

CHAPTER CONSTITUTION & BYLAWS (Draft)

Article I - Name and Affiliation

1. Name. The name of this organization shall be: XXXXXXXXXXXXXXXXXXXXX a non-profit organization in the state of XXXXXX hereinafter referred to as the CHAPTER.

2. Affiliation. The CHAPTER shall maintain affiliation with the International Trombone Association, hereinafter referred to as the ASSOCIATION.

Article II - Governing Authority

1. Association. The International Trombone Association, hereinafter referred to as the ASSOCIATION, is incorporated under the laws of the state of Tennessee pursuant to Articles of Incorporation filed January 23, 1973. The provisions of this CHAPTER Constitution and Bylaws shall not be in conflict with the ASSOCIATION Constitution and Bylaws and Articles of Incorporation, and in the event they may be, the ASSOCIATION Constitution and Bylaws shall govern.

2. Chapter. The CHAPTER is under the "general supervision" of the ASSOCIATION in conformance with the ASSOCIATION'S mission as a nonprofit tax-exempt educational organization. Beyond that, the CHAPTER is an autonomous entity and is responsible for maintaining records in compliance with all applicable Federal, state and local laws and regulations, including tax laws.

Article III - Purpose

The purpose of the CHAPTER shall be to promote communications among trombonists; to improve the artistic level of performance, teaching and literature associated with the trombone family; and to function as a local clearing house for trombone related ideas and information.

Article IV - Limitations of CHAPTER Activity

Not-with-standing any other provision of this Constitution and Bylaws, the CHAPTER shall not conduct or carry out any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the U.S. Internal Revenue Code and its Regulations as they now exist or as they may be amended.

Article V - Fiscal and Membership Year

1. Fiscal Year. The fiscal year of the CHAPTER shall be the same as the fiscal year of the ASSOCIATION which is January 1 through December 31.

2. Membership Year. Membership in the CHAPTER shall also be concurrent with membership in the ASSOCIATION which is twelve months from receipt of membership application and payment.

Article VI - Amendment of the Constitution and Bylaws

1. ASSOCIATION Approval of Amendments. Any amendments made by new chapters to this Constitution and Bylaws must be approved by the ASSOCIATION Board before the CHAPTER becomes an official affiliate of the ASSOCIATION.

2. Proposing Amendments. Amendment of this Constitution and Bylaws may be proposed by a petition signed by five (5) or more members of the CHAPTER, or by a resolution of the CHAPTER Executive Committee.

3. Voting on Amendments. Within forty-five (45) days following the presentation of a petition to the CHAPTER Executive Committee, or by resolution of the Executive Committee to amend the Constitution and Bylaws, the proposed amendment(s), with a statement of the reasons therefore, shall be mailed by the Secretary to all members of the CHAPTER eligible to vote. Adoption of the amendment shall be decided by a majority of votes cast. The voting period shall be thirty days

following the mailing of the proposed amendment(s) by the Secretary. The Secretary shall inform the CHAPTER Executive Committee of the results of the vote within forty-five (45) days of the mailing.

4. Amendments by Recognized Chapters. Amendments to this Constitution and Bylaws by CHAPTERS officially recognized by the ASSOCIATION must be approved by the ASSOCIATION Board prior to implementation. Such amendments shall be submitted to members of the ASSOCIATION Board at least thirty (30) days prior to a regularly scheduled meeting of the ASSOCIATION Board.

BYLAWS

Article I - Membership

Membership in the CHAPTER is limited to individuals and organizations who are members of the ASSOCIATION. CHAPTER membership categories shall be Professional, Retired, Student, and Organization.

Article II - Officers

1. Officers. The officers of the CHAPTER shall be President, President Elect, Secretary, and Treasurer.

2. Elections. The President Elect, Secretary, and Treasurer shall be elected annually at the last meeting of the fiscal year. The President Elect shall automatically move to the position of President at the end of his/her term as President Elect. The officers shall take office on the first day of the new fiscal year.

3. Term of Office. Elections shall be held annually and officers shall hold office for the fiscal year as defined in the Constitution.

4. Nominating Committee. The President shall appoint three people to a Nominating Committee no later than October 31 of each year. The immediate Past President shall serve as the fourth member and shall serve as Chair. The Committee shall nominate at least one individual for each of the officer positions. The list of nominees, along with a written acceptance from each nominee shall be turned over to the Executive Committee at least thirty (30) days prior to the last meeting of the fiscal year. Nominations for any of the officer positions may also be made by members during the meeting at which the election is held, provided the individual nominated is present and accepts the nomination.

5. Succession and Appointments. If the President is unable to complete his/her term, the President Elect shall fill the President position for the remainder of the term and then serve his/her regular term as President. If any other officer is unable to complete his/her term, the vacancy shall be filled by appointment by the ranking officer of the CHAPTER. The ranking order for CHAPTER officers is President, President Elect, Secretary, and Treasurer.

Article III - Executive Committee

The CHAPTER Executive Committee shall consist of the current officers plus the immediate past President. The President shall serve as the Chair of the Executive Committee. The Executive Committee is responsible for conducting the affairs of the CHAPTER in accordance with the Constitution and Bylaws.

Article IV - Duties of the Officers

1. The President shall:

1. Preside at all meetings of the Executive Committee and the general membership.
2. Establish goals for his/her term of office, subject to the approval of the Executive Committee, and issue charges to officers and committees.
3. Coordinate the efforts of all officers and committee chairs.
4. Appoint individuals to committees subject to the approval of the Executive Committee.

5. Prepare and submit an annual report to the CHAPTER membership and to the Board of the ASSOCIATION.

6. Serve as a cosignatory authority with the Treasurer for all financial transactions of the CHAPTER.

7. At the end of his/her term of office, deliver to his/her successor, or the highest ranking officer, all books, records, and other CHAPTER property.

2. The President Elect shall:

1. Assume the duties of the President in his/her absence.

2. Serve as the Chair of the Program Committee and in an ex-officio capacity on all other committees.

3. At the end of his/her term of office, deliver to his/her successor, or the President, all books, records, and other CHAPTER property.

3. The Secretary shall:

1. Keep minutes of all Executive Committee and general membership meetings.

2. Keep an accurate list of CHAPTER members in consultation with the National Office of the ASSOCIATION.

3. Send out meeting notices at least ten days in advance of each meeting of the Executive Committee and the general membership.

4. At the end of his/her term of office, deliver to his/her successor, or the President, all books, records, and other CHAPTER property.

4. The Treasurer shall:

1. Serve as the financial officer of the CHAPTER and keep complete records of all monies received and disbursed.

2. Secure appropriate receipts for all money disbursed.

3. Maintain the bank account for the CHAPTER and serve as the cosignatory authority with the President for all financial transactions of the CHAPTER.

4. Make regular reports to the membership on the financial status of the CHAPTER and shall prepare an annual financial report that will become part of the President's annual report to the Executive Board of the ASSOCIATION.

5. At the end of his/her term of office, deliver to his/her successor, or the President, all books, records, money, and other CHAPTER property, and transfer signature authority on the CHAPTER bank account to the new Treasurer.

Article V - Committees

1. Standing Committees. The following standing committees may be appointed by the President with the approval of the Executive Committee:

1. Program. The Program Committee is chaired by the President Elect and is responsible for planning and conducting all general membership programs.

2. Membership. The Membership Committee is responsible planning and conducting membership promotion and retention campaigns.

3. Finance. The Finance Committee is responsible for soliciting local resources to support CHAPTER programs.

4. Communications. The Communications Committee is responsible for developing and distributing publications of the CHAPTER to CHAPTER members and the Executive Board of the ASSOCIATION.

2. Special Committees. The President, with the approval of the Executive Committee, may establish special committees as needed. These special committees shall be established for a specific length of time and will be dissolved when their function is no longer needed.

Article VI - Meetings

1. Regular Membership Meetings. A minimum of four meetings of the general membership of the CHAPTER shall be held each year. Dates and meeting places of regular meetings shall be determined by the Executive Committee.

2. Executive Committee Meetings. The Executive Committee shall hold at least six meetings each year at times and places designated by the President.

3. Special Meetings. Special meetings of the Executive Committee and/or the general membership may be called by the President or, upon the failure or refusal of the President to act, by any three members of the Executive Committee.

4. Quorums. At general membership meetings a majority of those present at a duly called meeting (notices sent out ten days prior to the meeting) shall constitute a quorum. At Executive Committee meetings a majority of the members (at least three of the five members) shall constitute a quorum.

5. Parliamentary Authority. Roberts Rules of Order (most recent edition) shall be the authority governing all matters of procedure not covered by the CHAPTER'S Constitution and Bylaws.

Article VII - Finance

1. Fiscal Year. The fiscal year shall be from January 1 through December 31.

2. Dues. CHAPTER membership fees shall be billed and collected by the CHAPTER on an annual basis. CHAPTER dues shall be computed as follows:

- * Professional - \$XXXX
- * Retired - \$XXXX
- * Student - \$XXXX
- * Organization - \$XXXX

3. Payables. All instruments for the payment of money by the CHAPTER shall be drawn in the name of the CHAPTER and shall be cosigned by the President and the Treasurer.

4. Compensation. Members of the CHAPTER Executive Committee shall not receive compensation in any form for services rendered in support of CHAPTER activities.

5. Reimbursement. Members of the CHAPTER Executive Committee may receive reimbursement for reasonable expenses related to the responsibilities of the office. All such expenses shall be approved in advance by the Executive Committee and payments shall be made only after the submission of appropriate vouchers and/or receipts.

Article VIII - Lobbying and Other Prohibited Activities

1. Lobbying. Neither the CHAPTER nor its officers, nor members of the CHAPTER, individual or as a group, shall engage in any attempt to influence the course of legislation, whether Federal, state or local, on behalf of, or as a representative of the ASSOCIATION in any nation or its subdivisions, by engaging in political activities, expenditures of funds, propaganda or by participating in any course of similar conduct on behalf of or as a representative of the ASSOCIATION.

2. Profit. The CHAPTER is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the CHAPTER shall inure, upon dissolution or otherwise, to the private benefit of any individual.

Article IX - Dissolution

On dissolution of the CHAPTER, the net assets remaining after payment of all debts shall revert to the ASSOCIATION within ninety days of dissolution, to be used for charitable and/or educational purposes under Section 501 (c)(3) of the U.S. Internal Revenue Code as it now exists or as it may be amended.