

Bylaws
of the
American Harp Society, Inc.
June 30, 2016

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ARTICLE I - ORGANIZATION

Section 1.

The name of the organization shall be the American Harp Society, Inc., and hereinafter referred to as the Society.

Section 2.

The Certificate of Incorporation was filed on the 17th day of April, 1962, in the office of the Secretary of State of New York. The Society is incorporated under the laws of the State of New York as a non-profit membership organization.

ARTICLE II - MISSION AND PURPOSE

Section 1.

The mission of the American Harp Society is to celebrate our legacy, inspire excellence, and empower the next generation of harpists.

Section 2.

The Society exists to cultivate, promote, and sustain the harp and its history; to provide inspiration for and resources to programs that support the mission of the Society, and to foster an appreciation for the rich legacy of and future possibilities for the harp.

ARTICLE III - MEMBERSHIP

Section 1.

Membership in the Society shall be open.

Section 2.

Membership in the Society will be divided into two (2) categories. Dues paying members will be designated as Voting (“*active*”) members. Non-voting (“*honorary*”) memberships may be conferred by the Board of Directors on recommendation of the Executive Committee. Non-voting members are entitled to all of the privileges of the Society except voting and holding elected office (see *Article IV, Governance*).

Section 3.

Voting (“*active*”) membership shall continue so long as dues are paid. Failure to pay the dues associated with the various levels of membership will result in the Voting Membership being discontinued.

Section 4.

Voting (“*active*”) members are eligible to participate in all national elections, vote at all membership meetings of the Society, all meetings of the Chapters to which they belong, and to hold elected office within the Society.

ARTICLE IV - GOVERNANCE

The governance of the Society is entrusted to the elected representatives: the Officers, Executive Committee, and Board of Directors. The elected representation is responsible for discharging the mission and purpose of the Society to the benefit of the membership by promoting programming that benefits the membership; responsible stewardship of Society funds and property; and for determining Society policy.

Section 1. Board of Directors

A. The Board of Directors shall consist of Regional, as defined in *Article VI, Regions* of these Bylaws, and At-Large directors. Up to one-third of the Directors shall be elected annually in accordance with the procedures governing voting, included in *Article VIII, Elections* of these Bylaws.

B. Representation to the Board of Directors shall be from among the Voting (*active*) Membership.

C. The regular term of office for Directors shall be three years. Directors may serve no more than two consecutive terms. By vote of the Board and/or Executive Committee, a vacancy on the Board may be filled for the unexpired term only. A Director who fills a vacancy for one-half term or more shall be considered to have served a full term.

D. Elected representatives of the Society serve without remuneration. Authorized reasonable out-of-pocket expenses on behalf of the Society shall be reimbursed.

E. Qualified persons, including those persons contracted to assist in the daily activities of the society, may also be invited by the Board of Directors to attend and participate in meetings of the Executive Committee, Board of Directors or any committees thereof in an advisory capacity.

F. The Board, by a two-thirds vote, may remove from office any Officer or Director who is unable to attend meetings or perform the duties of the office when, in the opinion of the Board, the effectiveness of the Society is impaired.

Section 2. Officers

A. The officers of the Society shall be a President, First Vice-President, Second Vice-President, Treasurer, Secretary and Chairman of the Board. Officers are elected from among the membership of the Board of Directors.

B. Officers shall be elected to serve two-year terms or until their successors are elected.

C. The President and Chairman of the Board may serve no more than two consecutive terms in office. Officers other than the President and Chairman of the Board may be re-elected to office in accordance with their eligibility as determined in *Article IV, Section 1.C Board of Directors*.

D. Except as succession in office is provided for in sections B and C, above, a vacancy in an office shall be filled by election from among the eligible members of the Board of Directors. An officer so elected shall serve out the original term of office.

Section 3. Executive Committee

A. The function of the Executive Committee is to manage the affairs of the Society between meetings of the Board of Directors, and to recommend to the Board those actions that support, enhance, promote, and advance the agenda of the Board of Directors.

B. Membership of the Executive Committee consists of the President, First Vice-President, Second Vice-President, Treasurer, Secretary, Chairman of the Board, and three *at-large* members chosen from among the membership of the Board. The at-large members are chosen by the Chairman in consultation with the President. The three designated members of the Executive Committee shall serve a one year term or until their successors are designated, renewable at the discretion of the Chairman of the Board, in consultation with the President.

C. The Executive Committee acts on behalf of the Board. The actions of the Executive Committee are reviewed annually by the Board of Directors.

ARTICLE V - MEETINGS AND COMMITTEES

All official business of the Society is to be conducted through meetings following the policies and procedures as outlined in *American Harp Society, Inc. Policies and Procedures, Section V, Meetings*. The Society holds one (1) meeting every year, called the Annual Membership meeting, for the purpose of informing the general membership about the activities of the Board of Directors and Executive Committee since the last meeting; approval of the annual report(s) from the Board of Directors, and for conducting such other business as is required. The Board of Directors, the Executive Committee, Standing Committees, ad-hoc committees, Regional and Chapter committees are encouraged to meet regularly, or as often as business may require.

Section 1.

Any voting member or active chapter may propose new business to the Board of Directors and/or Executive Committee. See *American Harp Society, Inc. Policies and Procedures, Section V, Meetings*.

Section 2. Annual Membership Meeting

A. The Society shall hold an Annual Membership meeting to conduct such business as may be referred to the membership by the Board of Directors and/or the Executive Committee.

B. The Board of Directors and/or Executive Committee shall determine the date, time, and place of the Annual Membership meeting.

C. Notification of the Annual Membership meeting shall be given in both published and electronic media communication.

D. Each active member may vote in person or by proxy, except for the election of the Board of Directors, which shall be conducted as provided in *Article VIII, Section 2* of these Bylaws.

E. Voting procedures for the Annual Membership meeting will be followed in accordance with the procedures governing voting, included in *Article VIII, Elections* of these Bylaws.

Section 3. Special Meetings

Special meetings of the membership of the Society, for any purpose or purposes, may be called by the President, or any Vice-President, or by resolution of the Board of Directors or Executive Committee, and shall be held on such date and at such place as shall be fixed by the person(s) calling the meeting, and shall be stated in the notice of the meeting. Notice of a special meeting shall also state the purpose for which the meeting is called. Notice of a Special Meeting shall be given not less than ten nor more than forty days before the Meeting to each member entitled to vote at such a meeting.

Section 4. Advisory Committees

A. Ongoing Committees

The Society shall maintain ongoing committees as outlined below, to be appointed from among the voting membership. The duties of these committees are outlined in *American Harp Society Policies and Procedures, Section V, Meetings and Committees*.

- 1) Chapter
- 2) Financial Investment and Advisory
- 3) Governance
- 4) Membership
- 5) Nominations

B. Ad-hoc committees may be appointed as needed by the President, with the approval of the Board of Directors and/or Executive Committee.

Section 5. Quorums

A. The quorum for all meetings of the Board shall be one-half (1/2) of the Board members.

B. The quorum of the Executive Committee shall be five (5) members.

ARTICLE VI - REGIONS

Section 1.

The Board of Directors shall divide the United States into an appropriate number of [but not less than six (6)] areas to be known as Regions, which shall be identified by appropriate designations.

Section 2.

Voting members residing within each of the designated regions will elect a regional representative (Regional Director) to the Board of Directors in accordance with the election and voting procedures outlined in *Article VIII, Elections* of these Bylaws.

ARTICLE VII - CHAPTERS

The Society shall encourage the formation of chapters, for the purposes of furthering the mission of the Society

Section 1. Chartering a Chapter

- A. Six (6) Voting members of the Society may apply in writing to organize a chapter.
- B. The Application to Charter a chapter may be found in the *American Harp Society, Inc. Policies and Procedures*.
- C. Upon authorization by the Board of Directors and/or the Executive Committee, a charter will be granted and the chapter is considered active.
- D. Charters may be withdrawn by the Board of Directors in the interest of the Society.

Section 2. Governing Documents

- A. Prospective chapters by their applications shall agree to subscribe to the Bylaws of the Society.
- B. Chapters shall adopt bylaws consistent with the Bylaws of the Society. Chapters shall elect such officers as may be necessary or desirable, but not less than a President, a Vice-President, and a Secretary-Treasurer.

Section 3. Membership

All active members of the Society are eligible for membership in local chapters. Active membership in local chapters is contingent upon payment of such dues as are assessed by the chapters.

ARTICLE VIII - ELECTIONS

Section 1.

Administration of the business of the Society is done through elected representation at the local, regional, and national levels.

Section 2.

Representation to the Board of Directors is done through annual elections. Directors-At-Large are elected by the membership at large; Regional Directors are elected by the members in the various regions.

Section 3.

Eligibility to serve as an elected representative is outlined in *Article III, Membership, Section 4, Voting (“active”) members*.

Section 4.

The Nominating Committee (*Article V, Sec. 3, A Standing Committees*) is charged with the responsibility of implementing the voting and election procedures outlined in *American Harp Society, Inc. Policies and Procedures, Section VIII, Elections*.

ARTICLE IX - PARLIAMENTARY PROCEDURE

The Society shall be governed by the rules contained in the most current edition of *Robert’s Rules of Order* in all cases in which said rules are applicable and in which they are consistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE X - AMENDING THE BYLAWS

Section 1.

These Bylaws may be adopted, amended, or repealed by a vote of eligible members, or by the Board of Directors.

Section 2.

Amendments may be proposed by the Board of Directors or by the Executive Committee, or by a proposal signed by at least five (5) percent of the eligible voting membership of the Society.

Section 3.

The proposed amendment shall be adopted upon receipt of at least two-thirds of the votes that are cast.

ARTICLE XI - CONFLICT OF INTEREST

Any person serving as an elected representative of the Society is required to disclose a conflict or potential conflict of interest that may be at odds with the charitable purposes of the Society. The complete Conflict of Interest Policy is found in the *American Harp Society, Inc. Policies and Procedures, Section XI, Conflict of Interest*.

ARTICLE XII - DISSOLUTION

It is hereby provided that if, in the event of dissolution of this corporation, there shall be any property remaining after the payment or satisfaction in full of all just claims and demands against the corporation, or the retention of monies for such purpose, such property shall, unless otherwise ordered by the Supreme Court pursuant to the provisions of the Membership Corporations Law, be distributed to an organization or organizations which qualify as 'exempt organizations' under Section 501(c)(3) of the Internal Revenue Code.