

Bylaws of the Austin Flute Club in Austin, Texas

Article I: NAME

The name of the organization is the Austin Flute Club in Austin, Texas, sometimes referred to in these bylaws as the "Club".

Article II: PURPOSE

A. The exclusive purpose of the Club is to conduct non-profit charitable, scientific, literary, and educational activities as set out in section 501(c)(3) of the Internal Revenue Code, which:

1. offer ensemble playing opportunities for flutists;
2. promote knowledge of flute literature and performance by providing opportunities for members to hear guest artist performances;
3. increase knowledge of the flute through lectures, discussions, and other activities; and
4. encourage performance experience for flutists through competitions.

Article III: MEMBERSHIP AND FEES

A. Membership in the Club shall be open to all interested persons and entities, including professional, amateur and student flutists, non-musicians, and commercial and other enterprises.

B. Membership categories shall include:

1. The Board of Directors;
2. Active Student Member;
3. Active Adult Member;
4. Patron;
5. Such other categories as the Board of Directors may from time to time designate.

C. The following persons shall be entitled to vote on all propositions presented to the membership at large, including election of members of the Board of Directors:

1. Each member of the Board of Directors;
2. Each active student member;
3. Each active adult member;
4. Patrons who are also active student or adult members.

D. Voting by proxy shall not be permitted

E. The Board of Directors shall set the annual membership fees for each category of members. Membership fees shall be payable to the Treasurer each September first. Contributions in excess of the membership fee will be accepted as donations to the Club.

F: The Treasurer shall notify the membership in a convenient and appropriate manner when the membership fee is due. Any member in excess of three months in arrears may be dropped from the Club membership rolls.

Article IV: BOARD OF DIRECTORS

A. The affairs of the club shall be managed by its Board of Directors, which shall consist of voting officers and ex-officio officers. As used in this Article, "voting officers" refers to votes on

those matters upon which the Board shall vote pursuant to these Bylaws, and does not refer to votes by the general membership as set out herein. Matters requiring a vote of the Board of Directors shall be determined upon a majority of the voting officers present unless otherwise specified herein.

B. The voting officers of the Board of Directors shall consist of the following five officers elected by the vote of a majority of members attending any general membership meeting at which election of officers is prescribed:

1. President;
2. Vice President;
3. Recording Secretary;
4. Corresponding Secretary; and
5. Treasurer.

C. The voting members of the Board of Directors shall appoint the following ex-officio officers who shall serve as non-voting members of the Board of Directors:

1. Ensemble Coordinator;
2. Sponsorship & Fundraising Coordinator;
3. Young Artist Competition Chairman;
4. Publicity Director; and
5. such other officers as the Board of Directors may from time to time designate.

D. The President, Vice President, and Treasurer must be at least 18 years of age.

E. All terms of office shall be two years. Every officer is eligible for reelection or reappointment and may hold office indefinitely so long as that person has been constitutionally elected by the membership or appointed by the Board as provided above.

F. Any officer may be removed for cause by a vote of three-fourths of the Board of Directors then in office attending a meeting for which all directors have received at least two weeks' prior written notice that removal of said officer shall be considered.

G: The duties of the officers shall be as follows:

1. President: scheduling and conducting Board and Membership meetings, maintaining order and decorum, appointing committees, recruiting new members, managing events and fundraising initiatives as needed, and supervising the general operation of the Club. In the event an office becomes vacant, the President shall appoint a pro-tem officer to fill the vacancy until the next official elections.

2. Vice President: assuming the duties of the President in his or her absence, succeeding to the office of President in the event it is vacated during a term of office, and arranging and supervising the programs of the Club throughout the year.

3. Recording Secretary: making and keeping a complete report of each meeting of the Board of Directors, and recording all business transacted at meetings of the general membership. The Recording Secretary is the head editor of the biannual newsletter meaning that it is his/her responsibility to set deadlines for the two publications, organize information received for publication, supervise the newsletter publication, and ensure its distribution to the membership.

4. Corresponding Secretary: updating the website, blog, Facebook and Twitter accounts as necessary, updating the online events calendar, assisting with the biannual newsletter as needed, handling correspondence of the Club as needed either at meetings and/or in the newsletter, collecting and preserving memorabilia and materials which would be of historic importance to the Club.

5. Treasurer: collecting dues and supervising the funds of the Club, keeping a complete and up-to-date membership list, creating the membership email list for each season and sending out confirmation emails upon receipt of dues, keeping an accurate record of all income and expenses and reporting the financial status of the Club at every meeting of the Board of Directors. At the end of the fiscal year, the Treasurer must present a complete annual report. All cancelled checks, unused checks, receipts, and other records must be carefully preserved for auditing. At each meeting of the Board of Directors or at each business meeting or the general membership, the Treasurer shall report on the following: receipts of dues and contributions and other collections; disbursements for music, books, stationery, postage and other authorized expenditures; and any other financial information pertinent to the business of the Club. All checks, drafts, or other orders of indebtedness for the payment of money shall be signed by the President as well as the Treasurer of the Club. The Treasurer shall also be responsible for making such reports and filings as are required by applicable state and federal law, including Internal Revenue Service filings.

6. Ensemble Coordinator: organizing the larger ensembles desired by the membership, securing ensemble leaders for each meeting, and arranging for and scheduling rehearsal rooms for each ensemble.

7. Sponsorship & Fundraising Coordinator: organizing mailings and phone calls for corporate sponsorships, organizing fundraising events, writing and applying for grants.

8. Young Artist Competition Chairman: planning, organizing, and promoting flute competitions sponsored by the Club, and appointing and chairing a committee to assist with competitions.

9. Publicity Director: promoting the activities and growth of the Club and arrange for preparation of all promotional materials.

Article V. MEETINGS AND ELECTIONS

A. Meetings shall be held approximately once a month during the months of September through May, at the discretion of the Board of Directors. Meetings shall generally include officers communicating business matters in accordance with the purposes of the Club.

B. An annual business meeting shall be held every spring, preferably in February, at which officers shall be elected. A slate of officers, recommended by the Board of Directors, shall be submitted to the membership one month prior to the election. Additional nominations may be made from the floor. Elections will be determined by a majority of votes for an office.

C. The Board of Directors shall meet monthly, and may convene more or less frequently if the president or a majority of the Board of Directors deems it necessary.

D. The fiscal year shall be from September 1 through August 31. The Board of Directors may vote to change the fiscal year in the event applicable regulatory authority requires a different fiscal year.

E. The conduct of all meetings shall be governed by Robert's Rules of Order.

Article VI. AMENDMENTS

A. These Bylaws may be amended by changing, altering, adding to, suspending, or repealing, in whole or in part. Proposed amendments may be submitted by any member in writing to the President, who shall notify the membership in writing or through the newsletter at least one month prior to voting on the amendment. Amendments will be adopted upon the approval of two-thirds of those Members present and voting.

Article VII. NEWSLETTER

A. The Club will prepare a newsletter called The Austin Flute Club Newsletter. Publication shall be biannually, from September through May, unless publication is in the opinion of the Board unfeasible.

B. Contracts for publication of the newsletter, financial arrangements, and other related matters shall be decided by a majority vote of the Board of Directors.

C. Notices appearing in the newsletter shall be considered official notices of the Club if they are so specified.

Article VIII. COMPENSATION

A. No member of the Austin Flute Club in Austin, Texas will receive compensation for services to the Club without a majority approval by the Board of Directors. All compensation for services to the Club will be reviewed on a semi-annual basis and must be approved by the Board of Directors.

B. The Board of Directors, acting by majority vote, may authorize and reimburse any officer, committee, or member for reasonable expenses incurred on behalf of the Club, provided that such expenses are in the interest of the Club and are consistent with its purposes.

Article IX. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

A. The Board of Directors may vote to authorize any officer or agent of the Club to enter into any contract or execute and deliver any instrument in the name or on behalf of the Club; such authority shall be in writing and executed by the President and the Treasurer.

B. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by the Treasurer and the President.

C. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust departments, or other depositories as the Board of Directors may select.

D. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes of for any special purpose of the Club.

Article X. ADOPTION

A. These bylaws shall become effective upon vote of the members present in good standing. A majority of those members voting shall be required for adoption.

Article XI. INDEMNIFICATION

A. The Club may, to the fullest extent now or hereafter permitted by law, indemnify any person for any action taken on behalf of the Club as an officer, director, or other agent of the Club, or of any other organization at the request of the Club, against judgments, fines, litigation costs and attorneys' fees, provided a majority of the Board members not involved in the matter in controversy finds that said person acted in good faith and in the interests of the Club.

Article XII. DISSOLUTION

A. The Austin Flute Club in Austin, Texas may be dissolved upon the vote of three-quarters of the Members voting at an election called for the purpose of considering the proposition for dissolution. The membership shall be given at least two weeks' notice of any election concerning the dissolution of the Club.

B. Upon dissolution of the Austin Flute Club in Austin, Texas, the officers shall, after paying or making provisions for the payment of the liabilities of the organization, dispose of all the remaining assets of the Club by contributing same to organizations operated exclusively for cultural, charitable, or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or its successor provisions. The choice of the organization or organizations to which the Clubs assets shall be contributed shall be determined by a majority vote of the Board of Directors.

Adopted by the Membership on this 15th day of May, 1988, and amended by the Membership on December 10th, 2009 as acknowledged by the signatures of the following officers:

_____	_____
(office)	
_____	_____
(office)	
_____	_____
(office)	
_____	_____
(office)	
_____	_____
(office)	