of 2nd month preceding issue date. Plan to announce events a month before they take place.

Date: \_\_\_\_\_

Name of Event: \_\_\_\_\_

Where: \_\_\_\_\_

Presented by: \_\_\_\_\_

Description (including faculty, if workshop): \_\_\_\_\_

## ARS GOES GREEN!

In an effort to cut costs and lessen negative impact on the environment, the ARS Board has decided to make the *ARS Directory* an online publication. A printed *Directory* will still be available on request, simply by calling the ARS office. While the initial savings and environmental benefit will be small, the impact over the years will make a significant difference. If you have other ideas to help the ARS go green and cut back on costs, let us know.

The *Directory* will be in a password-protected area on the ARS web site so that only ARS members will be able to access it. If you do *not* want your contact information to appear in the online *Directory*, we understand. Please check the appropriate box on the Bylaws voting stub in this *Newsletter*, cut out the stub and send it to the office.

*Important!* Your information *will* appear in the online *Directory unless* you notify us otherwise. It will still appear in the printed version unless you have previously opted not to be listed in the *Directory*.

## ARS WELCOMES ITS NEWEST CHAPTER

The state of Utah can again boast that it has a chapter, the **Utah Recorder Society**. Formed by Salt Lake Citian Mary Johnson (known to those attending Mideast Workshop), the chapter will meet about seven times a year, usually on the third Saturday of the month. Members of the new chapter will have the benefit of having meetings led by Johnson, Leslie Timmons and Bettina Schultz.

The new chapter already hosted its first, very successful Play-the-Recorder Month activity—and even won third prize as well as the prize for most creative Recorder Day! activity. The chapter is still small but has a dozen or so loyal participants, many traveling extensive distances to participate.

We're glad to have you aboard, and look forward to hearing about your chapter's upcoming activities.

## 2007 SPRING FUND APPEAL

The ARS is finishing its most successful Spring Appeal since 2004. Previous Spring Appeals have funded web site upgrades, scholarships, the Katz Fund to continue printing *Members' Library* editions, the Professional Development Fund to provide assistance to recorder professionals for the Sitka Recorder Residency or other professional development opportunities, and the David Goldstein Fund to publish Goldstein's recorder music as well as recorder music of other promising composers and arrangers.

Your vital donations to this year's appeal helped to further improve the web site and to keep the office "in the black" during the summer when very little income comes in.

The ARS Board of Director expresses its sincere appreciation to the following contributors from 3/1/07 to 7/13/07.

<b>SPONSOR (\$600)</b> Nelson, John	<b>TO \$100</b> Bittner, Douglas E. Bracher, Katherine Harris, Ruth N. Hofmann, LouAnn IBM International Foundation Johnson, Mary P. Lehmann, Nan M. Newstrom, Peggy Roberts, John Rodewald, Charles A Steinbach, Carole Walker, Gerald & Patricia Wallace, Carolyn M.	Thompson, Patricia L. Ticknor, Gail C. Webb, Garrett	Elinor M Emerson, Keith Epstein, Janet B Foster, Robert E. Gerson, Joan Gessler, Seraina & Johannes Ginnis, Richard Glenn, Richard Gonsalves, Laura Goodman, Audrey R. Gordon, Georgiana S. Grasseler, Velma Green, Judith Greenwood, George O. Griffin, Elaine H. Griffiths, David Harris, John Henry, Joyce B. Howbert, Janet Hurst, Mary T. Jackson, Anthony Janney, Ruthann G. Johnsen, Ellen A. Johnson, Mary P. Jones, Leota M Kielson, Lisette King, Jennifer Scaff Knego, Marilyn Koenenn, Connie LaMonte, Connie Larkin, Bruce Lashinsky, Philip Leubner, Ingo H. Levin, Lia Starer Lincoln, Boz (Richard)	Manzo, Michelle Marier, Tina Marshall, Cak McClure, Theron R. Nelson, John Nelson, Ronald Okazaki, Tadao Page, Gail A. Radway, Robert F Radwin- Zimmerman, Jo Ann Richardson, Susan V. Richmond, Alberta J. Ridley, Jean Rosenberg, Norman Dr. Rosner, Lee (Judah) Rossen, J. Norman Sakimoto, Irene Saul, Patricia Sherak, Gladys Silberman, Marcel J Skeens, Gwendolyn M. Smith, Kearney & Catherine Stearns, Frank B. Tokar, Zoë van der Heijde- Zomerdijs, Maria Watanabe, Keigo Watson, Helen L. Wayland, Mayneal Weideman, Lori Self Whaley, Judith I. White, Katherine White, Stephen J.	Wyan, Vicki	<b>SCHOLARSHIP DONATIONS</b> Kalamazoo Recorder Players (in memory of Ed Meader)	<b>UNRESTRICTED DONATIONS \$100+</b> Andersson, Eva Legène Boynton, Sarah L. Metheny, Susan & Jim Pond, Amanda*	<b>PRESIDENT'S APPEAL since 3/7/07</b> Berlin, Letitia Emerson Charitable Trust GlaxoSmithKline Foundation Kielson, Lisette Perlmutter, Marilyn
<b>DONATIONS UP TO \$599</b> Faber, Peter L. Pond, Amanda West, Jane and Dobson	<b>DONATIONS UP TO \$60</b> Mason, Scott Hale, Raymond S. Hayes, Donatus Kimball, Joan P. King-Smith, Eric A. Laage, Ruth Payne, Martin K. Peterson, Frank E. Seifert, Donald M. Sherrick, Kathy	<b>DONATIONS UP TO \$60</b> Mason, Scott Hale, Raymond S. Hayes, Donatus Kimball, Joan P. King-Smith, Eric A. Laage, Ruth Payne, Martin K. Peterson, Frank E. Seifert, Donald M. Sherrick, Kathy						
<b>DONOR (\$400)</b> Hall, Charles M. Moyer, Barry R. Peskin, Carolyn N. Stickney, Ann B.	<b>SUPPORTER (\$75)</b> Bixler, Martha & Richard Sacksteder Crum, Johnette Diegelman, Robert W. Doolittle, Miles Friddell, Becky C. Funkhouser, Sara Gobstein, Elaine Graff, Christiane H. Grubb, Emmeline A. Jones, Courtney P. Kress, Florence S. Loughry, Bruce W. Lundell, Peter A. Mohr, Burckhard Oberst, Marilyn T. Stanford, David Thompson, Caroline	<b>ALL OTHER DONATIONS</b> Abshire, Lynda A. Aetna Foundation Ainsfield, Neale Albert, Ruth Almes, Guy Anderson, Hank Anderson, Marcia Austin, Louise F. Ayton, William Berlin, Letitia Binzley, Veronica Bovie, Jennifer M. Brewster, Beatrice Broadwater, Andrew Charsky, Thomas Cody, Barbara Crowell, Lesslie A Dean, Kathie Despalatovic,						
<b>DONATIONS UP TO \$300</b> East Bay Chapter Tooney, Nancy Comstock, Dr. George W. and Emma Lou								
<b>PATRON (\$150)</b> Bennett, Mary C. Emery, Lorrie & Ron Farrell, Ellen A. Flowers, Marilyn Frederick, Nancy George, Daniel H. Kratt, Henry J. Messer, Donna Newbegin, Corinne Skory, Linda Smith, Marie-Louise Vellekoop, Lyda Zumoff, Michael								
<b>DONATIONS UP</b>								

\*Donors of at least \$1,000 in a single appeal campaign

# ARS NEWSLETTER

A Supplement to American Recorder for the members of the American Recorder Society

September 2007

## WINDS OF CHANGE AND THE ARS BYLAWS

After the last ARS Board elections, the Nominating Task Force (charged with recruiting members to stand for election to the Board) reported that the current bylaws make the election process extremely difficult. Additionally, the bylaws needed to be revised to meet requirements in Missouri, where the ARS office is located.

A task force was appointed to investigate options. **Judith Whaley, Britt Ascher, Marilyn Perlmutter, Gail Nickless, Kathy Sherrick, Amanda Pond, Sue Roessel** and **Alan Karass** served as Bylaws Task Force (BLTF) members. The BLTF set out to do its work and quickly realized it was not going to be an easy task. Not only did they discover that the sections pertaining to the nomination process were unnecessarily cumbersome, but that many other sections were either awkward or obsolete.

Additionally, the bylaws were approved decades ago, when the ARS was incorporated in the state of New York, and had been modified to fit Colorado nonprofit requirements. It is important that ARS bylaws are consistent with national standards as well as with the laws governing non-profit organizations in Missouri, location of the ARS office. The task force worked with Missouri attorney William H. Clendenin, from the law office of Stone, Leyton & Gershman, to revise the ARS bylaws so that they reflect the needs of the organization and Missouri's non-profit statutes.

Although there are many differences between the new and old bylaws, four are particularly important. First, the Nominating Task Force (NTF) is reduced from seven to three members. When the original bylaws were drafted, 10 Board members were elected every four years. It made sense to have a large NTF to find enough candidates. Now that terms are staggered, only five Board members are elected every two years (each for a four-year term). A three-person task force is sufficient.

Second, the Board has always had difficulty determining how to replace an elected Board member if she or he is unable to complete a term. The new bylaws clearly define the process for doing so.

Third, the new bylaws provide flexible guidelines for scheduling the ARS Annual Meeting, making it easier to avoid fall holidays.

Last, the updated descriptions of officers' roles more accurately reflect the nature of the Board's activities.

The full text of the proposed bylaws is included in this *Newsletter*, along with a voting ballot.

In order to move ahead, we need your vote! All votes must be postmarked by **December 31**. Questions regarding the bylaws should be sent to Alan Karass, <akarass@holycross.edu>.

## SUMMER WORKSHOP SCHOLARSHIP WINNERS

Eight very deserving applicants received ARS scholarships for summer workshops in 2007.

ARS President Letitia Berlin chose **Mary Rocheleau**, a high-school student from Shrewsbury, MA, as the President's Scholar. Rocheleau attended the Amherst Early Music Festival.

Others receiving scholarships to attend Amherst were **Andrew Broadwater** of Catonsville, MD; **Laura Osterlund** of Oak Park, IL; **Alexa Raine-Wright** of St. Paul, MN; **Ana Maria Rodriguez Garcia** of Bogota, Colombia; and **Helen-Jean Talbott** of Bowie, MD. Osterlund and Raine-Wright are both current freshmen majoring in early music performance at McGill University in Quebec; Broadwater and Talbott are both students at Peabody Conservatory in Maryland; and Rodriguez Garcia is a recorder teacher.

Other scholarship recipients were 13-year-old **Bryan Duerfeldt** of Bloomington, MN, who attended Indiana Recorder Academy; and **Linda Hill**, a music educator from Stow, OH, who attended Mideast Workshop.

Funds for these scholarships were made available by memorial funds established by friends and family of former ARS members Andrew Acs, Jennifer Wedgwood Lehmann and Daniel J. Morris, and from special donations by ARS members around the world.

Persons of any age may request ARS scholarship assistance to attend a recorder or early music workshop.

Applications for weekend scholarships of less than \$125 are always accepted, but are best submitted at least two months before funding is needed. Applications for summer workshops are due each year in early April. Summer awards cover tuition amounts of \$150 to \$350.

Forms to apply for either scholarship can be printed from the ARS web site: <[www.AmericanRecorder.org](http://www.AmericanRecorder.org)>.

## DUES INCREASE REMINDER

As of September 1, membership dues increased modestly (for the first time since 1999!). See the membership form in *AR* for the current rates, and use that form to renew now if your membership is due.

Take advantage of ARS dues-supported benefits: workshop scholarships; CD discounts; *Members' Library* musical editions; ARS-sponsored programs; chapter and consort support; discounted instrument insurance from Clarion; and *American Recorder* and the *ARS Newsletter*. And coming soon ... members-only password protected area on the ARS web site; and the *ARS Directory*--online! Thank you for your continuing support of the ARS and the worldwide recorder community.

# BYLAWS OF THE AMERICAN RECORDER SOCIETY, INC. (REVISED 9/07)

## ARTICLE I – NAME, MISSION

**Section 1.** The name of the corporation is The American Recorder Society, Inc. (the “Society”).

**Section 2.** The mission of the Society is to promote the recorder and its music by:

- Developing resources to help people of all ages and ability levels to play and study the recorder.
- Presenting the recorder to new constituencies.
- Encouraging increased career opportunities for professional recorder performers and teachers.
- Enabling and supporting recorder playing as a shared social experience.

---

## ARTICLE II – MEMBERS

**Section 1.** Members. The Society shall have members (“Members”). Application to become a Member shall be open to any individual who supports the Mission of the Society. Continuing membership is contingent upon being up-to-date on membership dues and being deemed a Member in good standing.

**Section 2.** One Class of Membership. There shall be only one class of membership.

**Section 3.** Annual Member Meeting. An annual meeting of Members shall take place each year at the time and place designated by the Board of Directors, but shall take place no later than the last Saturday in November.

**Section 4.** Special Member Meetings. Special meetings may be called by a majority vote of the Board of Directors. A special meeting may also be called by a petition signed by five percent (5%) or more of the Members. Such petition shall describe the purpose for which the special meeting is being called.

**Section 5.** Notice. Notice of annual and special meetings shall be given to each Member by mail, not less than thirty (30) days, nor more than sixty (60) days, before the meeting. Any such notice of annual or special meeting shall include the place, date and time of the meeting. Notices may be included in a publication of the Society (such as the Society’s magazine or newsletter), provided such publication is delivered by mail.

**Section 6.** Quorum. Ten percent (10%) of the votes entitled to be cast on a matter must be represented at a meeting of Members to constitute a quorum on that matter.

**Section 7.** Required Member Votes. A majority of the votes entitled to be cast on a matter to be voted upon by the Members present at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

**Section 8.** Voting by Mail. When Directors are to be elected, such election may be conducted by mail in such manner as the Board of Directors may prescribe.

**Section 9.** Membership Dues. The Board may set forth membership dues for the Members.

**Section 10.** Liabilities and Property Rights of the Members. No person who is now, or later becomes, a Member of the Society shall be personally liable to the Society’s creditors for any indebtedness or liability of the Society, and any and all creditors of the Society shall look only to the assets of the Society for payment. No Member

of the Society shall have any ownership interest or other right in or to any of the property of the Society.

---

## ARTICLE III – BOARD OF DIRECTORS

**Section 1.** Board, Size, Classes. The Society shall be managed by a Board of Directors. The number of Directors shall be no less than ten (10) and no more than fifteen (15). At least ten (10) Directors shall be elected by the Members in the manner described in Section 12 of this Article (the “Elected Directors”). An additional one (1) to five (5) Directors shall be appointed by the Board in the manner described in Section 13 of this Article.

**Section 2.** Terms. All Directors (Elected Directors and Appointed Directors) shall serve a four-year term, or until such Director’s successor has been duly elected or appointed (as the case may be) and qualified. No Director shall serve for more than two (2) consecutive four-year terms. The terms of the Elected Directors shall be staggered so that five (5) of the Elected Directors shall be up for election every two (2) years.

**Section 3.** Powers and Duties of the Board of Directors. The Board shall appoint the Officers, establish policy and take actions necessary and appropriate for the operation of the Society consistent with the Society’s Mission.

**Section 4.** Compensation. Directors shall receive no compensation, but may be reimbursed for expenses incurred while conducting authorized Board business, subject to reasonable procedures as the Board may prescribe.

**Section 5.** Regular Board Meetings. The Board shall hold a regular meeting at least annually. The meeting time and place shall be as established by the Board. A written notice of time and place of regular meetings of the Board shall be delivered to each Director personally, by mail, by fax, or by e-mail, at least five (5) days prior to the meeting. Notice by mail shall be deemed complete upon deposit in the United States Mail, first class postage paid, addressed to the last known address of each Director.

**Section 6.** Special Board Meetings. Special meetings of the Board may be called at the discretion of the President of the Society. A petition of at least twenty (20%) percent of the Directors then in office for a special meeting shall require the President to call a special meeting of the Board. Such petition shall describe the purpose for which the special meeting is being called. A written notice of time and place of a special meeting of the Board shall be delivered to each Director personally, by mail, by fax, or by e-mail. Such notice shall include the time, place, and purpose of any such meeting; and such notice shall be given not less than twenty (24) hours before such meeting. The President shall certify to the Board at the special meeting that a reasonable attempt was made to notify all Directors.

**Section 7.** Use of Telephone or Video Conference for Meetings of Directors. Both regular meetings and special meetings may also be held by telephone or video conference, provided that all participants in such a meeting have the ability to speak to and hear from every other meeting participant.

**Section 8.** Waiver of Notice. Attendance by a Director at a Board meeting shall constitute a waiver by such Director of notice of that meeting. Any Director may, in writing, waive that Director’s notice of a meeting at any time.

**Section 9.** Board Action Without a Meeting. The Board may take action without a meeting by adoption of a resolution of unanimous consent, to the extent permitted by applicable law.

**Section 10.** Quorum. Forty percent (40%) or more of the Directors then in office shall constitute a quorum for the transaction of business at all meetings of the Board.

**Section 11.** Required Director Votes. A majority of the votes entitled to be cast on a matter to be voted upon by the Directors present at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

**Section 12.** Election of Elected Directors. The Nominating Task Force shall nominate candidates for election as Elected Directors. The Nominating Task Force shall consist of three people: (1) one current Director (who shall be selected by the Board), (2) one non-director (who shall also be selected by the Board), and (3) the Administrative Director (who shall be an ex-officio member of the Nominating Task Force).

For the two members of the Nominating Task Force to be selected by the Board, the Board shall attempt to select persons who represent diverse aspects of the recorder community. Members of the Nominating Task Force are ineligible to become candidates for the then current election. Nominating Task Force members shall serve one year terms.

The Members shall elect the Elected Directors. The election of Directors shall be held by mail in accordance with the election procedures established by the Board and with Section 355.266, RSMo.

**Section 13.** Appointment of Appointed Directors. The Elected Directors shall recruit and appoint (by a majority vote of the Elected Directors) up to five (5) additional people to serve as Appointed Directors. The Appointed Directors should represent diverse interests of the community or needs of the Board.

**Section 14.** Administrative Director Not a Director. The Administrative Director (as described in Article VI hereof) shall not be a Director.

**Section 15.** Resignation and Termination. A Director's resignation from the Board must be in writing and received by the Secretary.

An Elected Director may be removed from office with or without cause by a vote of the Members in accordance with Section 355.346, RSMo. An Appointed Director may be removed with or without cause by a majority vote of the Elected Directors then in office. In the event of a removal of an Elected Director or an Appointed Director, an announcement shall appear in an organ of the Society.

**Section 16.** Vacancies. If a Director (Elected Director or Appointed Director) resigns, is terminated, or for any other reason is unable to complete the term of his or her office, the Board may, at its discretion and by majority vote, appoint a person to fill the vacant position for the remainder of such Elected Director's term.

**Section 17.** Indemnification of Directors. The Society shall indemnify its Directors and, in the discretion of the Board, other persons, to the full extent permitted by Sections 355.461 to 355.501, RSMo, inclusive, and otherwise to the full extent allowed by Missouri law.

**Section 18.** Limitation of Liability. The personal liability of a Director, or a person indemnified by the Society, shall

be limited in accordance with the Volunteer Protection Act, 42 USC §§14501 to 14505, inclusive, and otherwise to the full extent allowed by Missouri law.

**Section 19.** Funds. All funds of the Society, from whatever source, shall be deposited in bank or investment accounts selected or approved by the Board, and the name of the account shall be the name of the Society.

---

## ARTICLE IV – OFFICERS

**Section 1.** Officers. The Officers of the Society shall be a President, a Vice-President, a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer. Only Directors may serve as Officers of the Society. One individual may simultaneously hold more than one office.

**Section 2.** Appointment of Officers. The Officers of the Society shall be appointed by the Board for such respective terms as the Board may prescribe. Any vacancy, for whatever reason, shall be promptly filled by the Board upon the occurrence of the vacancy.

**Section 3.** Removal. Any officer may be removed with or without cause by a majority vote of the Board.

**Section 4.** President. The President shall preside at all meetings of the Board and all meetings of the Executive Committee. The President shall serve as the Society's official spokesperson in matters of public announcement, and shall otherwise carry out the duties normally associated with the position of president of a nonprofit corporation.

**Section 5.** Vice-President. The Vice President shall perform such duties and exercise such powers as the Board may prescribe, subject to the supervision of the President.

**Section 6.** Secretary; Assistant Secretary. The duties of the Secretary shall be to prepare, keep, and report the minutes of the meetings; to authenticate records of the Society; to attest to the signature of President, Vice-President and/or the Treasurer, as the case may be; and to perform such other duties as generally required of the office. The Assistant Secretary shall assist the Secretary in the performance of the Secretary's duties, and the Assistant Secretary shall stand in for the Secretary as needed.

**Section 7.** Treasurer; Assistant Treasurer. The duties of the Treasurer shall be to have custody of the financial records of the Society, to maintain such financial records of the Society as may be established, and to perform such other duties as generally required of that office. The Treasurer shall issue a report at each Board meeting. The Treasurer shall preside at all meetings of the Finance Committee. The Assistant Treasurer shall assist the Treasurer in the performance of the Treasurer's duties, and the Assistant Treasurer shall stand in for the Treasurer as needed.

---

## ARTICLE V – COMMITTEES

**Section 1.** Creation of Committees. The Board may create committees as needed. There shall be two standing committees: the Executive Committee and the Finance Committees. The President shall appoint the chair (who must be a Director) of committees other than the Executive Committee and the Finance Committee.

**Section 2.** Executive Committee. The Executive Committee is comprised of the President, the Vice-President, the Secretary, and the Treasurer. The President shall be the chair of the Executive Committee. Except as

limited by Section 355.406.5, RSMo, the Executive Committee may exercise the Board's authority, subject to the direction and control of the full Board. **Section 3.** Finance Committee. The Finance Committee is comprised of the Treasurer, two additional Directors, and the Administrative Director. The Treasurer is chair of the Finance Committee. The two additional Directors shall be appointed by the Board. The Administrative Director shall serve as an ex-officio member of the committee, but shall have no voting rights. The Finance Committee shall be responsible for developing and reviewing fiscal procedures and the annual budget with staff and the Board. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall begin September 1st and end August 31st. The financial records of the organization shall be made available to the Members, to the Board, and to the public (upon reasonable request).

---

#### ARTICLE VI – ADMINISTRATIVE DIRECTOR AND STAFF

The Board shall hire the Administrative Director (who shall not be a Director). The Administrative Director is responsible for hiring and supervising other staff of the Society. The Administrative Director shall have day-to-day responsibility for carrying out the Society's Mission and the Board's policy. The Administrative Director shall attend all Board meetings, report on the progress of the Society, answer questions of Directors, and carry out the duties described in the Administrative Director's job description. The Board may terminate the Administrative Director's employment with or without cause at any time.

---

#### ARTICLE VII – CHAPTERS

Subject to the control of the Board, local chapters ("Chapters") of the American Recorder Society may be formed by Members. Chapters shall consist predominantly of Members, but not all participants in Chapters need be Members. Chapters shall operate in accordance with the Mission of the Society. Each Chapter shall organize its own administration and activities according to local needs and interests of its Chapter participants. Each Chapter shall manage its finances independently. Without limiting the generality of the foregoing sentence, the Society shall not be responsible for collecting dues from Chapter participants and shall not be responsible for any debts or liabilities of any Chapter. Chapters may not enter into contracts on behalf of the Society. The Board may prescribe additional rules and regulations pertaining to the operation of Chapters.

---

#### ARTICLE VIII – AMENDMENTS

An amendment to these Bylaws must be approved by: (a) the Board by majority vote; and (b) by the Members by the affirmative vote of two-thirds of the votes cast or a majority of the voting power, whichever is less. Amendments to these Bylaws may be proposed by the Board or by written petition signed by at least five percent (5%) of Members and submitted to the Secretary. The proposed amendment or amendments shall be submitted by the Board to the Members by such means as the Board may determine to be most suitable under the circumstances, but such submittal to the Members shall occur no later than six (6) months after such petition has been submitted to the Board. An amendment may be voted upon by mail provided that the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

---

#### ARTICLE IX – DISSOLUTION

Dissolution of the Society may only be caused pursuant to Section 355.671, RSMo, and any such dissolution shall proceed in accordance with Section 355.676, RSMo. The plan of dissolution shall provide that any assets of the Society that remain after the payment of the Society's liabilities shall be distributed to a public benefit corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code.



### 2007 BYLAWS VOTE

Text for the complete proposed Bylaws, to be effective 1/1/08, is printed in this *ARS Newsletter*. Fill out, sign below (signature required) and mail to the ARS office in the enclosed self-addressed envelope. All referendum votes must be postmarked no later than **12/31/07**.

I vote on the 2008 ARS Bylaws:

For  Against

---

Signature

---

Full Printed Name

---

### PRIVACY INFORMATION & ONLINE DIRECTORY

I wish to update my Privacy Information on file with the ARS:

Do NOT release my name in the ARS Online Directory

Do NOT release my name in the ARS Print Directory

Do NOT release my name for recorder-related mailings

Do NOT contact me via e-mail

I want a print copy of the ARS Directory

---

Full Printed Name

---

Date

*We do not share any information about any ARS member with any outside business, unless the ARS member is a contact person for a chapter or consort, is listed as a teacher, or has otherwise authorized us to release information. The ARS membership list is made available only to purveyors of goods and services for recorder players, such as chapters, workshops, recorder vendors, etc. We do not release e-mail addresses when we send out labels or label data.*

---

### MAIL THIS ENTIRE STUB BY 12/31/07 TO:

ARS OFFICE: 1129 RUTH DR.,  
ST. LOUIS MO 63122-1019