

# BYLAWS OF THE EAST BAY RECORDER SOCIETY

## ARTICLE I – ORGANIZATION

The name of this organization is the East Bay Recorder Society (EBRS), an educational, non-profit, membership society. EBRS is an Affiliate of the San Francisco Early Music Society (SFEMS) and a chapter of the American Recorder Society (ARS) since 1958.

## ARTICLE II - MISSION AND GOALS

### Section A. *Mission Statement*

The mission of the EBRS is to encourage and expand interest, knowledge, appreciation and playing of the recorder and recorder music in the greater San Francisco Bay Area while offering regular opportunities to play and learn together.

### Section B. *Goals of Members*

- To provide an opportunity to play a variety of music in a group setting. *Variety* includes various levels of difficulty, styles, and periods.
- To enhance enjoyment of the recorder.
- To develop musicianship (playing technique, ensemble sound, for example).
- To promote the formation of small consorts that play independently.
- To encourage membership in SFEMS and ARS.

## ARTICLE III – MEMBERSHIP

### Section A. *Qualifications*

Any person who supports the mission and goals of EBRS is eligible for membership upon completion of the application form and payment of yearly dues. Membership in SFEMS and ARS is not necessary but encouraged. Nonmembers may attend playing sessions by paying a per-session fee after a free first session.

### Section B. *Non-discrimination*

EBRS will not discriminate against any person based on race, color, national or ethnic origin, disability, or religion.

### Section C. *Rights and Privileges*

All members in good standing shall be entitled to attend meetings. Each member is entitled to one vote in any election or other vote of the general membership.

Section D. *Dues*

The fiscal year of EBRS begins in September. The dues shall be set at the first meeting of the Board of Directors and shall be re-established annually according to the needs of EBRS as decided by the Board of the upcoming fiscal year.

**ARTICLE IV – MEETINGS**

Section A - *Regular Meetings.*

EBRS shall hold nine or ten Regular Meetings per fiscal year at times and places established by the Board of Directors. These meetings are primarily playing sessions. Announcements of interest to the members will also be made at these meetings.

Section B - *Annual Meeting.*

The EBRS annual meeting is held in May or June to coincide with that month's Regular Meeting. The purposes of the Annual Meeting are to vote for officers of the Board of Directors, review the budget and address any other business.

Section C - *Special Meetings.*

Special meetings of EBRS may be called at any time by the Board of Directors at its discretion or upon the written request of at least one-quarter of the members. Special Meetings would address unexpected events and matters of urgency.

Section D - *Notice of Meetings.*

Notice of all meetings shall be transmitted to the members at least fourteen days in advance of the meeting.

Section E - *Quorum.*

The members present at any duly called meeting shall form a quorum necessary for the transaction of business provided that a majority of the Board is present.

Section F - *Voting.*

Every member in good standing shall be entitled to one vote. All questions shall be decided by a majority of those voting. Voting may be done in person or electronically in a method specified by the Board.

## ARTICLE V - BOARD OF DIRECTORS

### Section A. *Responsibility*

The Board of Directors is responsible for the musical, educational, and business activities as well as the affairs and property of EBRS. The Board shall have the authority to act in the name of EBRS.

### Section B. *Composition*

The Board shall normally include four elected officers and members at large. The exact composition of the board members at large will be set at the first board meeting of the upcoming fiscal year. This group may include, but is not limited to, the chairs of the conductor finder, workshop, newsletter, and hospitality committees. The number of members at large may vary from year to year. Board decisions subject to vote shall be decided by a simple majority.

The Board shall include the following officers:

1. The **President**, who shall:

- Preside over all meetings of the membership and of the Board of Directors.
- Have back-up signing authority for checks of EBRS.
- Ensure that the Treasurer's books are reviewed annually by a member of ERBS.
- Be the EBRS Representative to the ARS and SFEMS and be a member of both organizations.

2. The **Vice-President**, who shall:

- Become acting President of EBRS if the President is unable to exercise that office.

3. The **Secretary**, who shall:

- Be responsible for keeping the minutes and records of EBRS.
- Be responsible for alerting members of any Special Meetings.
- Tally the votes in elections.

4. The **Treasurer**, who shall:

- Have care and custody of all monies and see that they are managed appropriately.
- Receive/deposit membership dues and pay conductors, venues, and vendors.
- Be authorized to sign checks of EBRS.
- Prepare end of year report to the Board and membership.

These officers may temporarily delegate the duties of their offices but not the responsibilities for seeing that such duties are carried out.

*Section C. Election of Board*

All elected officers shall serve for a renewable term of one year. The nominees receiving the highest number of votes shall be declared elected. In case of a tie, the decision shall be made by lot.

Terms will begin after the annual meeting.

*Section D. Control and Management*

The Board of Directors shall have the authority to:

- Assign a member in good standing to fill a vacated board position on an interim basis until the next election.
- Approve the creation of committees and receive and approve reports of such committees.
- Receive, consider, and act upon proposals and recommendations sent to the Board of Directors by the membership.
- Revoke EBRS membership status for cause, such as persistent disruptive behavior.

*Section E. Removal from the Board of Directors*

The Board may remove one of its own members for cause. To do so, the Board shall adopt a procedure for the best interests of EBRS and the protection of Board members concerned. A unanimous vote of remaining Board members shall be required.

**ARTICLE VI – DISSOLUTION**

In the event of the dissolution of the EBRS, all assets shall be distributed to SFEMS for tax-exempt purposes if SFEMS is 501(c)(3) exempt at the time of dissolution. If SFEMS is not exempt at that time, distribution of assets shall be determined by the ERBS Board.

**ARTICLE VII – AMENDMENTS**

Amendments to these bylaws may be proposed by the Board of Directors or by written petition to the Secretary. To become effective, any amendment proposed must be ratified by two-thirds of the members.

Adopted by vote of the membership on \_\_\_\_\_ at Berkeley, California

(Signed by) President.

(Signed by) Secretary.