

CONSTITUTION OF THE COPPER COUNTRY SUZUKI ASSOCIATION

Originally approved and accepted 11-29-93

Amended 01-18-2008

Article I-Name

Section 1: The name of this organization is the Copper Country Suzuki Association, hereafter denoted as the CCSA.

Article II-Purposes and Objectives

Section 1: The Suzuki method of instruction or its salient features will be emphasized by the CCSA. The method stresses the learning of music at an early age, nurturing with love, and participation and encouragement by parents.

Section 2: The CCSA shall encourage students to learn to play music on the violin and other instruments and to appreciate music played on the violin and other instruments.

Section 3: The CCSA shall conduct lessons, workshops, clinics, performances and other activities and business, which bring about music development by the students.

Section 4: The CCSA will remain nonprofit forever.

Article III-Membership

Section 1: Any person who wishes to encourage young people to fulfill the Purposes and Objectives of Article II may join the CCSA.

Section 2: Membership restrictions relating in any way to age, race, creed, sex or national origin are prohibited.

Article IV-Government

Section 1: The government of the CCSA shall be vested in the Board of Directors, which shall consist of nine duly elected members.

Section 2: Officers of the CCSA shall be president, vice-presidents, secretary, and treasurer, elected annually by the Board of Directors from its membership.

Article V-Board of Directors and Their Election

Section 1: The directors will be elected at large from the members of the CCSA.

Section 2: Each director will serve a three-year term with three new members being elected each year to replace three retiring members. Board members may succeed themselves in office.

Section 3: Vacancies occurring in the Board of Directors between annual meetings shall be filled temporarily by vote of the Board of Directors. Such vacancies will be filled permanently at the next annual meeting.

Section 4: At least 10 days prior to the annual meeting, a nominating committee, appointed by the president, will select and recommend, in writing, the names of candidates for directors. Members of the CCSA may nominate additional candidates from the floor of the annual meeting.

Article VI-Officers and Their Election

Section 1: The officers of the CCSA shall be president, vice president, secretary and treasurer.

Section 2: The officers of the CCSA shall be elected annually by the directors at the first meeting subsequent to each annual meeting of the CCSA, and shall hold office for the period of one year or until their successors are duly elected and qualified.

Section 3: Vacancies among officerships shall be filled immediately by election of the Board of Directors.

Article VII-Duties of the Board of Directors

Section 1: The board of Directors will establish conditions and terms of employment for all persons who receive payment for services they provide the association or its members. The board will plan and conduct periodic reviews of the performance of all employees and record their assessments in the minutes of board meetings.

Any member of the Board of Directors who is also employed by the CCSA would not be present for the final discussion and voting on financial matters affecting him/her because of conflict of interest.

Section 2: The Board of Directors will negotiate and commit the CCSA to any agreement of collaboration or cooperation with other organizations for such purposes as will benefit the objectives of the association. The board will periodically review such agreements.

Section 3: The Board of Directors shall communicate issues and decisions to the general membership through a newsletter and/or minutes of the Board of Directors' meetings.

Section 4: The Board of Directors is responsible for setting membership, rental, and other fees, and for establishing and overseeing financial policies of the CCSA.

The board may establish differential fees where deemed desirable.

Section 5: Any member of the board who is unable to attend a board meeting may vote by proxy.

Article VIII-Duties of Officers

Section 1: The duties of the Officers of the CCSA shall be such as their titles by general usage indicate, such as required by law and by Bylaws, and such as may be assigned to them from time to time by the Board of Directors. Responsibility and authority for conducting the day-to-day activities of the CCSA shall be delegated to the officers, subject to direction and approval of the Board of Directors.

Section 2: The president shall preside at all meetings of the CCSA membership and of the Board of Directors, manage all the CCSA activities and property subject to the advice and consent of the Board of Directors, call regular and special meetings of the membership and the Board of Directors as required, and make an annual report to the membership.

Section 3: The vice president shall assist the president in the performance of his/her duties, and in the president's absence shall assume such duties.

Section 4: The secretary shall give notice of all regular and special meetings of the membership and Board of Directors as required, maintain custody of all policy and business records of the CCSA, take minutes of all membership and Board of Directors meetings, and assist with official correspondence.

Section 5: The treasurer shall be responsible for all financial transactions and records of the CCSA, receive and disburse money passing through the CCSA, prepare and maintain annually a roster of paid memberships, and provide financial reports as required by the Board of Directors.

Article IX-Meetings

Section 1: The CCSA shall hold an annual meeting of the membership each year in April. Notice of the time, place and purposes of special meetings shall be given to all members not less than 10 days prior to the meeting.

Section 2: The CCSA may hold special meetings of the membership at such time and place as may be determined by the Board of Directors. Notice of the time, place and purposes of special meetings shall be given to all members not less than 10 days prior to the meeting.

Section 3: The Board of Directors shall be required to call a special meeting of the membership upon the petition of at least ten percent of the voting members of the CCSA.

Section 4: The Board of Directors shall hold meetings on a monthly basis during the year. Additional meetings can be held as needed. These meetings shall be open to general membership.

Section 5: The quorum for all properly convened regular or special meetings of the general membership shall consist of that number of members actually present.

Section 6: The quorum for all properly convened regular or special meetings of the Board of Directors shall consist of a majority of the board members.

Article X-Committees

Section 1: Committees may be established and discharged by the Board of Directors as appropriate to the purposes and objectives of the CCSA. Unless expressly stated, each committee shall be established on an ad hoc basis.

Section 2: Committee chairs and members shall be appointed by the president, subject to the advice and consent of the Board of Directors. The president and the vice president shall be ex officio members of all committees.

Article XI-Administrative Procedures

Section 1: The fiscal year of the CCSA shall commence September 1 each year and end the following August 31.

Section 2: Decisions reached at general membership meetings shall be made by a majority of those members present and voting.

Decisions of the Board of Directors shall be made by a majority of those directors present and voting.

Section 3: The CCSA shall maintain bylaws, which describe specific policies and procedures for carrying out the purposes and objectives of the organization, for carrying out the responsibilities of the officers and Board of Directors, and for efficiently operating meetings of the general membership and the Board of Directors.

Section 4: If the CCSA should dissolve, all assets, and real and personal property will revert to another 501(c)3 organization with similar purposes.

Article XII-Amendments

Section 1: This constitution and any bylaws may be amended by a two-thirds vote at any properly convened regular or special meeting of the Board of Directors, or by a two-thirds vote at any properly convened annual meeting of the membership, or any special meeting of the membership called for that purpose, provided that in each case a written notice of the proposed action to amend and description of the proposed amendment shall have been provided to each Director or member as appropriate at least 10 days prior to the meeting.

In case of conflict between amendments made by the Board and those by general membership, the latter shall supersede.

BYLAWS OF THE COPPER COUNTRY SUZUKI ASSOCIATION

Article 1-Meeting Format

Section 1: Meetings of the general membership and of the Board of Directors shall utilize the following agenda, unless an alternative agenda is approved:

1. Call to order, Roll call
2. Approval of the agenda
3. Approval of minutes of previous meeting
4. Approval of financial reports
5. Other reports
6. Communications
7. Old Business

