

# CONSTITUTION OF THE COPPER COUNTRY SUZUKI ASSOCIATION

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Amended 01-18-2008

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## **Article I-Name**

Section 1: The name of this organization is the Copper Country Suzuki Association, hereafter denoted as the CCSA.

## **Article II-Purposes and Objectives**

Section 1: The CCSA exists to provide quality, affordable music instruction and performance opportunities for people of all ages in the Upper Peninsula.

Section 2: The Suzuki method of instruction or its salient features will be emphasized by the CCSA.

Section 3: The CCSA shall conduct lessons, workshops, clinics, performances and other activities and business, which bring about music development by the students.

Section 4: The CCSA will remain nonprofit forever.

## **Article III-Membership**

Section 1: Membership in the CCSA shall be defined as any person or family who is an active participant in our program and has paid their annual membership fee for the current year.

Section 2: Membership restrictions relating in any way to race, creed, sex or national origin are prohibited.

## **Article IV-Government**

Section 1: The government of the CCSA shall be vested in the Board of Directors, which shall consist of nine duly elected members. The CCSA Executive Director will be considered an ex-officio member of the Board of Directors and is entitled to attend Board meetings, but not to vote on Board matters and not subject to the same terms of office.

Section 2: Officers of the CCSA shall be president, vice-president, secretary, and treasurer, elected annually by the Board of Directors from its membership.

Section 3: Membership meetings shall be held annually for the purposes of electing new Directors and reporting to the general membership. Meetings and elections are to be held in accordance with the procedures outlined in the CCSA bylaws.

Section 4: The CCSA shall maintain bylaws, which describe specific policies and procedures for carrying out the purposes and objectives of the organization, for carrying out the responsibilities of the officers and Board of Directors, and for efficiently operating meetings of the general membership and the Board of Directors.

#### **Article V Dissolution**

Section 4: If the CCSA should dissolve, all assets, and real and personal property, will revert to another 501(c)3 organization with similar purposes, to be determined by the Board of Directors.

#### **Article VI Amendments**

Section 1: This constitution and any bylaws may be amended by a two-thirds vote at any properly convened regular or special meeting of the Board of Directors, or by a two-thirds vote at any properly convened annual meeting of the membership, or any special meeting of the membership called for that purpose, provided that in each case a written notice of the proposed action to amend and a description of the proposed amendment shall have been provided to each Director or member as appropriate at least 10 days prior to the meeting.

In case of conflict between amendments made by the Board and those by general membership, the latter shall supersede.

## BYLAWS OF THE COPPER COUNTRY SUZUKI ASSOCIATION

### **Article I Membership**

Section 1: Membership in the CCSA shall be defined as any person or family who is an active participant in our program and has paid their annual membership fee for the current year. For voting purposes, members will have one vote per fee-paying individual or family.

Section 2: Individuals or families who are participating in the program but have not paid their membership fee or are not up to date on program tuition will not be eligible to vote until the fee is paid and payments are caught up.

### **Article II Board of Directors and their election:**

Section 1: The directors will be elected at large from the members of the CCSA.

Section 2: Each director will serve a three-year term with three new members being elected each year to replace three retiring members. Board members may succeed themselves in office.

Section 3: Vacancies occurring in the Board of Directors between annual meetings shall be filled temporarily by vote of the Board of Directors. Such vacancies will be filled permanently at the next annual meeting.

Section 4: At least 10 days prior to the annual meeting, a nominating committee, appointed by the president, will select and recommend, in writing, the names of candidates for directors. Members of the CCSA may nominate additional candidates from the floor of the annual meeting.

### **Article III-Officers and Their Election**

Section 1: The officers of the CCSA shall be president, vice president, secretary and treasurer.

Section 2: The officers of the CCSA shall be elected annually by the directors at the first meeting subsequent to each annual meeting of the CCSA, and shall hold office for the period of one year or until their successors are duly elected and qualified.

Section 3: Vacancies among officerships shall be filled immediately by election of the Board of Directors.

### **Article IV-Duties of the Board of Directors**

Section 1: The Board must appoint and employ an Executive Director. The Executive Director will actively supervise the business of the Association; control the employment, compensation, supervision, discipline and discharge of the Association's employees; and perform other duties and have authority as the Board requires or delegates. The Board will plan and conduct periodic reviews of the performance of the Executive Director and maintain records of its assessments.

Section 2: Any member of the Board of Directors who is also employed by the CCSA, or who has another conflict of interest with the CCSA, shall not be present for the final discussion and voting on any matters affecting him/her in which a conflict exists.

Section 3: The Board of Directors must agree to any agreement of collaboration or cooperation of the CCSA with other organizations for such purposes as will benefit the objectives of the association. The board will periodically review such agreements.

Section 4: The Board of Directors shall communicate issues and decisions to the general membership through a newsletter and/or minutes of the Board of Directors' meetings.

Section 5: The Board of Directors is responsible for setting membership, lesson, rental, and other fees, and for establishing and overseeing financial policies of the CCSA. The board may establish differential fees where deemed desirable.

Section 6: Any member of the board who is unable to attend a board meeting may vote by proxy

#### **Article VIII-Duties of Officers**

Section 1: The duties of the Officers of the CCSA shall be such as their titles by general usage indicate, such as required by law and by Bylaws, and such as may be assigned to them from time to time by the Board of Directors.

Section 2: The president shall preside at all meetings of the CCSA membership and of the Board of Directors, call regular and special meetings of the membership and the Board of Directors as required, make an annual report to the membership, and perform other duties and have authority as the Board requires or delegates.

Section 3: The vice president shall assist the president in the performance of his/her duties, and in the president's absence shall assume such duties. The vice president may also perform other duties and have authority as the Board requires or delegates.

Section 4: The secretary shall give notice of all regular and special meetings of the membership and Board of Directors as required, maintain custody of all policy and business records of the CCSA, take minutes of all membership and Board of Directors meetings, ~~and~~ assist with official correspondence, and perform other duties and have authority as the Board requires or delegates.

Section 5: The treasurer shall supervise the safekeeping of funds and property of the CCSA and supervise the records of financial transactions of the organization. The Treasurer may receive and disburse money passing through the CCSA. In addition, the Treasurer will prepare and maintain annually a roster of paid memberships, provide financial reports as required by the Board of Directors and perform other duties and have authority as the Board requires or delegates.

#### **Article IX-Meetings**

Section 1: The CCSA shall hold an annual meeting of the membership each year at the end of the spring term. Notice of the time, place and agenda of the annual meeting shall be given to all members not less than 10 days prior to the meeting.

Section 2: The CCSA may hold special meetings of the membership at such time and place as may be determined by the Board of Directors. Notice of the time, place and agenda of special meetings shall be given to all members not less than 10 days prior to the meeting.

Section 3: The Board of Directors shall be required to call a special meeting of the membership upon the petition of at least ten percent of the voting members of the CCSA.

Section 4: The Board of Directors shall hold meetings on a regular basis during the year. Additional meetings can be held as needed. These meetings shall be open to general membership.

Section 5: The quorum for all properly convened regular or special meetings of the general membership shall consist of that number of members actually present.

Section 6: The quorum for all properly convened regular or special meetings of the Board of Directors shall consist of a majority of the board members.

Section 7: Decisions reached at general membership meetings shall be made by a majority of those members present and voting.

Section 8: The Board of Directors shall seek consensus in all decisions. Where consensus cannot be reached, decisions of the Board of Directors shall be made by a majority of those directors present and voting. The president shall not vote except in the case of a tie.

Section 9: The meetings of the membership and the Board of Directors shall utilize the following agenda, unless an alternative agenda is approved:

- Call to Order, Roll Call
- Approval of the agenda
- Approval of minutes of previous meeting
- Approval of financial reports
- Other reports
- Communications
- Old Business
- New Business
- General Discussion
- Adjournment

## **Article X-Committees**

Section 1: Committees may be established and discharged by the Board of Directors as appropriate to the purposes and objectives of the CCSA. Unless expressly stated, each committee shall be established on an ad hoc basis.

Section 2: Committee chairs and members shall be appointed by the president, subject to the advice and consent of the Board of Directors. The president and the vice president shall be ex officio members of all committees.

#### **Article XI-Administrative Procedures**

Section 1: The fiscal year of the CCSA shall commence September 1 each year and end the following August 31.