

Bylaws of the OREGON CHAPTER of American String Teachers Association

Article 1 Name and Affiliation

Section 1.1. Name. The name of this organization is American String Teachers Association, Oregon Chapter, Inc. doing business as the American String Teachers Association (ASTA) Oregon Chapter (herein referred to as the "CHAPTER").

Section 1.2. Affiliation. The CHAPTER has been granted a charter or affiliation to be a chapter of the American String Teachers Association (herein referred to as the "ASSOCIATION" or "ASTA"), and as such is affiliated with ASTA, in the manner set forth in these Bylaws and pursuant to a Chapter Affiliation Agreement entered into between CHAPTER and ASTA.

Section 1.3. Relationships. The Chapter is a separate legal entity from ASTA. The CHAPTER shall not hold itself out to the public as an agent of ASTA without express written consent of ASTA. The CHAPTER shall not contract in the name of ASTA without express written consent of ASTA. The CHAPTER shall make clear in all membership and business relationships that it is a separate legal entity from ASTA.

Section 1.4. Purpose. The purposes for which the CHAPTER is organized are exclusively for charitable, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or corresponding provision of any subsequent Federal tax laws; and to engage in activities relating to the aforementioned purposes.

The purpose of OR-ASTA shall be:

- a. To promote a wider interest and participation in string playing and teaching at all levels.
- b. To promote and encourage the highest standards in performance, pedagogy, research, and composition in the field of string music.
- c. To promote educational string events such as seminars, workshops, clinics and master classes.
- d. To serve as a coordinating agency for the activities and interests of string teachers and performers.

OR-ASTA will carry out these purposes through events such as conferences, competitions, summer scholarship awards, and ASTACAP.

Section 1.5. Tax Status. ASTA is recognized as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The CHAPTER is included under ASTA's group tax-exemption, and agrees to provide any materials requested by ASTA in connection with such group tax-exemption, and shall operate at all times in a manner consistent with the requirements of Section 501(c)(3).

Section 1.6. Restrictions. The CHAPTER is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under Section 501(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the CHAPTER shall not carry on any activity not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation,

contributions to which are deductible under section 170(c)(2) of the Code. No substantial part of the activities of the CHAPTER shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the CHAPTER 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. Furthermore, unless otherwise delegated to the Board of Directors ("Board") in the Articles of Incorporation, the following actions may require approval by (or taken pursuant to the vote of) the members of the CHAPTER under STATE law: (i) Dissolution of the Chapter; (ii) Merger or consolidation of the Chapter; and (iii) Disposition of 50% or more of the Chapter's assets (unless court approved).

Section 1.7. No Inurement. The CHAPTER is not organized for pecuniary profit or for the benefit of any individual or for-profit entity and shall not have authority to issue capital stock. No part of the net earnings of the CHAPTER shall inure to the benefit of, or be distributable to, its Board Members, Officers, employees, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article II Membership

Section 2.1. General.

1. a) Membership in the CHAPTER is limited to individuals holding membership in good standing of the ASSOCIATION who are in compliance with the ASSOCIATION's rules and regulations and who have paid membership dues to the ASSOCIATION, as well as any CHAPTER membership dues charged by the CHAPTER or collected by the ASSOCIATION on the CHAPTER's behalf. A CHAPTER member in good standing is one who meets the requirements for membership, and whose CHAPTER dues are paid for the membership year.

- b) Revocation or suspension of membership by the ASSOCIATION shall automatically constitute revocation or suspension of membership in the CHAPTER.

Section 2.2. Membership Classes. CHAPTER Members shall have the same types, benefits and voting rights as those described in the ASTA Bylaws.

- Active Member
- Student Membership is open to any youthful student of a string instrument attending a public, private, or parochial school.
- String Industry Council Membership is available to commercial institutions and interested ASTA supporters who desire to encourage the growth of string instrument performance and understanding.
- Institutional Membership is available to public, parochial, and private schools, libraries, colleges, universities, and other non-profit institutions. This membership may also be held by an individual representative.
- Senior Membership is available to members at age 62.

Section 2.3. Voting Members. Only Active Members in good standing shall be entitled to: (i) vote on matters submitted to a vote of the CHAPTER membership, and (ii) serve as an Officer of the CHAPTER.

All references herein to membership voting shall be references applying to Active Members only. Each Active Member shall have the right to cast one (1) vote on each matter brought before the membership.

Section 2.4. Dues. Dues, fees, and terms of CHAPTER membership will be set by the CHAPTER Board of Directors, not to exceed \$100. CHAPTER membership is not transferable.

Section 2.4. Regular Meetings. Regular meetings of the membership shall be held at a time and place as determined by the Board of Directors.

Section 2.5. Annual Meeting. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in October or at such other time as determined by the Board of Directors.

Section 2.6. Special Meeting. A special meeting of the members may be called by the Board of Directors, the Chair of the Board, or upon the request of ten percent (10%) of the voting membership.

Section 2.7. Notice; Waiver. Notice of any meeting of the membership shall be transmitted to each member by electronic mail or other mode of written transmittal, not less than thirty (30) and not more than sixty (60) days before the time set for such a meeting, and must include the time, date, place, and, in case of a special meeting, the purpose or purposes of such meeting. Any member may waive notice of any meeting before, at or after such meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed a waiver by the member of notice of such meeting.

Section 2.8. Quorum; Act of the Members. The presence of 10% of the voting membership or 25 votes, whichever is less, either in person or by proxy, shall constitute a quorum for the transaction of business. The vote of a majority of the voting members present at a meeting at which there is quorum, shall be necessary for the adoption of any matter voted on by the members, except to the extent that the Chapter's Articles, these Bylaws, or applicable state law may require a greater number.

Section 2.9. Resignation. A member may resign from Chapter membership by submitting a written resignation to the Board of Directors; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Article III Board of Directors (Full Board)

Section 3.1 Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the CHAPTER and in general exercise all powers of the CHAPTER. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws, the Chapter Affiliation Agreement, and applicable law.

Section 3.2 Officers. The following shall be the Officers of the CHAPTER: President/Chair, President-Elect/Vice President, Immediate Past-President, Treasurer, and Secretary. These five elected positions make the Executive Board. The Officers shall serve on the Board of Directors. The Board of Directors shall define the roles and obligations of each Officer.

Section 3.3. Composition and Qualifications. The Board of Directors shall be made up of:

- Officers elected, specified in Section 3.2,
- Directors at Large four (4) appointed by the President as needed annually.
- Webmaster appointed by the President annually.
- News Editor appointed by the President annually.

Individuals seeking to serve on the Board of Directors must be CHAPTER members in good standing as specified in these bylaws. Board members are required to maintain membership in ASTA at all times during their service on the Board of Directors.

OR-ASTA shall be divided into four districts:

- North: Portland and the Columbia River areas from Astoria east to The Dalles, south and to McMinnville. Also includes southern Washington.
- Central: From Salem south and including Eugene. From the coast to the Cascades.
- Southern: South of Eugene to the California border. From the coast east to and including Klamath Falls.
- Eastern: All cities and towns east of the Cascades.

Section 3.4. Terms. Treasurer and Secretary shall be elected to serve a term of 2 years. Each may stand for re-election to the same board position and may serve in consecutive terms.

President Elect (also called Vice President) shall be elected to serve as President Elect for 2 years with the expectation he/she will serve as President the following term. If he/she is unable to serve out the 2nd term of commitment, the Board of Directors will decide the best method for filling the open position through election or appointment.

The President shall not be eligible for re-election until at least two years after the completion of his or her term of office. All other officers may be re-elected without restrictions.

Section 3.5. Elections and Voting. Members of the Board of Directors are elected by the voting members voting where a quorum is present, and the candidate receiving the most votes for each vacant position shall be elected to the respective position. The Board of Directors shall determine the procedure for nomination of candidates. Mail or electronic ballots can be used for the election of the Board of Directors provided the CHAPTER has had at least one in-person meeting that year.

Elections will be held every two years. Prior to March 15 of an election year, the elected officers shall designate a ballot of candidates for the offices being vacated. Choices shall be submitted by April 1. The Secretary shall mail out ballots to the entire membership by April 15. These ballots shall include space for write-in candidates. Returned ballots shall be counted by a designated officer with the help of another member on May 15. New officers shall take office on July 1.

Section 3.6. Quorum. A simple majority of the total Board of Directors in office shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Board of Directors, except to the extent that the Articles of Incorporation, these Bylaws, or applicable state law may require a greater number.

Section 3.7. Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

In the event the office of President becomes vacant during the President's term, the President-Elect shall complete the term of the President, as well as his or her own elected term in office. He or she shall appoint an active member in good standing to serve with voting privileges on the Executive Board until the next regularly scheduled election.

In the event the office of President-Elect becomes vacant, a special election shall be held by mail within ninety days of the declared vacancy. Ballots will be counted thirty days after mailing and the President-Elect will begin his or her term of office immediately thereafter.

Section 3.8. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the CHAPTER except as prescribed otherwise in these Bylaws or other governing instruments of the CHAPTER. Any member in good standing may request the President/Chair to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors. The elected officials of the Board in Section 3.2 ("Executive Board") may approve expenditures from the OR-ASTA treasury by a simple majority. If there is a tie, the President will decide.

Section 3.9. Removal of Director and Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting, the notice of which meeting states that the purpose, or one of the purposes, of the meeting is to consider removal of the Officer or Director. The Officer or Director shall be entitled to notice of the proposed removal, and a due process hearing prior to any termination action being imposed.

Section 3.10. Compensation. Officers and Directors do not receive compensation for their services but may be reimbursed by the CHAPTER for reasonable expenses incurred in connection with their service on the Board of Directors.

Section 3.11. Duties of Officers. The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the CHAPTER Board. The position descriptions are subject to change as deemed necessary by the President/Chair and/or the CHAPTER Board.

a) **PRESIDENT/CHAIR.** The President shall serve as the senior elected officer of the CHAPTER and shall in general supervise and have charge of all of the affairs of the CHAPTER. The President shall preside at all meetings of the Board and the membership and shall be the Chair of the Board. The President may sign any contracts, deeds, mortgages, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the CHAPTER. The President in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.

Notwithstanding anything in these Bylaws to the contrary, in no event shall any person serve more than one 2 year term as President, whether consecutive or non-consecutive. This does not include completion of a previous President's uncompleted term.

b) **PRESIDENT-ELECT (VICE PRESIDENT).** The Vice President shall assist the President in the performance of their duties; serve in an advisory capacity; assume the position of President pro tempore in the President's absence, incapacitation, or resignation; and, in general perform all the duties incident to the office of Vice President and such other duties as from time to time

may be assigned to them by the President or the Board. The Vice President shall also be the President-elect, succeeding the President to the role.

c) **TREASURER.** The Treasurer shall have charge of and be ultimately responsible for oversight of the finances of the CHAPTER and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board. The Treasurer shall be responsible for working with staff and any other delegated persons, to review and recommend an annual operating budget of the CHAPTER to the Board, to be approved by the Board each year prior to the commencement of the CHAPTER 's fiscal year. The Treasurer shall be responsible for preparing and distributing annual financial reports of the CHAPTER to the Board. If authorized by the Board, the Treasurer may obtain a surety bond on behalf of the CHAPTER. Specific duties are in the OR-ASTA Policy Manual.

d) **SECRETARY.** The Secretary shall have primary authority to keep minutes of the meetings of the members of the Board of Directors; ensuring that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; serve as or designate the role of custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. Specific duties are in the OR-ASTA Policy Manual.

Article IV Committees

Section 4.1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or them by law. Such committees may include an Executive Committee and a Budget Committee. The voting membership of any Committees of Directors must be made up entirely of authorized voting members.

Section 4.2. Organization. Committees are established by resolution of the Board of Directors. Members of those committees must be approved by the President.

Section 4.2. Other Committees and Task Forces. The Board may, at any time, create and define other committees and task forces not having and exercising the authority of the Board of Directors in the management of the Association. The lead/chair and members may be appointed in any such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Association shall appoint the members of each Committee or Task Force. While the term of any chairperson or committee or task force members should be set out in the resolution of the Board, any member thereof may resign from the committee or task force at any time or may be removed by the Board or the person or persons authorized to appoint such members by the Board, whenever, in their judgment, the best interests of the Association shall be served by such removal.

Section 4.3. Committee Chairpersons. Appointment of Chairpersons to committees is the responsibility of the President, subject to the ratification and approval of the Board of Directors. The Chairperson and

the President will seek interested members to participate in ad hoc committee activities. Special Committees or task forces may be organized by the President to meet particular CHAPTER needs.

Article V Interested Directors and Officers

Section 5.1. Conflict of Interest Transaction. A conflict-of-interest transaction is a transaction with the Chapter in which a Trustee has a direct or indirect personal interest. A Director has an indirect personal interest in a transaction if (i) another entity in which they have a material financial interest or in which they are a general partner is a party to the transaction, or (ii) another entity of which they are a director, officer, employee, or trustee is a party to the transaction and the transaction is or should be considered by the Board or a Board Committee.

Section 5.2. Disclosure. Each Director, diligently and in good faith, shall seek to disclose or otherwise make known to the member(s), the Board, or a Board Committee the material facts of any conflict-of-interest transaction and the Trustee's interest therein.

Section 5.3. Recusal and Vote. Each Director, diligently and in good faith, shall seek to recuse himself from any vote of the Board or a Board Committee, involving any conflict-of-interest transaction, provided, however, that the failure of a Director to recuse themselves from any vote does not affect the validity of any vote if the transaction otherwise is authorized, approved, or ratified in accordance the Act. Any transaction must be approved by a two-thirds (2/3) majority all Board votes at a duly noticed meeting.

Section 5.4. Non-Exclusive. This Article VIII is intended to supplement, but not to replace, any federal and state laws governing conflicts of interest applicable to nonprofit corporations, or any applicable policy of the Association.

Article VI Indemnification

Section 6.1. Claims by Third Parties. The Chapter shall have the power to indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including an action by or in the right of the Chapter), by reason of the fact that this person is or was a Director, officer, employee, or agent of the Association, or actions performed in furtherance of the Chapter's mission as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise ("the Indemnified Party"), against expenses (including attorney's fees), judgments, fines, and amounts paid or necessarily incurred in settlement or otherwise, by him/her in connection with such action, suit, or proceeding. Unless otherwise determined by a relevant court of law, this indemnification shall not apply in situations which the indemnified party is adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 6.2 Claims Brought by or in the Right of the Chapter. The Chapter shall have the power to indemnify a director, officer, employee or agent who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that they are or were a director, officer, employee

or agent of the Chapter, or is or was serving at the request of the Association as a director, officer, partner, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, amounts paid in settlement incurred by the person in connection with the action or suit, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Chapter. However, indemnification under this Section shall not be made for a claim, issue, or matter in which they have been found liable to the Chapter unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, they are fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS FUNDS

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

Section 7.2. Checks. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Chapter.

Section 7.3: Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.4: Gifts. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Chapter.

Section 7.5: Loan. No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Article VIII - BOOKS AND RECORDS

The CHAPTER shall keep correct and complete books and records of account and shall also keep minutes of the Proceedings of its members and Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE IX - FISCAL YEAR

The fiscal year of the CHAPTER shall end on the last day of June in each year unless otherwise changed by the Board of Directors.

ARTICLE X - WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of THE ACT or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI Amendment of Bylaws

The Bylaws may be amended by a majority vote of the members present at any meeting at which quorum exists and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the ASTA Executive Director or his/her designee as being in furtherance of the purposes of ASTA and not in conflict with ASTA Bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the ASTA Executive Director or his/her designee.

Article XII Chapter Dissolution

The CHAPTER may be dissolved by a vote of two-thirds of CHAPTER members in good standing. Upon dissolution of the CHAPTER, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the CHAPTER'S remaining assets shall be distributed to the ASSOCIATION, or to other organizations that are organized and operated exclusively for charitable purposes similar to the purposes for which CHAPTER is organized and operated, as agreed upon by the Board of Directors. Any such dissolution shall not be effective, and winding down of the CHAPTER's business shall not commence, until approved by the ASTA Executive Director or his/her designee.

Article XII Withdrawal of Affiliated Chapter Status

Affiliated CHAPTER status may be withdrawn by ASTA Executive Director or his/her designee as a representative of the ASTA Board of Trustees upon finding that the activities of the CHAPTER are inconsistent with the most recent version of ASTA's CHAPTER Operating Requirements or contrary to the best interests of ASSOCIATION. Prior to withdrawal of such status, the CHAPTER shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the ASSOCIATION with a written response to such a proposal within a sixty (60) day period. After withdrawal of CHAPTER status, the ASSOCIATION may cause a new CHAPTER to be created, or, with the consent of the ASTA Executive Director or his/her designee and the consent of the body which has had CHAPTER status withdrawn, may re-confer CHAPTER status upon such body, if such body demonstrates that its activities will be consistent with the CORE and in the best interests of ASSOCIATION.

ARTICLE XIII - MISCELLANEOUS

Section 13.1. Choice of Law. Any dispute arising under these Bylaws, or a member's membership in the Chapter, shall be determined and governed by the laws of the State of Oregon.

Section 13.2. Headings. The captions and headings of these Bylaws are intended for convenience and reference only, do not affect the construction or meaning of these Bylaws,

and further do not inform a party of the covenants, terms or conditions of these Bylaws or give full notice thereof.

Section 13.3. Severability. Whenever there is any conflict between any provision of these Bylaws and any present or future statute, law, ordinance or regulation contrary which would cause to invalidate such provision, the latter shall prevail, but in such event the provision of these Bylaws thus affected shall be curtailed and limited to the extent necessary to bring it within the requirement of the law. In the event that any of the provisions of these Bylaws, or any application thereof, is declared to be invalid, illegal, unenforceable, inoperative or of no effect by any court of competent jurisdiction, the validity, legality and enforceability of the remaining provisions of these Bylaws, and any other application thereof, shall continue to apply with full force and effect and shall not in any way be affected or impaired thereby.

Ratified by the Membership of Chapter and signed by:

By:

Chapter President/Chair

Approved By:
ASTA Executive Director
