

AMERICAN VIOLA SOCIETY, INCORPORATED

CONSTITUTION

June 28, 2016

ARTICLE I: NAME

The name of the corporation shall be the **American Viola Society** (the "Society"). The Society, incorporated in New York in 1971 shall function independently.

ARTICLE II: MISSION STATEMENT:

The American Viola Society is a nonprofit organization of viola enthusiasts, including students, performers, teachers, scholars, composers, makers, and friends, who seek to encourage excellence in performance, pedagogy, research, composition, and lutherie. United in our commitment to promote the viola and its related activities, the AVS fosters communication and friendship among violists of all skill levels, ages, nationalities, and backgrounds.

ARTICLE III: MEMBERSHIP

Section 1: Membership in the Society shall be open to any individual or institution interested in furthering the purposes of the Society.

Section 2: The Society shall consist of the following membership categories: Regular, Student, Emeritus, Joint Canadian/AVS, Dual AVS/Canadian, Institutional, International, International Student, Honorary, and Complimentary. Only Regular and Joint Canadian/AVS members who hold U.S. citizenship and/or are U.S. residents shall be eligible to hold office or serve on the Board. All members shall pay dues as set forth in Article III, Section 3 except those in Complimentary and Honorary status.

A. Regular members are people who reside in the United States.

B. Student members who join the society shall be students in residence in any accredited U.S. educational institution or be under the age of 18. Their rights and responsibilities shall be the same as those of regular members.

C. Emeritus members shall be persons who have been regular members for at least eight years, who have passed their 65th birthday, and who choose to be classified as emeritus members. They shall retain all rights and privileges of regular members.

D. Joint AVS/CVS (Canadian Viola Society) members are people who hold **U. S. citizenship** and wish to participate in the activities of the Canadian Viola Society.

They will pay their yearly dues to the AVS and the AVS will send an agreed portion of their dues to the CVS.

E. Dual CVS/AVS members are people who hold **Canadian citizenship** and wish to participate in the activities of the American Viola Society. They will pay their yearly dues to the Canadian Viola Society and the CVS will then remit an agreed portion of these dues to the AVS.

F. Institutional membership is available to libraries and businesses interested in furthering the purposes of the Society when they pay regular membership dues. Their representatives are not eligible to hold office.

G. International and International Student members consist of people who live outside the United States.

H. Honorary Membership is an extremely high award bestowed by the Executive Board upon viola enthusiasts of long standing who have made outstanding contributions to the stated objectives of the Society. Honorary Membership must be approved by a two thirds majority of the Executive Board.

I. Complimentary membership may be gifted by the Board to unique friends of the Society.

Section 3: Dues

A. The rate of annual dues for each class of membership shall be fixed by the Executive Board and is payable at the start of the individual's membership term. Any member not current in dues shall be suspended from membership in the Society.

B. Dues shall be payable upon application for membership and will be billed on an annual basis on the same date as the original membership application. Payment of dues on a timely basis will insure that members receive all issues of the *Journal of the American Viola Society* (the "JAVS") that are issued during the period of their membership.

ARTICLE IV: OFFICERS

Section 1: The Officers of the Society shall number five.

A. The **President**, except where otherwise directed by the Executive Board, shall be the Chief Executive officer of the Society and shall preside at all meetings, conduct the general management of the affairs of the Society, and execute bonds, mortgages, and other contracts which require the seal of the Society (when and if authorized by the Executive Board, and when so affixed the seal shall be attested by the signature of either the Treasurer or the Secretary).

The President shall be responsible for maintaining liaison between the Executive Board, regional chapters, and sister societies and shall perform all duties incidental to the office and such other duties as may be delegated by the Executive Board. **The President may appoint persons with special expertise as non-voting advisors to the President and the Executive Board and whose term will run concurrently with that of the appointing President.** A member is eligible for election to the office of AVS President upon having completed three years experience as an officer or Board member within the last nine years as of the date assuming office.

B. The **President-Elect**, during the absence, incapacity, or disability of the President, shall exercise all the functions of the President and, when so acting, shall have the powers of the President and shall be subject to all the duties of and restrictions upon the President. In the event that the Office of the President becomes vacant before the conclusion of the elected term, the President-Elect shall succeed to that office. The President-Elect shall also have other powers and discharge other such duties as assigned that office by the Executive Board. At the end of their three year term of office, the President-Elect will automatically assume the office of President for a three year term. A member is eligible for election to the office of AVS President-Elect upon having completed three years experience as an officer or Board member within the last nine years as of the date assuming office.

C. At the end of their term of office, each outgoing President will **serve a one-year term as Past President**, acting as a counselor to the new President and members of the Executive Board for one full year after the date that a new President takes office.

D. The **Treasurer** shall have the care and custody of all the funds and securities of the Society and shall deposit funds in the name of the Society in a bank or trust company selected by the Executive Board. The Treasurer shall sign all checks, drafts, notes, and orders for payment of money and shall pay out and dispose of funds when authorized by the Executive Board and shall keep full and accurate accounts of receipts and disbursements which shall be posted to the books of the Society. The Treasurer shall render to the President and Executive Board whenever they may require an account of transactions and of the financial condition of the Society. The Treasurer shall prepare the annual budget of the Society for approval by the Executive Board and shall dispose of funds as provided by the budget or as authorized by the Executive Board. Checks amounting to more than \$500.00 shall be signed by the Treasurer and countersigned by any other officer. The Treasurer shall be bonded at the expense of the Society in an amount to be determined by the Executive Board.

E. The **Secretary** shall attend to such correspondence as may be assigned, shall keep the minutes of the meetings of members and the Board of Directors, oversee membership records, chair the Membership Committee and perform all other duties incidental to the office not performed by the General Manager. Also, if not attended to by the General Manager, the Secretary shall attend to the giving and serving of notices on behalf of the Society and shall be in charge of books, records, and papers of the Society as the Board may direct. The Secretary shall also administer the elections and balloting electronically or by mail, except in the case when he/she is running for re-election, in which case the Chair of the Nominations Committee shall administer by mail or electronically elections and balloting.

Section 2: Terms of Office: The President, President-Elect and the 12 at-large Board members shall serve for terms of **three years** or until their successors are elected. The Secretary and Treasurer shall serve for terms of **four years** or until their successors are elected. The terms of newly elected Executive Board members shall begin on July 1st of the year in which they are elected, with elections of said officers to be conducted in the first half of that year. Except for the Secretary and Treasurer, officers may not be elected to succeed themselves. Any office vacated in the course of a term, aside from that of **President**, may be filled by the Executive Board until the next term begins. The **JAVS** Editor's and the Webmaster's memberships on the Executive Board shall be concurrent with the tenure of their appointments as editor and webmaster.

Section 3: The **chair of the Nominations Committee, appointed by the President**, shall present in each election year a double bill (slate) of a minimum of two candidates **for officers of the Society and at-large members of the Executive Board**. Recommendations from the voting members of the Society may be sent directly to the committee. Regarding the posts of Secretary and Treasurer, the Executive Board may decide to present only one candidate provided the candidate has already served at least one year in the same post. During the election year the slate of officer and at large Board candidates shall be mailed to the voting members of the Society in the form of a printed and/or electronic ballot at least two months before the meeting of the Society. Officers shall be elected by a majority vote cast in sealed envelopes and/or in secure online voting. To ensure the confidentiality of each ballot, the elections ballot shall include two return envelopes. One will be pre-printed with the name and return address of the voter by which means the status of the voter will be verified against the membership rolls, the second one will be blank. The ballot is placed in the blank envelope, which in turn is placed in the return envelope.

ARTICLE V: EXECUTIVE BOARD

Section 1: The Executive Board shall consist of 12 members-at-large, the four elected officers specified in Article IV, the Past President, the current **JAVS** Editor, the current **AVS** Webmaster, and the current **PIVC** Director as Board appointees (Article V, sections 5, 6 and 7 below). Members-at-large shall be elected by a majority vote cast

and tabulated as set forth in Article IV, Section 3. Members-at-large may succeed themselves for no more than a second consecutive term. No person shall hold more than one national elective office in the Society concurrently.

Section 2: The terms of the Executive Board members-at-large shall overlap so that four will retire and four will be added every year. Newly elected board members shall assume office on July 1st following an election held in the first part of the year. Any position of an at-large board member that is vacated in the course of a term may be filled by Presidential appointment until the term expires.

Section 3: Meetings of the Executive Board shall be called by the President, by the Secretary whenever directed by the President, by the Executive Board, or by four members thereof. Individual officers and Board members will receive notice of the time and place of such meetings at least 14 days in advance.

Section 4: Chairmanship and Quorum. The President shall serve as Chairman of the Executive Board. In the absence of the President, the chairmanship shall devolve upon the succeeding officer who is present in the following order: President-Elect, Secretary, Treasurer. Decisions shall be by simple majority vote of the directors present unless otherwise provided by **this constitution** or by **the laws of the State where the AVS is incorporated**. A quorum of the Executive Board shall be **eight voting members** and must include at least two officers. The President and Secretary shall be empowered to act in emergencies, subject to the earliest possible ratification by the Executive Board.

Section 5: JAVS Editor. The Editor of the *JAVS* shall be appointed by the Executive Board for a four-year term in office and will be eligible for reappointment. The appointee shall also serve as a voting member of the AVS Executive Board throughout his/her tenure as Editor. The Editor shall receive such compensation as the Board may determine. The Board shall also appoint any additional publication editors to positions that may be created by the Society.

Section 6: AVS Webmaster. The Webmaster of the AVS website shall be appointed by the Executive Board for a four-year term in office and will be eligible for reappointment. The appointee shall also serve as a voting member of the Executive Board throughout his/her tenure as Webmaster. The Webmaster shall receive such compensation as the Board may determine.

Section 7: Primrose International Viola Competition Director. The Director of the Primrose International Viola Competition shall be appointed by the Executive Board for each specific competition and may be eligible for reappointment. The appointee shall also serve as a voting member of the Executive Board throughout his/her tenure as PIVC Director. The PIVC Director shall receive such compensation as the Board may determine.

Section 8: After July 1st, 2015, the board appointed positions of *JAVS* Editor, AVS Webmaster, and PIVC Director cannot be held concurrently with an officer position on the AVS Executive Board.

Section 9: Action of the Executive Board without a meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

ARTICLE VI: COMMITTEES

Section 1: Except when otherwise stipulated in this Constitution, the President of the Society shall appoint chairpersons and members of committees as necessary and shall himself be an *ex officio* member of all committees **except the Nominating Committee**. Committees shall consist of no fewer than three members. Terms of members of all committees shall be one year unless otherwise specified in the appointment.

Section 2: The committees of the Society shall include **Executive, Nominating, Congress, Primrose International Viola Competition, Publication, Finance, Membership, Awards, Technology, and By-Laws**.

- A. The elected four officers of the Society plus the Past President shall constitute an Executive Committee to conduct urgent business of the Society between meetings of the Executive Board.
- B. The Nominating Committee, appointed by the President, shall consist of at least three AVS Board Members (excepting the President) charged to prepare a slate of officers as described in Article IV, Section 3.
- C. The Congress Committee, in conjunction with the Society President or their appointed representative, shall assist the Congress host and the host institution Program Committee in preparation of the North American Congress.
- D. Primrose International Viola Competition Committee members shall assist the appointed director in the preparation of publicity, in the selection of competition repertoire, and in any way they are able to help plan the event.
- E. The Publications Committee shall make recommendations to the Executive Board for special publications (other than the **JAVS**) that are authorized by the Executive Board, shall assign editorial responsibility, and shall collaborate in the execution of all business in connection with their manufacture and distribution. The Publications Committee shall also present to the Executive Board at an annual meeting a one-year review of the appointment of a new *JAVS* Editor.

F. The Finance Committee shall consist of the Treasurer, who shall be chairperson of the committee, plus at least two other members of the Executive Board. No individual who is paid for services by the Society shall serve on the Finance Committee. The Finance Committee shall be charged with any and all financial matters relating to the Society.

G. The Membership Committee shall work with the Board member in charge. They will advise and assist this person in the growth of Society membership as well as assist with maintaining communication with said membership through AVS chapter leaders.

H. The Awards Committee shall select from an appropriate list of nominees the recipients of the Founders Award, the Maurice W. Riley Viola Award, and make recommendations to the Executive Board for Honorary Membership, Congress Dedication and Career Achievement, which are chosen by that body. The Awards Committee will follow Guidelines for Awards approved and adopted by the Executive Board.

I. The Technology Committee shall explore any advance in technology that will be of value to the Society and the meeting of its objectives. The Technology Committee shall also present to the Executive Board at an annual meeting a one- year review of the appointment of a new AVS Webmaster.

J. The By-Laws Committee will be responsible for keeping the ratified Constitution of the Society, otherwise known as the By-Laws, current with changes in the Society's needs and functions. It will conduct at least a biennial review of the By-Laws and recommend updates as required to the Executive Board for review and for Society membership ratification.

Section 3: With the approval of the Executive Board, the President may remove members of the committees.

ARTICLE VII: PUBLICATIONS

The official publication of the Society shall be the ***Journal of the American Viola Society (JAVS)***. This and any additional publications will be controlled by the Executive Board and the Publications Committee.

ARTICLE VIII: SOCIETY MEMBERSHIP MEETINGS

Section 1: A meeting of members shall take place during every congress held in North America. Twenty or more members of the Society participating at each meeting shall constitute a quorum. The Executive Board shall meet annually.

Section 2: At or prior to both a national membership meeting and the annual Executive Board meeting, the Officers shall present an Annual Report which will include the following information:

A. Assets and liabilities.

B. The Society's receipts, both unrestricted and restricted to particular purposes, during the years immediately preceding the date of the report.

C. The Society's disbursements, for both general and restricted purposes, during the years immediately preceding the date of the report.

D. The Membership Status Report, including the gains and losses in the years between meetings and a statement regarding where a copy of the current AVS membership/ mailing list could be obtained.

Section 3: The **Annual Report** must be verified by the President and Treasurer and filed with the records of the Society. An abstract shall be entered in the minutes of the annual meeting.

Section 4: Special meetings of members may be called on a petition of twenty percent of the members of the Society.

Section 5: The membership may initiate proposals of any kind concerning the affairs of the Society to the Executive Board through (1) a majority vote or a vote of one hundred or more members of any membership category at a national or special meeting, or (2) by petition, signed by one hundred or more members of any membership category. Should such a proposal not be adopted by the Executive Board, it shall be referred to the membership for resolution by means of secure online voting and/or a mail ballot.

ARTICLE IX: CHAPTERS

Section 1: A group of ten (10) or more members of the Society may apply to the Secretary for recognition as a chapter of the Society.

Section 2: Regulations governing chapters.

A. Meetings. Chapters shall schedule their own meetings and elect officers, including a chairperson and a Secretary or Secretary/Treasurer.

B. All chapters shall require their members to hold AVS membership and be in compliance with AVS Chapter policies including IRS guidelines.

C. Publications. All publications bearing the name of the American Viola Society must be approved by the Executive Board of the AVS.

D. Guidelines or By-Laws. Each chapter shall adopt its own Guidelines or By-Laws in consonance with the Certificate of Incorporation and Constitution of the Society. The document should include:

- 1) the chapter's boundaries as determined by the Executive Board;
- 2) the eligibility and duties of chapter officers and the method of replacing them;
- 3) the procedures for electing officers;
- 4) the procedures for transacting business;
- 5) the provisions for chapter meetings;
- 6) the nature and method for financial operations;
- 7) regular services, such as newsletters and directories;
- 8) procedures for changing the Guidelines or By-Laws of the chapter.

E. Grants. The executive board may make or authorize money grants to chapters that (1) have current officer information on file with the AVS.

F. Action of Chapters. No action of a chapter shall be considered an action of the Society unless approved by the Executive Board.

Section 3. Viola organizations that do not wish to be official chapters of the AVS may approach the AVS executive board for affiliate recognition.

ARTICLE X: PROHIBITED ACTIVITIES

Notwithstanding any other provision of the Constitution, the Society shall refrain from any activities not permitted **(a)** by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or **(b)** by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI: COMPENSATION OF OFFICERS, GOVERNORS, AND MEMBERS

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, Governors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable, literary, educational, and scientific purposes.

ARTICLE XII: AMENDMENTS

Amendments to the Constitution may be proposed to the Executive Board by the By-Laws Committee, at a national meeting of members, or by a petition of 50 or more members. Amendments thus proposed shall be announced to the membership through

the Society's publication or by other means, at least six weeks before the next national meeting. Amendments shall be placed on the agenda of that meeting for discussion and possible revision. Two thirds of the ballots cast in secure online voting and/or mail ballot submitted to the entire membership shall be required for the acceptance of an amendment. The ballot shall state whether the amendment has the endorsement of the Executive Board.

ARTICLE XIII: RULES

Robert's *Rules of Order* shall govern all meetings of the Society, its Executive Board, and committees.

ARTICLE XIV: DISSOLUTION

In the event of the dissolution of the Society, any assets remaining shall be disposed of by the Executive Board with the approval of a Justice of the Supreme Court of the state where the AVS is incorporated, exclusively on behalf of one or more of the charitable, scholarly, and educational purposes of the Society, and shall be distributed in accordance with law to one or more organizations (including without limitation organs of federal, state, or local government) engaged in activities substantially similar to those of the Society.

ARTICLE XV: AVS ARCHIVE

The *Primrose International Viola Archive (PIVA)*, as unanimously voted by the AVS Executive Board at their meeting at Congress IX held in Toronto, is the official archive of the American Viola Society.

ARTICLE XVI: SPECIAL FUNDS OF THE SOCIETY

A. **Scholarship Fund:** Sustaining the Primrose International Viola Competition Fund shall be an official responsibility of the Society. Procedures for soliciting funds through gifts will be determined by the officer and Executive Board of the AVS. The method and implementation of awarding scholarships will be determined by the Officers and Executive Board of the American Viola Society.

B. **Endowment Fund:** The *AVS Endowment Fund* was established by the Executive Board in 1988 to enable the Society to become self-sustaining and to provide for philanthropic and educational projects beyond those described in this constitution and as approved by the Board.