

BYLAWS OF THE INTERNATIONAL TROMBONE ASSOCIATION

ARTICLE I – NAME

Section 1. Name. The name of this association shall be the International Trombone Association, and hereafter referred to as “ITA,” or as the “Association.”

Section 2. Use of name and logo. The name or initials of the International Trombone Association, or the titles or names of official publications of the ITA, or the names of any of the affiliates of the ITA, or any logos or trademarks the ITA may adopt for use by the Association or any of its affiliates, or any logo that may tend to be confused with official names, titles, logos, or symbols of the ITA or its affiliates may not be used by individuals, groups, educational institutions, or businesses for any purpose unless approved by the ITA’s Executive Board.

ARTICLE II – PURPOSES

Section 1. Purpose of the Association. The purpose of the Association shall be to promote communication among trombonists around the world, to improve the artistic level of performance, teaching, scholarship, and literature associated with the trombone family, and to function as a clearing house for trombone-related ideas and information. The Association was established on June 2, 1972, at the Second Annual National Trombone Workshop (held in Nashville, Tennessee), was chartered in the State of Tennessee on September 28, 1972, and the charter was accepted by the Secretary of State of Tennessee on January 23, 1973. The Association is formed exclusively for educational, charitable purposes including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future tax code laws.

In pursuit of the general purposes of the Association, the Association, its affiliates, and members may:

- Support trombone festivals, regional meetings, and international meetings.
- Commission trombone compositions and offer competitions and prizes for musical works for solo trombone, trombone ensemble, and trombone in various mixed ensembles to encourage new works and make available worthy compositions that are not published.
- Encourage and promote the performance of solo, trombone ensemble, and chamber works which include trombone(s).
- Publish a journal at regular intervals.
- Aid composers and arrangers in understanding and effectively writing for trombone.
- Make suggestions and recommendations to instrument manufacturers.

- Present awards and recognition for distinctive service in the cause of the trombone to persons deemed worthy by the Association.
- Establish and administer various scholarship funds.
- Encourage communication among trombonists and assist in projects that benefit the needs of members.
- Encourage publishers to publish new works for trombone and to correct misprints in existing publications.
- Host an ITA website and communicate to trombonists worldwide via social media platforms.

The Association is neither required to pursue all the above nor to be limited to only the above so long as activities fit within the scope of the general purposes of the Association.

Section 2. Mission Statement. The ITA shall promote, nurture, and celebrate the trombone and trombone related activities.

Section 3. Diversity Statement. The ITA is committed to championing and celebrating diversity, equity, and inclusion throughout the world-wide community of trombonists in all its activities including its Journal, its sponsored events including the International Trombone Festival, its website and social media platforms, and its governance.

ARTICLE III – AFFILIATED ORGANIZATIONS AND RELATIONSHIPS

Section 1. Affiliated Organizations. A group of members of the Association may apply to the ITA’s Executive Board to organize an affiliated organization to be called a society or chapter of the ITA. Affiliated organizations may exist at local or national levels. A majority vote of the ITA Executive Board is required to approve the establishment of an ITA–affiliated organization. Upon approval by the ITA Executive Board, an organizational meeting of the affiliated organization shall be held within thirty (30) days to elect officers, and an appropriate report thereof made to the ITA Executive Board.

Section 1.1. Funding of affiliated organizations. Affiliated organizations may set their dues and activities. Affiliated organizations may apply to the International Trombone Association for funds to pursue the purposes and mission of the Association. If such funds are not used for the intended purposes within thirty (30) days, they shall immediately be returned to the Association.

Section 1.2. Authority and Powers. The authority and powers of each affiliated organization shall be limited by the Bylaws of the Association, by the acts of the ITA Executive Board, and by the following:

- Not less than a two-thirds vote of the membership of an affiliated organization shall be required for its dissolution.

- An affiliate charter designation is not transferable, and upon dissolution of an affiliated organization, its charter must be surrendered to the Association.

- No affiliated organization shall have the power to contract any financial obligations on behalf of the Association.

- All official correspondence of an affiliate organization shall include the statement, “an affiliated organization of the ITA.”

Section 2. Relationships. The Association shall endeavor to maintain a relationship with national music associations, national and international meetings and festivals of trombonists, and other music and educational associations.

ARTICLE IV – MEMBERSHIP AND DUES, FEES, AND GIFTS

Section 1. Membership

Section 1.1. Regular membership. Any person interested in any aspect of the trombone may become a regular member of the Association upon payment of the prescribed annual dues. Regular members shall have the privileges of participation in the activities of the Association, including the rights of voting and holding office, admission to General Meetings upon the member's compliance with registration requirements, and full membership benefits. Members who are 65 years of age or older qualify for a reduced annual dues payment and have all the benefits of regular members.

Section 1.2. Lifetime membership. Lifetime memberships may be offered periodically to the membership at large upon payment of prescribed dues. Lifetime members have the same rights and privileges as other regular members.

Section 1.3. Student membership. Any trombone student regularly enrolled in an accredited school, college, or university, who is not employed as a full-time trombonist or trombone teacher, or otherwise employed full-time, may become a student member of the Association upon payment of the prescribed annual dues. Student members shall have all the privileges of regular members except the right to hold office.

Section 1.4. Studio membership. Any member/student of a university, college, high school, or private teacher's trombone studio whose teacher/professor is an ITA member and whose studio has no fewer than eight (8) students may become a studio member of the Association upon payment of the prescribed annual dues. Studio members shall have all the privileges of student members.

Section 1.5. Honorary membership. Honorary membership and honorary life membership in the Association may be conferred by unanimous vote of the ITA Executive Board. Such membership

shall be granted to individuals in recognition of distinguished service and shall entitle said members to attend general meetings and functions of the Association and to receive a complimentary subscription to the ITA Journal. Honorary members shall not have the right to vote and hold office that are afforded to regular, student, studio, patron, and donor members.

Section 1.6. Patron and donor membership. Patron and donor membership shall be open to any individual, company, or firm upon payment of the prescribed annual dues. In the case of a company or firm, one person shall be designated as the ITA member representing the firm or company. Patron and donor members shall receive all the benefits of regular members and may receive other benefits and recognition as determined by the ITA Executive Board.

Section 1.7. Library membership. Library membership is open to any library upon payment of the prescribed annual dues. Library members shall not have the rights to vote and hold office that are afforded to regular, student, studio, patron, and donor members.

Section 1.8. Other types of membership. The ITA Executive Board may designate other types of membership in the Association that may or may not include the rights to vote and hold office that are afforded to regular, student, studio, patron, and donor members.

Section 2. Dues, fees, and gifts.

Section 2.1. The annual dues and procedure for payment thereof for regular membership, student membership, studio membership, patron membership, donor membership, and library membership, and the cost for lifetime membership shall be determined and may be changed from time to time by the ITA Executive Board.

Section 2.2. There shall be no dues for honorary members or honorary life members.

Section 2.3. All dues shall be placed in the operations account of the Association.

Section 2.4. Additional fees and assessments may be made to finance specific projects or as admission fees to certain activities including but not limited to competitions, concerts, lectures, demonstrations, exhibits, workshops, discussion groups, and social events.

Section 2.5. The Association may accept financial or other gifts which shall be used at the discretion of the Association to advance and support the purposes and mission of the Association.

ARTICLE V – GOVERNMENT

Section 1. Officers. The officers of the Association shall be a President, a First Vice President, a Second Vice President, the Immediate Past President, and a Secretary-Treasurer.

Section 1.1. Duties of Officers.

Section 1.1.a. President. The President shall chair the Board of Advisors and act as the official, public ambassador for the Association. The President, who had previously served a three-year term as First Vice President/President Elect, assumes the position of President for a three-year term upon the conclusion of the previous President's term. The President may not serve as a member of the ITA Executive Board and shall have no formal responsibilities. The President may attend ITA Executive Board meetings as a non-voting member.

Section 1.1.b. First Vice President. The First Vice President is the President Elect. The membership shall elect the First Vice President to a three-year term followed by a three-year term as President. The First Vice President may not serve as a member of the ITA Executive Board and shall have no formal responsibilities. The First Vice President may attend ITA Executive Board meetings as a non-voting member.

Section 1.1.c. Second Vice President. The membership shall elect the Second Vice President to a three-year term and may not serve as a member of the ITA Executive Board and shall have no formal responsibilities. The Second Vice President shall not normally attend meetings of the ITA Executive Board unless invited to do so.

Section 1.1.d. Immediate Past President. The Immediate Past President shall chair the Council of Past Presidents. The Immediate Past President may not serve as a member of the ITA Executive Board and shall have no formal responsibilities. The Immediate Past President shall not normally attend ITA Executive Board meetings unless invited to do so.

Section 1.1.e. Secretary-Treasurer. The Secretary-Treasurer shall be a member of the ITA Executive Board, shall be an ITA Executive Officer, and is appointed to the ITA Executive Board by the Board of Advisors. The Secretary-Treasurer shall be responsible for preparing and distributing the agenda and supporting materials for Executive Board meetings, taking and distributing minutes of Executive Board meetings, liaising between the ITA Committees and Councils to receive reports and inform them of relevant Executive Board decisions or requests, overseeing the financial management, fiscal policies and procedures of the association, and liaising with the Executive Director in the preparation of the annual budget.

Section 2. ITA Executive Board. The ITA Executive Board has ultimate responsibility for all the activities of the Association. The ITA Executive Board shall consist of five members. The Executive Board shall have three Executive Officers that include a Chair, a Vice-Chair, and a Secretary-Treasurer. Executive Officers are nominated by the Standing Committee on Governance and are appointed to staggered three-year terms by a vote of the ITA Board of Advisors. Terms of office for Executive Officers shall begin and end at the end of the annual ITA General Meeting. Executive Officers may be reappointed by the Standing Committee on Governance and a vote of the Board of Advisors upon expiration of their term. In addition to the three Executive Officers, the ITA Executive Board shall also consist of the current chair of the ITA Standing Committee on Governance, and the current chair of the ITA Advisory Council on Diversity. Two-thirds of the ITA Executive Board in attendance at meetings—whether in person or virtually—or responding by mail, fax, e-mail, or another communication format shall constitute a quorum with which to transact business. Decisions are made by a simple majority of

those voting. The ITA Executive Director shall normally attend meetings of the ITA Executive Board but shall have no voting rights.

Section 2.1. General Duties of the ITA Executive Board. The ITA Executive Board shall be responsible for the general program of activities of the Association and shall subscribe to the ITA's Conflict of Interest Policy.

The Executive Board's key responsibilities shall be:

- Oversee the implementation of the Association's day-to-day operations by the Executive Director.
- Prepare, monitor, and evaluate an annual plan for the Association.
- Review and approve all policies on behalf of the Association.
- Appoint all Standing Committee and Advisory Council chairs and members of Committees and Councils.
- Liaise and refer matters to the Advisory Councils, Standing Committees, or ad-hoc committees.
- Prepare and approve the ITA's budget in consultation with the Executive Director.
- Promote the Association's purpose and mission.
- Select and hire the Executive Director.
- Support the Executive Director and assess the Executive Director's performance.
- Ensure effective organizational planning.
- Ensure adequate resources to implement the Association's mission and purposes.
- Manage resources effectively.
- Determine, monitor, and strengthen the organization's programs and services.
- Enhance the organization's public standing.
- Ensure legal and ethical integrity and maintain accountability.

Section 2.2. Duties of ITA Executive Officers.

Section 2.2.a. Chair. The Chair of the ITA Executive Board shall chair meetings of the ITA Executive Board and the Annual General Meeting of the Association and shall sign all written contracts on behalf of the Association.

Section 2.2.b. Vice-Chair. The Vice-Chair of the ITA Executive Board shall support the Chair in fulfilling the Chair's responsibilities and shall assume the role of Chair of the Executive Board in the Chair's absence.

Section 2.2.c. Secretary-Treasurer. The duties of the Secretary-Treasurer are outlined in Article V, Section 1.1.e.

Section 2.3. Control of funds. The ITA Executive Board shall be notified of expenditures exceeding two thousand U.S. Dollars that are not provided for within the approved annual budget.

Section 3. Other Boards and Councils.

Section 3.1. ITA Board of Advisors. The Board of Advisors shall consist of not fewer than twelve (12) members which are elected to a three (3) year term by the ITA membership. In addition, the ITA President serves as the Chair of the Board of Advisors as per Article V, Section 1.1.a.

Section 3.2. ITA Council of Past Presidents. All Past Presidents of the Association shall automatically become members of the Council of Past Presidents after their term as ITA President ends. The Council is chaired by the Immediate Past President.

Section 3.3. ITA Student Council. The membership of the ITA Student Council shall be determined by the ITA Executive Board. Each Student Council member must be an ITA member. The Council shall elect its Chair which shall be approved by the ITA Executive Board.

Section 4. ITA Staff Positions, ITA Journal Staff Positions, and International Trombone Festival Staff Positions.

Section 4.1. Duties of the ITA Executive Director. The Executive Director, a salaried position, is appointed by and reports to the ITA Executive Board. The Executive Director shall be responsible for the overall administration and management of the Association.

Section 4.2. Duties of other ITA Staff, ITA Journal Staff, ITF Staff. A full staff listing will be kept current by the Executive Board/Executive Director and published in the ITA Journal and ITA website. All staff positions should have a list of duties on file.

Section 5. Standing committees. The standing committees of the Association shall be: Standing Committee on Audit/Finance, Standing Committee on Awards, Standing Committee on Commissions, Standing Committee on Competitions, and Standing Committee on Governance, and Standing Committee on the International Trombone Festival. The ITA Executive Board shall appoint members and Chairs of standing committees.

Section 5.1. Standing Committee on Audit/Finance.

Section 5.1.a. Standing Charge of the Standing Committee on Audit/Finance. The Standing Committee on Audit/Finance shall assist the ITA Executive Board with its financial oversight responsibilities of all the Association's activities. The key responsibilities of the Standing Committee on Audit/Finance shall be:

- To review the ITA budget income and expenditure accounts and balances.
- To recommend, for approval by the ITA Executive Board, a Certified Public Accountant to undertake an annual review of the Association's accounts, endowments, fiscal policies, and procedures.
- To review all grants, major capital expenditure and contracts regarding their fiscal implications.
- To oversee the integrity of the Association's financial accounting process and systems of internal controls regarding finance, accounting, and use of assets, and to evaluate and recommend fiscal policies and procedures for approval by the ITA Executive Board.
- To oversee the independence and performance of the independent auditors and ITA staff with finance responsibilities.
- To oversee and manage the ITA's endowment funds.

Section 5.1.b. Membership in the Standing Committee on Audit/Finance. The Standing Committee on Audit/Finance shall consist of three (3) members with experience in financial management who shall be appointed to the committee by the Executive Board.

The Executive Board's Secretary-Treasurer shall be a non-voting, ex-officio member of the Standing Committee on Audit/Finance. The Standing Committee on Audit/Finance Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the Association's independent auditors. The Audit/Finance Committee has the authority to retain, at the Association's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. All members of the Audit/Finance Committee shall be free from any relationship that would interfere with the exercise of his or her independent judgment.

Section 5.2. Standing Committee on Awards.

Section 5.2.a. Standing Charge of the Standing Committee on Awards. The Standing Committee on Awards shall oversee and facilitate the nomination, election, and presentation of the ITA Award, Neill Humfeld Award for Excellence in Trombone Teaching, the Orchestra Recognition Award, the Lifetime Achievement Award, and the Legacy Circle Award. The key responsibilities of the Standing Committee on Awards shall be:

- To prepare the policies and procedures, and selection criteria and selection process for each award. These policies and procedures, and selection criteria and selection process for award selection shall be approved by the ITA Executive Board.

- To manage all aspects of the annual nomination, election, and presentation process of ITA awards.

Section 5.2.b. Membership in the Standing Committee on Awards. The Standing Committee on Awards shall consist of three (3) members who collectively represent the diversity of the trombone community and the International Trombone Association who shall be appointed to the committee by the ITA Executive Board. The Committee shall include at least one (1) past recipient of the ITA Award or one (1) past recipient of the Neill Humfeld Award for Excellence in Trombone Teaching. An individual may not serve on the Standing Committee on Awards if that individual is a current nominee for the ITA Award, Neill Humfeld Excellence in Teaching Award, Lifetime Achievement Award, and/or Legacy Circle Award. Should a member of the Standing Committee on Awards be nominated for an award during one's tenure as a member of the Committee, the Committee member must recuse oneself from discussion and voting of said nomination or withdraw from consideration for the award/s.

Section 5.3. Standing Committee on Commissions.

Section 5.3.a. Standing Charge of the Standing Committee on Commissions. The Standing Committee on Commissions shall oversee and facilitate the selection of composers for any ITA commission. The key responsibilities of the Standing Committee on Commissions shall be:

- To annually prepare the selection criteria and selection policies and procedures for each commission for approval by the ITA Executive Board.

- To manage all aspects of the commissioning process.

- To recommend to the ITA Executive Board individuals or organizations the committee believes should be considered for an ITA Commission.

- To review, evaluate, and recommend the Association's commission policies and procedures for approval by the ITA Executive Board.

Section 5.3.b. Membership in the Standing Committee on Commissions. The Standing Committee on Commissions shall consist of three (3) members who shall be appointed to the committee by the Executive Board, and who collectively shall represent the diversity of the trombone community and the International Trombone Association.

Section 5.4. Standing Committee on Competitions.

Section 5.4.a. Standing Charge of the Standing Committee on Competitions. The Standing Committee on Competitions shall oversee all aspects of the ITA Solo and Ensemble Competitions. The key responsibilities of the Standing Committee on Competitions shall be:

- To prepare the rules, regulations, and judging procedures for each annual ITA competition for approval by the ITA Executive Board.
- To oversee all aspects of the competition process, which shall be managed by the Competitions Coordinator.
- To create and approve a list of suitable judges for each competition.

Section 5.4.b. Membership in the Standing Committee on Competitions. The Standing Committee on Competitions shall consist of three (3) members who shall be appointed to the committee by the Executive Board. The Competitions Coordinator shall be a non-voting, ex-officio member of the Committee.

Section 5.5. Standing Committee on Governance.

Section 5.5.a. Standing Charge of the Standing Committee on Governance. The Standing Committee on Governance shall oversee and facilitate the nomination and election of ITA Officers, ITA Executive Board Officers, and members of the Board of Advisors of the Association. The key responsibilities of the Standing Committee on Governance shall be:

- To prepare the election processes and procedures for all elected positions of the Association. These processes and procedures shall be approved by the ITA Executive Board.
- To oversee and manage all election processes and procedures.
- To nominate candidates for each of the Executive Officer positions of Chair, Vice-Chair, and Secretary-Treasurer to be voted on by the Board of Advisors.
- To assess the Executive Board's current composition and identify missing qualities and characteristics.
- To continuously cultivate new prospects for possible nomination to a position as an Executive Officer of the Executive Board.
- To develop job descriptions for the Executive Board's Executive Officers.
- To orient new Executive Board members regarding their responsibilities.
- To engage in regular assessment of the working and performance of the Executive Board and ensure that the board regularly engages in self-assessment.

- To engage in regular review and evaluation of the Association’s governance, elections, policies, and procedures.

Section 5.5.b. Membership in the Standing Committee on Governance. The Standing Committee on Governance shall consist of three (3) members who are appointed by the Executive Officers with the consent of a majority of the Board of Advisors. In addition, the Committee shall include one (1) ITA Executive Officer who shall serve as a non-voting, ex-officio member of the Committee. An individual may not be appointed to the Standing Committee on Governance if one is a current nominee for an elected position as an ITA Officer or member of the Board of Advisors. Should a member of the Standing Committee on Governance receive a nomination for a position as an ITA Officer or member of the Board of Advisors, the Committee member must resign from the Standing Committee on Governance or withdraw from consideration for the elected position.

Section 5.6. Standing Committee on the International Trombone Festival (ITF).

Section 5.6.a. Standing Charge of the Standing Committee on the International Trombone Festival (ITF). The Standing Committee on the International Trombone Festival shall oversee and implement planning and actions related to International Trombone Festivals. The Standing Committee on the International Trombone Festival shall have several components:

1). A three-member ITF Executive Committee that shall:

- Report regularly to the ITA Executive Board on matters relating to the International Trombone Festival
- Solicit applications for and select future International Trombone Festival sites and ITF hosts
- Set costs for the International Trombone Festival
- Hire International Trombone Festival Staff
- Communicate with the ITF Director on the planning and implementation of International Trombone Festivals

2). An ITF Advisory Committee that shall advise the ITF Executive Committee on various matters concerning the International Trombone Festival.

3). ITF Staff.

Section 5.6.b. Membership in the ITF Executive Committee of the Standing Committee on the International Trombone Festival. The ITF Executive Committee of the Standing Committee on the International Trombone Festival shall consist of three (3) members who are appointed by the ITA Executive Board with the consent of a majority of the Board of Advisors. It is recommended

that one (1) member of the ITA Executive Board shall be a member of the three (3) member ITF Executive Committee. One member of the ITF Executive Committee shall be appointed as the ITF Executive Committee Treasurer. The ITF Executive Committee shall report to the ITA Executive Board.

Section 5.6.c. Duties of International Trombone Festival Staff. The ITF Executive Committee shall appoint ITF Staff members to implement and oversee various tasks relating to International Trombone Festivals. These positions may include but are not limited to the following:

Section 5.6.c.1. International Trombone Festival Director. The International Trombone Festival Director, a salaried position, is appointed by and reports to the ITF Executive Committee. This appointment shall be approved by the ITA Executive Board. The ITF Director is responsible for creating a budget and overseeing financial aspects of the International Trombone Festival, coordinating ITF staffing needs, setting costs and fees for the ITF, and communicating with and coordinating work done by other ITF staff members. The ITF Director shall also appoint and chair a three (3)-person committee that selects ITF faculty, student ensembles, presenters, and composers. The appointments to this three (3)-person committee shall be approved by the ITF Executive Committee.

Section 5.6.c.2. International Trombone Festival Manager. The International Trombone Festival Manager, a salaried position, shall be appointed by and reports to the International Trombone Festival Director. This appointment shall be approved by the ITF Executive Committee. The International Trombone Festival Manager shall coordinate issues relating to the ITF site and facility, is responsible for organizing onsite visits for future ITF sites, communicates with exhibitors and advertisers (including accepting payments), coordinates with the ITF official hotel to book rooms, and selects and manages student workers.

Section 5.6.c.3. International Trombone Festival Assistant Manager. The International Trombone Festival Assistant Manager, a salaried position, shall be appointed by and reports to the International Trombone Festival Director. This appointment shall be approved by the ITF Executive Committee. The International Trombone Festival Assistant Manager is responsible for communicating with ITF artists including artist contracts, collects program information from ITF artists, presenters, and student ensembles, collects and distributes music as needed, schedules collaborative pianist rehearsals, t-shirt and poster design, and maintains the International Trombone Festival Host Handbook.

Section 5.6.c.4. International Trombone Festival Content, Promotions, and Social Media Director. The International Trombone Festival Content, Promotions, and Social Media Director, a salaried position, shall be appointed by and reports to the International Trombone Festival Director. This appointment shall be approved by the ITF Executive Committee. The International Trombone Festival Content, Promotions, and Social Media Director shall work with the ITF host and ITF host's site to create information to post on ITF media platforms, coordinate with the ITF Director to announce website updates, work with the ITF Digital Director to create, plan, and schedule social media content, create ITF participant engagement and giveaways, etc., create and implement a vision for growth of the ITF's online presence, serve as the presenter for ITF Youth Workshop videos and content, monitor and analyze daily ITF-related social media posts,

engagement, time of day, content, videos and photos, work with the ITF Director and ITF Digital Director to create a master mailing list for the monthly ITF email newsletter, and create regular, unique posts to ITF social media.

Section 5.6.c.5. International Trombone Festival Youth Workshop Director. The International Trombone Festival Youth Workshops Director, a salaried position, shall be appointed by and reports to the International Trombone Festival Director. This appointment shall be approved by the ITF Executive Committee. The International Trombone Festival Youth Workshops Director shall determine dormitory procedures for ITF Youth Workshop residents, formulates the ITF Youth Workshop schedule in coordination with the ITF Host and ITF Director and ITA Manager), assembles the ITF Youth Workshop curriculum, and manages all onsite ITF Youth Workshop matters including health forms, rights for music copying, and other policies and procedures.

Section 5.6.c.6. International Trombone Festival Composers Workshop Director. The International Trombone Festival Composers Workshop Director, a salaried position, shall be appointed by and reports to the International Trombone Festival Director. This appointment shall be approved by the ITF Executive Committee. The International Trombone Festival Composers Workshop Director shall publicize the ITF Composers workshop in conjunction with the ITF Content, Promotions, and Social Media Director, coordinate a committee for selecting composers and new compositions, scheduling events and communicating with ITF faculty and composers, oversee the selection, contact, and scheduling of performers, scheduling rehearsals and performances, and collecting and editing program information.

Section 5.6.c.7. International Trombone Festival Digital Director. The International Trombone Festival Digital Director, a salaried position, shall be appointed by and reports to the International Trombone Festival Director. This appointment shall be approved by the ITF Executive Committee. The International Trombone Festival Digital Director works with the ITF Content, Promotions, and Social Media Director to create, plan, and schedule social media content, communicate/consult with the ITF Executive Committee and ITF Staff on promoting publicity and media events, work with the ITF Director to manage a master mailing list for the monthly ITF email newsletter, serve as liaison between the ITF and the ITF video team, work with other ITF Staff to establish a social media schedule during the ITF, serve as the presenter for main ITF videos and content, assist in conducting live and pre-recorded ITF interviews, and serve as the first contact for future ITF hosts including supplying and distributing hosting application information and forms.

Section 5.6.c.8. International Trombone Festival Bookkeeper. The International Trombone Festival Bookkeeper, a salaried position, shall be appointed by the ITF Executive Committee Treasurer in consultation with the ITA Treasurer. The International Trombone Festival Bookkeeper reports to the ITF Executive Committee Treasurer. This appointment shall be approved by the ITF Executive Committee. The International Trombone Festival Bookkeeper shall regularly confer with the ITF Director to clarify budget and spending for bookkeeping purposes, monitor all ITF financial accounts, alert the ITF Director if any bookkeeping errors or inconsistencies are found, meet with the ITF Director at the end of each year to review ITF

budgets and records, forward an end of year ITF financial summary to the ITA Board of Directors for tax purposes, pay ITF bills and reconcile the ITF checking account.

Section 5.6.c.9. Other International Trombone Festival Staff positions. The ITF Executive Committee may appoint members to serve in other ITF staff positions. Such positions shall be non-salaried, and they shall report to the ITF Director. Additional salaried ITF Staff positions may be added with the approval of the ITA Executive Board. A full staff listing will be kept current by the Executive Board/Executive Director and published in the ITA Journal and ITA website. All staff positions should have a list of duties on file.

Section 5.7. General Guidelines for ITA Standing Committees.

Section 5.7.a. Role of ITA Standing Committees. Standing committees are formally constituted committees that function on an ongoing basis rather than for a finite task. ITA Standing Committees perform three main functions:

- Preparatory work leading to an Executive Board decision, e.g., developing policy options and recommendations for the consideration by the Executive Board.
- Carrying out specific tasks on behalf of the Executive Board.
- As a training ground for future Executive Board members.

Section 5.7.b. Membership in ITA Standing Committees. Each committee shall be composed of three (3) individuals except for the Standing Committee on Governance which shall be composed of five (5) members. One member of each Standing Committee shall be the Committee's Chair. Committee Chairs, appointed by the ITA Executive Board, shall serve a term of four (4) years. Committee members shall be appointed by the Executive Board, in consultation with each Committee's Chair. Committee members shall be appointed to four-year terms. All Standing Committee appointments are subject to renewal but should be considered as continuing unless the Executive Board decides otherwise.

As noted in Sections 7.1.b, 7.3.b, and 7.4.b, the Standing Committee on Audit/Finance, the Standing Committee on Competitions, and the Standing Committee on Governance, shall have ex-officio members. Ex-officio members participate in committee activities "by reason of office" rather than through election or appointment. The term "ex-officio" does not directly relate to the individual's ability to vote.

Section 5.7.c. Duties of ITA Standing Committee Chairs. The duties of ITA Standing Committee Chairs shall include:

- Working with the ITA Executive Board, Standing Committee members, and other key Association staff to plan the Committee's goals and strategies.
- Recommending and consulting with the Executive Board on committee member appointments.

- Leading committee meetings, including fostering discussion and creative thinking, analysis, and implementation of strategies to meet goals.
- Maintaining records and reporting on the progress of the committee.
- Evaluating the work performed by the committee and its members.

Section 5.7.d. ITA Standing Committee Reports and Evaluation. The Association’s Secretary-Treasurer is responsible for the management of Standing Committee organization and evaluation. Each Standing Committee Chair shall prepare an annual written report on the committee’s activities and present this to the Secretary-Treasurer by January 31 of each year. The report shall include a general review of the Standing Committee’s actions, evaluation of the Standing Committee’s work, and recommendations for future projects. When possible, the Standing Committee Chair shall present the report at the ITA General Meeting.

Section 6. Other committees. Other committees that shall serve the Association may be established at the discretion of the ITA Executive Board. These may include ad hoc committees, committees to support projects, and other positions of administrative function.

Section 7. Advisory councils. The advisory councils of the Association shall be: Advisory Council on Diversity, Advisory Council on Literature, Advisory Council on Pedagogy, Advisory Council on Performance, and Advisory Council on Research. The ITA Executive Board shall appoint members and Chairs of all advisory councils except the Council on Diversity. The Chair of the Council on Diversity shall be appointed by the ITA Executive Officers.

Section 7.1. Duties of ITA Advisory Councils.

Section 7.1.a. Advisory Council on Diversity. The Advisory Council on Diversity shall advise the ITA Executive Board on activities and actions that advance and uphold the Association’s commitment to diversity, as per Article II, Section 3.

Section 7.1.b. Advisory Council on Literature. The Advisory Council on Literature shall advise the ITA Executive Board on matters related to trombone literature and commissions.

Section 7.1.c. Advisory Council on Pedagogy. The Advisory Council on Pedagogy shall advise the ITA Executive Board on matters related to the art and science of teaching the trombone.

Section 7.1.d. Advisory Council on Performance. The Advisory Council on Performance shall advise the ITA Executive Board on matters related to trombone performance.

Section 7.1.e. Advisory Council on Research. The Advisory Council on Research shall advise the ITA Executive Board on matters related to research in all areas of trombone related activity.

Section 7.2. General Guidelines for ITA Advisory Councils.

Section 7.2.a. Role of ITA Advisory Councils. The key responsibilities of ITA Advisory Councils shall be:

- To advise the ITA Executive Board on matters relating to the Council’s specialist field.
- To recommend short, medium, and long-term goals and strategies relating to the Council’s specialist field for the benefit of the Association.
- To review, evaluate, and recommend policies relating to the Council’s specialist field for approval by the ITA Executive Board.
- To regularly recommend—and implement, with the approval of the Executive Board—projects to develop the Association’s activities in the Council’s specialist field.

Section 7.2.b. Membership in ITA Advisory Councils. Each council shall be composed of no fewer than five (5) individuals of whom one shall be the Chair. All council members and council Chairs shall be appointed by the ITA Executive Board except for the Chair of the Advisory Council on Diversity, who is appointed by the Executive Officers. Council members shall be appointed to four-year terms and may serve consecutive full terms.

Section 7.2.c. Duties of ITA Advisory Council Chairs. The duties of ITA Advisory Council Chairs shall include:

- Working with the ITA Executive Board, Advisory Council members, and other key Association staff to plan and implement the Council’s goals and strategies.
- Recommending and consulting with the ITA Executive Board on Advisory Council member appointments.
- Leading council meetings, including fostering discussion and creative thinking, analysis, and implementation of strategies to meet goals.
- Maintaining records and reporting to the Executive Board on the progress of the council.
- Evaluating the work performed by the Advisory Council and its members.

Section 7.2.d. Advisory Council Reports and Evaluation. Each Advisory Council Chair shall prepare an annual written report on the council’s activities for the ITA Executive Board. The report shall include a general review of the Advisory Council’s actions, evaluation of the Advisory Council’s work, and recommendations for future projects. Where possible, the Advisory Council Chair shall present an annual report at the ITA General Meeting.

Section 8. Legislative power. The legislative power of the Association shall be vested in the membership and the ITA Executive Board.

Section 9. Vacancies. Should an ITA Executive Officer fail to serve a full term due to resignation, death, or removal, the ITA Governance Committee shall present a new candidate for the position to the Board of Advisors for approval. This appointment to a partial term shall not be counted as a new Executive Officer's regular term of office. The First Vice President shall assume the position of President should the President fail to serve a full term due to resignation, death, or removal, and this service shall not be counted as the new President's regular term of office as President. The Second Vice President shall assume the position of First Vice President should the First Vice President fail to serve a full term due to resignation, death, or removal, and this service shall not be counted as the new First Vice President's regular term of office as First Vice President. Should both the President, the First Vice President, and Second Vice President be unable to fulfil the duties of their offices, the Board of Advisors shall appoint an interim President to fill the remainder of the previous President's term.

Section 10. Removal from office. The ITA Executive Board may, by a two-thirds vote, remove from office any ITA Executive Officer, staff member, or member of a standing committee or advisory council if, in its opinion, such member is ineffective or unable to fulfil the duties of the position or if effectiveness of the Association is impaired by an individual's continued service. A decision to remove an Executive Board member must be approved by the Board of Advisors.

ARTICLE VI – MEETINGS, ACTIVITIES, AND PUBLICATIONS

Section 1. Annual ITA General Meeting. The annual ITA General Meeting shall be held at a time and place—in person or virtually—designated by the ITA Executive Board, usually at the International Trombone Festival. The Secretary-Treasurer shall plan and be responsible for the agenda of this meeting. The Chair of the ITA Executive Board shall serve as parliamentarian for the general meeting.

Section 2. International Trombone Festival (ITF).

The International Trombone Festival (ITF) is an annual multi-day event that celebrates and showcases the trombone. ITF programming reflects a diverse sampling of trombone artists, teachers, and scholars, and musical styles as they are performed around the world. The ITF seeks to unite artists, pedagogues, composers, students, hobbyists, and enthusiasts under the common goal of appreciating, understanding, promoting, and celebrating the trombone and its history and literature. To this end, the ITF endeavors to:

- Celebrate and promote the diversity of the world-wide community of trombonists.
- Expand the audience for trombone music around the world.
- Promote, perform, and provide a platform for new and newly commissioned music for the trombone.
- Promote communication among trombonists around the world.

- Improve the artistic level of performance, teaching, scholarship, and literature associated with the trombone.

Section 3. Other meetings and activities. Other meetings and activities that further promote the purposes of the ITA may be called or initiated by the ITA Executive Board. The Executive Board shall meet at least once a year.

Section 4. Publications.

Section 4.1. International Trombone Association Journal.

The International Trombone Association Journal is the primary official publication of the Association. It shall publish news and information about the trombone and the activities of the Association.

Section 4.2. Other publications. Other publications, including but not limited to websites, social media platforms, bulletins, pamphlets, dictionaries, brochures, or books that further the mission of the ITA and promote the purposes of the Association as set forth in Article II of these Bylaws, may be published or established by the ITA Executive Board.

ARTICLE VII – FUNDS

Section 1. Monies received. Any monies received by the Association from any source shall be rendered to the designated ITA or ITF Bookkeeper and properly receipted. Under the direction of the Secretary-Treasurer, a professional review of all ITA accounts shall be conducted annually.

Section 2. Disbursement of funds. Funds of the Association shall be disbursed by the Executive Director in accordance with an annual budget approved by the ITA Executive Board.

Section 3. Financial statement. The Secretary-Treasurer shall draw up complete financial statements each year and submit them to the Association. The financial statements shall be presented at the annual ITA General Meeting and published in the ITA Journal and/or on the ITA Website.

ARTICLE VIII – QUORUMS

Section 1. Quorum of the ITA Executive Board. Four-fifths of the voting members of the ITA Executive Board in attendance at a meeting duly assembled—in person or virtually— Four-fifths of the voting members of the ITA Executive Board responding by mail, fax e-mail, or another communication format for the purpose of voting or undertaking any ITA business shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the ITA Executive Board, by the above, shall be an official act of the ITA Executive Board.

Section 2. Quorum of the membership. The members in attendance at a meeting duly sanctioned and assembled—in person or virtually—by the ITA Executive Board, or the members who respond to the Secretary-Treasurer or Executive Director by mail, fax, e-mail, or another

communication format for the purpose of voting or undertaking any ITA business, shall constitute a quorum for the transaction of business, and the act of a majority of the membership, present at such a meeting shall be an official act of the membership.

Section 3. Quorum of the ITA Board of Advisors. One half of the members of the ITA Board of Advisors at a meeting duly assembled—in person or virtually—or two-thirds of the members of the ITA Board of Advisors responding by mail, fax, e-mail or another communication format for the purpose of voting or undertaking any ITA business shall be necessary to constitute a quorum for the transaction of business and the act of a majority of the ITA Board of Advisors, by the above, shall be an official act of the ITA Board of Advisors.

ARTICLE IX – RULES OF ORDER

The current, authorized edition of *Roberts Rules of Order* shall govern all ITA General Meetings.

ARTICLE X – AMENDMENTS AND REVISIONS TO BYLAWS

Proposed amendments or revisions to these Bylaws may be made by any regular, student, studio, patron, or donor member of the Association. Such proposals shall be sent to the Chair of the ITA Standing Committee on Governance who, in turn, will submit the proposal to the full Standing Committee on Governance for discussion. The Standing Committee on Governance will consider the merits, legality, and practicality of the proposed amendment/revision and forward the proposed amendment and a summary of the Standing Committee on Governance’s discussion and its recommendations to the Executive Board. The Executive Board will then submit the proposed amendment/revision along with the Standing Committee on Governance’s summary discussion and recommendations to the ITA Officers and the Board of Advisors for discussion. Following discussion by the Executive Board, ITA Officers, and Board of Advisors, these Bylaws may be amended or revised by a two-thirds vote of the ITA Officers, ITA Executive Board, and Board of Advisors. The ITA Executive Board shall decide the time and location where a Bylaw amendment/revision vote shall take place. Notice of a meeting to consider amendments to or a revision of the Bylaws shall be given to the members of the Executive Board, ITA Officers, and Board of Advisors one (1) month before said meeting. The manner of a vote to amend the bylaws, whether at a meeting (in person) or a virtual meeting, shall be determined by the ITA Executive Board. Such vote may be held by the casting of ballots in person or by mail, fax, or a secure online voting platform.

ARTICLE XI – PRIVATE PROPERTY

The private property of individual members of this Association shall not be liable for Association debts.

ARTICLE XII – PRIVATE GAIN, POLITICAL ACTIVITY, AND RESPONSIBILITIES

Section 1. Private gain. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members or officers, or other private persons, except that the Association shall be authorized and empowered, by the ITA Executive Board, to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2. Political activity. No part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision in these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation recognized as exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Section 3. Responsibilities. The ITA, though it encourages the development of unique activities among its affiliates, is not responsible for the activities of its affiliates. It is the duty and responsibility of the officers, officials, and members of the affiliates to assume total responsibility for their activities.

ARTICLE XIII – CONFLICTS OF INTEREST

The approved ITA Conflict of Interest Policy and Annual Conflict of Interest Statement shall be signed annually or at the start of their term by all ITA Directors, Officers, Staff, Committee, and Advisory Council Members who have Executive Board delegated powers. The signed policy shall remain in effect until the end of an individual's term of office.

ARTICLE XIV – OTHER POLICIES AND PROCEDURES

The Executive Board shall, in consultation with the Standing Committee on Governance, develop such policies and procedures to ensure the legal and ethical governance of the Association's Officers, Staff, Committees, Advisory Councils, vendors, members, and others who may have occasion to work with, for, or alongside the Association and its activities. These may include but are not limited to:

- Affiliate Societies Policy
- Anti-Discrimination Policy
- Board Compensation Policy
- Borrowing Policy
- Capital Expenditure Policy
- Check Signing and Withdrawal of funds Policy
- Executive Board Policy (Code of Ethics)
- Confidentiality Policy
- Conflict of Interest Statement
- Conflict of Interest Policy
- Document Destruction

- Emergency Media Policy
- Endowment Policy
- Expense Reimbursement Policy
- General Ethics Policy
- Gift Acceptance Policy
- Grievance Policy
- Indemnification Policy
- Investment Policy
- ITA Publication Guidelines
- Links Policy
- Media Policy
- Online Advertising Policy
- Privacy Policy
- Risk Management Policy
- Sexual Harassment Policy
- Software Piracy Policy
- Spending Policy
- Whistleblower Policy

All such policies and procedures shall be made publicly available on the Association's website.

ARTICLE XV – DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved under Tennessee Code § 48-64-10. Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

Approved by the Executive Board of the International Trombone Association on June 3, 2023.