

# Arizona Flute Society Bylaws

Revised January 24, 2021 (Original May 19, 1999)

## I. NAME AND MISSION

A. The name of the corporation shall be the ARIZONA FLUTE SOCIETY. The mission of the corporation (hereafter referred to as "the Society") shall be:

1. To promote the enjoyment and appreciation of the flute.
2. To assist members in achieving musical excellence.
3. To facilitate an exchange of ideas among flutists, teachers, and flute enthusiasts

## II. MEMBERSHIP

A. An individual is qualified for membership provided that he/she is interested in the mission of the Society and is in one of the following categories: a) student; b) adult; c) family; d) life-time; e) corporate.

B. Provided an individual is qualified as in IIA and annual dues are paid, active membership is established.

## III. OFFICERS AND COMMITTEE CHAIRS OF THE BOARD OF DIRECTORS

### A. Executive Authority

1. The executive authority of the Society is vested in a Board whose duties will include:

- a) Management of the general affairs of the Society in compatibility with its best interest.
- b) Management of the financial affairs of the Society and the establishment of an annual budget.
- c) Replacement of members of the Board who are unable to complete their terms of office.
- d) The establishment of a schedule of events.

2. Number of Directors and Titles of Officers

- a) The Board will consist of no fewer than eleven and no more than eighteen elected Directors who must be members of the Society.
- b) Each member of the Board will have one vote.
- c) The Officers of the Board shall be: President, Vice-President, Secretary, and Treasurer.
- d) The Officers shall be nominated and elected by a majority vote of the Directors at a meeting following the election of Directors.
- e) Each member of the Board must attend a minimum of  $\frac{2}{3}$  of all board meetings and be an active member of at least one committee in order to retain their position on the Board.

(1) The Vice President will issue a warning when a board member has reached their allotted number of absences for the year. If an additional meeting is missed, the board member's

term will expire.

- (2) A board member may appeal this process by submitting a letter to the board and completing an interview with the Executive Board. The Executive Board will then determine whether or not said board member will be reinstated.

### 3. Duties and Responsibilities of Officers

- a) President: The President will call meetings and preside over meetings of the Board; will be responsible for insuring that other members of the Board fulfill their duties as set forth in the By Laws; will appoint committee chairs (See III-D & V) as needed to fulfill Society activities; will be one of two signatories on any and all bank accounts; will insure that the activities of the Society meet the mission set forth in the By-Laws. The president will have the power, in the exercise of sound discretion, to delegate any of these duties to a suitable member of the Society.
- b) Vice-President: In the absence of the President, 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 restrictions of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President of the Board.
- c) Secretary: The Secretary will keep a record of the proceedings of all meetings of the Board and file all documents, reports, and letters connected with the business of the Society; will assume responsibility for the correspondence of the Society.
- d) Treasurer: The Treasurer will collect and disburse all monies of the Society; will be responsible for establishing and maintaining any and all bank accounts; will be one of two signatories on any and all bank accounts; will make a report of the financial status of the Society at each Board meeting; will file tax returns as may be required by law; will make a full report at the end of the fiscal year for distribution to the membership. The Treasurer will cause a record to be kept of all paid-up active members of the Society.

### 4. Duties and Responsibilities of Committee Chairs

- a) Committee Chairs must be a Director of the Board.
- b) Membership Director: The Membership Director will solicit and correspond with individual and corporate members of the Society.
- c) Program Chair: The Program Chair will be responsible

for planning, coordinating, and negotiating the operations of events of the Society. Responsibility will include pursuit of grants that may be applicable to the event based on location, artist, etc. Any artist/group with a fee exceeding \$600 for a single event (including travel) must sign a written contract with the AFS that outlines the service to be provided, and that includes the signature of both the President and the Treasurer. New contracts that are not explicitly defined as a budget item (as determined by the treasurer) will require approval by majority vote of the AFS Board.

- d) Publicity Chair: The Publicity Chair will be responsible for communication with news media for advance announcements and publicity; will coordinate with outreach programs of other flute organizations to share information of Society events.
- e) Communications Director: The Communications Director will regularly disseminate information to all members regarding programs or other society-related news. The communications director will also be responsible for coordinating relevant updated information to AFS-sponsored websites to the Webmaster.
- f) Fundraising Director: The fundraising director will be responsible for planning and execution of all projects required to achieve the fundraising goals set by the AFS board and approved in the budget. This may include, but is not limited to: planning and execution of raffles and merchandise sales
- g) Members at Large: The Members-at-Large will assist in the planning, coordination, and operation of Society events and special programs and projects.

#### 5. Election of the Board

- a) Each elected member of the Board will serve a two-year term beginning on June 1 following election to office.
- b) By December 1 each year, the President will appoint a three member Nominating Committee for the purpose of preparing a slate of nominees for election as Directors by April 15<sup>th</sup>.
- c) The Nominating Committee will present its report to the Board no later than February 28<sup>th</sup> of each calendar year, to allow time for ballot preparation and collection of responses.
- d) Nominations will also be entertained from the

membership at large if received prior to issue of the ballots.

- e) A simple majority vote of the ballots returned will be required to elect the new Directors.

#### IV. MEETINGS

- A. Meetings of the Board and meetings of the full membership may be called at the discretion of the President.
- B. A simple majority of Directors present will constitute a quorum. c. Robert's Rules of Order - Newly Revised shall govern the proceedings of the Society in all cases not provided in these By-Laws.

#### V. COMMITTEES

- A. Committees will be appointed by the President unless otherwise directed by the Board.

#### VI. DUES

- A. The Society dues will be determined by the Board and reviewed annually.
- B. Dues will be payable on or before June 1 each year.

#### VII. AMENDMENTS

- A. These By-Laws may be amended at a meeting of the Board. Proposed amendments must be submitted in writing to the Board. A vote on the amendment will be taken. The approval of a two-thirds majority of the Directors will be necessary for adoption of the proposed amendment.

#### VIII. SEPARABILITY

- A. If any clause, sentence, paragraph, or part of these By-Laws shall, for any reason, be found invalid or unlawful, such invalidity or illegality shall not effect, impair, or invalidate the remainder of the By-Laws.

#### IX. DISSOLUTION

- A. Upon dissolution of the Society, all assets shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Sections 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended. No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, any Director or Officer of the Society or other private person, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the By-Laws. No Director or Officer of the Society or any private person shall be entitled to share in the distribution of any of the assets of the Society upon its dissolution.

*Approved by the Arizona Flute Society Board of Directors  
January 24, 2021*