



PO Box 480054 Charlotte, NC 28269  
Toll-free: 844-509-1422 / Phone: 704-509-1422 / Fax: 866-773-1538  
www.AmericanRecorder.org

## **BYLAWS OF THE AMERICAN RECORDER SOCIETY, INC.**

### **ARTICLE I - NAME, MISSION**

- Section 1: The name of the corporation is The American Recorder Society, Inc (ARS).
- Section 2: The mission of ARS 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. ARS shall have members (“Members”). Application to become a Member shall be open to any individual who supports the Mission of ARS. 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 ARS (such as ARS’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. “When permitted by law, ballots and any related material may be sent by electronic transmission by the ARS and the responses may be returned to the ARS in the manner prescribed by law.”
- 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 ARS shall be personally liable to ARS’s creditors for any indebtedness or liability of ARS, and any and all creditors of ARS shall look only to the assets of ARS for payment. No Member of ARS shall have any ownership interest or other right in or to any of the property of ARS.

### **ARTICLE III - BOARD OF DIRECTORS**

- Section 1:     Board, Size, Classes. ARS 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. Elected Directors shall serve a four-year term, or until such Director’s successor has been duly elected and qualified. Unless appointed pursuant to Article III, section 16, Appointed Directors shall serve a term to be decided by the Board, but not to exceed four (4) years or until such Director’s successor has been duly appointed and qualified. No Elected Director shall serve for more than two (2) consecutive four-year terms, and no Appointed Director shall serve for more than eight (8) consecutive years. 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 ARS consistent with ARS'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 ARS. 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. An action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent to the action in writing mailed or delivered, or by e-mail transmitted, to the secretary. A Director's consent shall describe the action taken. If in writing, a Director's consent must be signed by the consenting Director, and, if transmitted by e-mail, a Director's consent must state it may be deemed to have been signed by the consenting Director. Written consents and printed copies of consents transmitted by e-mail must be included in the minutes of the proceedings of the Board reflecting the action taken and filed in the ARS corporate records.
- 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 ARS.
- 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. ARS 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 ARS, 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 ARS, 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 ARS.

#### **ARTICLE IV - OFFICERS**

- Section 1. Officers. The Officers of ARS 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 ARS. One individual may simultaneously hold more than one office.
- Section 2. Appointment of Officers. The Officers of ARS 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 ARS'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 ARS; 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 ARS, to maintain such financial records of ARS 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 ARS shall have an Executive Committee and a Finance Committee, which shall be standing committees. The Board may create additional standing committees and ad hoc committees as desired. The President shall appoint the chair (who must be a Director) of committees other than the Executive Committee and the Finance Committee. The chairs, other than the chairs of the Executive Committee and the Finance Committee, shall appoint the members of their respective committees, with the President's advice and consent.
- 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 ARS. The Administrative Director shall have day-to-day responsibility for carrying out ARS’s Mission and the Board’s policy. The Administrative Director shall attend all Board meetings, report on the progress of ARS, 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 AND OTHER AFFILIATE ORGANIZATIONS**

1. The Board or the Executive Committee shall establish the requirements and qualifications for Chapters and other affiliate organizations. Subject to the control of the Board, local chapters (“Chapters”) may be formed by Members. The Board or the Executive Committee may create other types of affiliate organizations formed by Members. 2. Chapters and other affiliate organizations shall operate in accordance with the Mission of the ARS. 3. Each Chapter and other affiliate organization shall organize its own administration and activities according to the needs and interests of its members and participants. 4. Each Chapter and other affiliate organization shall manage its finances independently. Without limiting the generality of the foregoing sentence, the ARS shall not be responsible for collecting dues from Chapter and other affiliate organization members and participants and shall not be responsible for any debts or liabilities of any Chapter or other affiliate organization. 5. Chapters and other affiliate organizations may not enter into contracts on behalf of the ARS. 6. The Board may prescribe additional rules and regulations pertaining to the operation of Chapters and other affiliate organizations.

## **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. “When permitted by law, the proposed amendment or amendments and any related material may be sent by electronic transmission by the ARS, and the amendment or amendments may be voted upon by ballot sent by electronic transmission by the ARS and the responses returned to the ARS in the manner prescribed by law.”

## **ARTICLE IX – DISSOLUTION**

Dissolution of ARS 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 ARS that remain after the payment of ARS’s liabilities shall be distributed to a public benefit corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code.