

AMERICAN VIOLA SOCIETY, INCORPORATED
CONSTITUTION AND BYLAWS
Amended June 6, 2020

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 American Viola 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 AVS/Canadian, Joint AVS/Canadian student members, Institutional, International, International Student, Honorary, and Complimentary. Only Regular and Joint AVS/Canadian Viola Society members who hold U.S. citizenship and/or are U.S. residents shall be eligible to hold office or serve on the Executive 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 and are not students or Joint AVS/CVS members.

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 members and Joint AVS/CVS Student members are those who hold U.S. or Canadian citizenship and wish to participate in the activities of the both societies. All Joint members will join and renew on the AVS website, regardless of AVS or CVS primary affiliation.

E. 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.

F. International and International Student members consist of people who live outside the United States and are not Joint AVS/CVS members.

G. 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.

H. Complimentary membership may be gifted by the Executive 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 AVS Executive Board, or in the case of Dual AVS/CVS membership, by the boards of both the AVS and the CVS. Dues are 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: EXECUTIVE BOARD

Section 1: The Executive Board shall consist of 12 members-at-large, the President, the President-Elect, the Secretary, the Treasurer, the Past President, the *JAVS* Editor, and the AVS Webmaster. Members-at-large shall be elected by a majority vote cast and tabulated as set forth in Article V, Section 4. 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.

A) A maximum of eight (8) board members may be appointed by the Executive Board. Appointed board members must be approved or elected by a majority of the Board.

Section 2: All elected board member terms are for three years. 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 will be filled by presidential appointment with 2/3 approval of the AVS Board, and that person will serve until the term expires. Appointed board members will serve one-year terms and may be reappointed annually at the pleasure of the President and the Executive Board.

A) No person who has served two consecutive three-year terms as a member-at-large board member shall be eligible for re-election to the Executive board until one full year after the completion of the second term served.

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: Executive Board Chair and Quorum. The President shall serve as Chair of the Executive Board. In the absence of the President, the chair position shall be filled by another Board officer 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 elected officers.

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: Those members of the Executive Board holding appointed positions, including JAVS Editor, AVS Webmaster, PIVC Director, and all other appointed positions, may not hold a concurrent 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 Executive Board shall be filed with the minutes of the proceedings of the Board.

ARTICLE V: 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 that require the formal approval of the Society, when and if authorized by the Executive Board.

The President shall be responsible for maintaining liaison between the Executive Board and sister societies such as ASTA and NAFME, 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, whose terms 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 as an officer or Board member within the last nine years of the date of assuming office.

B. At the end of the President's 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 that year.

C. 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 President, and the Executive Board. At the end of the 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 as an officer or Board member within the last nine years as of the date of assuming office.

D. The **Treasurer** occupies an appointed position requiring a 2/3 vote of the AVS board. 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 keep full and accurate accounts of receipts and disbursements that 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. The Treasurer shall be bonded at the expense of the Society in an amount to be determined by the Executive Board. The AVS management office, with the concurrence of the AVS President shall have the authority to pay the treasurer for services rendered to the Society.

E. The **Secretary** shall attend to such correspondence as may be assigned, shall keep the minutes of the meetings of the Executive Board and general membership meetings, and other duties incidental to the office, as requested by the President.

Section 2: Terms of Office: The President, President-Elect, the 12 at-large elected Board members and all appointed 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 or appointed. 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, 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 President with the approval of 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: Removal of a Board Member: If the President determines that an AVS Board Member is not fulfilling that member's duties, the President, with the approval of a simple majority of the Executive Board, shall have the authority to remove said member from the Board, and shall have the authority to appoint another AVS member to replace the removed member for the remainder of that member's term. Any board member may be removed, with or without cause, by a vote of two-thirds of the board then in office.

Section 4: The chair of the Nominations Committee, appointed by the President, shall present in each election year a slate of no fewer than three nominees for every two open member-at-large positions for the Executive Board. Recommendations from the voting members of the Society may be sent directly to the chair of the Nominating Committee.

Officers will be elected every three years, and in these election years a minimum of two candidates for each position will be offered, except for the position of Secretary, for which the Executive Board may decide to present only one candidate provided the candidate has already served at least one year in the same post. The Treasurer shall be appointed by the president, with the approval of the Executive Board.

During the election year the slate of officers and at-large Executive Board candidates shall be mailed to the voting members of the Society in the form of an electronic ballot, at least two months before the meeting of the Society. Officers shall be elected by a majority vote in secure online voting.

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 a committee chair and other members as needed to allow the committee to function optimally. Non-members may be picked by the committee chairs, with the approval of the President. Terms of members of all committees shall be one year unless otherwise specified in the appointment.

Section 2: The president shall have the power to establish committees of the board and to establish procedures for creating, restructuring and running committees. The committees of the Society shall be as follows.

Organization Executive Committee, Bylaws, Handbook, Strategic Planning ,Fundraising, Finance

Publications JAVS, Scores

Communications Social Media, Newsletter, Website ,Historical Materials

Education Studio Blog, Educational Resources, Early Education, Teacher’s Toolbox, Research Guides

Competitions/Awards Dalton Competition, Gardner Composition Competition, Awards Nominations

Membership/Member Services Grassroots and Membership, Community Engagement, Viola Bank, Health/Wellness, Anti-Discrimination

PIVC and Festival Committees Festival Youth Competitions, Committee Mock Audition Committee, Festival Committee, PIVC Liaison, Festival Proposal Selection Committee

A. The above committee structure may be amended at any time by AVS Board action.

B. The elected officers of the Society, the Treasurer, plus the Past President shall constitute an Executive Committee to conduct urgent business of the Society between meetings of the Executive Board.

C. Duties of the Society committees are detailed in the AVS Board Handbook, and may be modified by the AVS Board as needed.

Section 3: With the approval of the Executive Board, the President may remove or add 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 each biennial AVS Festival. Twenty or more members of the Society participating at each meeting shall constitute a quorum. The Executive Board shall meet in person once a year, with a minimum of two additional meetings held either in person or online. The Executive Board may call an online meeting of the AVS General Membership with 2 weeks’ notice.

Section 2: At or prior to both a national membership meeting and the annual Executive Board meeting, the Officers shall present an Annual Report that 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.

ARTICLE IX: 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 X: 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 XI: AMENDMENTS

These By-Laws maybe amended **(a)** by a majority of the voting members of the AVS at any meeting of the members, providing notice of such meeting has been given at least two weeks in advance of the vote, or **(b)** by a majority of the Voting Members of the AVS by means of a vote approved by the Board.

ARTICLE XII: RULES

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

ARTICLE XIII: 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 XIV: AVS ARCHIVE

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

ARTICLE XV: SPECIAL FUNDS OF THE SOCIETY

A. 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.