

# The Violin Society of America

## Bylaws

This is an amendment (complete restatement) of the Bylaws of The Violin Society of America, a Pennsylvania nonprofit corporation, designed to govern Society affairs from and after adoption by its Directors and members as provided in Section 9.6 of the current bylaws and applicable law.

### Article 1 - Organization

§ 1.1 - Name and incorporation. The name of the corporation is “The Violin Society of America” (the “corporation”, “Society” or “VSA”). The VSA is incorporated under and subject to the Pennsylvania Nonprofit Corporation Law of 1980, including all amendments (the “statute”).

§ 1.2 - Location. The Society will continuously maintain a registered office in Pennsylvania and may also maintain other offices in Pennsylvania or other states, as determined by its Board of Directors from time to time.

§ 1.3 - Purpose. The VSA operates exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, including all amendments (the “Code”). Specifically the VSA promotes the art and science of making, repairing and preserving musical instruments of the violin family and their bows, including study of the history, players, literature, materials, construction practices and acoustics of such instruments. The Society holds international makers’ competitions, furthers research, publishes papers and journals and sponsors assemblies of violin experts, makers and players. The term “violin” includes reference to violas, cellos, basses, their bows and related stringed instruments played with a bow.

§ 1.4 - Limitations. No part of the net earnings or property of the corporation will inure to the benefit of any private shareholder or individual; but the corporation may pay reasonable compensation for services rendered to it and make payments and distributions in furtherance of its purposes under § 1.3. No substantial part of the corporation’s activities will consist of propagandizing or otherwise attempting to influence legislation; and the corporation will not participate or intervene in, or publish or distribute statements relating to, any political campaign on behalf of or against any candidate for public office. The corporation will not engage in any activities not permitted a corporation that is tax exempt under §501(c)(3) of the Code or that receives contributions deductible under § 170(c)(2) of the Code.

§ 1.5 - Policy of nondiscrimination. The VSA does not discriminate on the basis of race, disability, creed, sex, color or national or ethnic origin in any of its policies, practices or procedures.

## **Article 2 - Members**

§ 2.1 - Definition of "member". Each person who supports the purposes of the VSA and has paid all membership dues required by the Board of Directors at the time of reference shall be a member of the corporation. Membership terminates on death, resignation, failure to pay dues after reasonable notice or for cause, if the Board decides termination of a particular membership is for the best interests of the VSA.

§ 2.2 - Members' rights. VSA members have the right to elect the Board of Directors, to nominate Board members, and to amend the Bylaws.

§ 2.3 - Manner of acting. Members may vote in person at a Biennial meeting or by written ballot. A quorum for any meeting of members shall be the number of persons present at the meeting whether in person or by written ballot. The act of a majority of the members present at a meeting shall be the act of the membership of the VSA.

§ 2.4 - Biennial meetings of members. A Biennial meeting of members shall be held during each biennial convention of the VSA at which a violin makers' competition is held. The purpose of each meeting shall be to elect Directors and conduct any other business specified by the Board of Directors in the notice of the meeting. At least 20 days prior written notice of the time, place and purpose of each members' meeting shall be given to the membership.

§ 2.5 - Board nominations. The Board will include in the notice of each Biennial meeting of members a slate of nominees to fill the number of Board positions becoming vacant at the time of the meeting. Additional nominations may be made by the members by written notice signed by 25 or more members and received at the VSA business office not later than August 15<sup>th</sup> in the year of the Biennial meeting. Each nominee must have agreed in advance to serve if elected. If more persons are nominated than there are vacancies to be filled, the nominees receiving the highest number of votes shall be elected to fill the vacancies.

## **Article 3 - Board of Directors**

§ 3.1 - Powers of the Board. The business, property and affairs of the VSA shall be managed by or under the direction of its Board of Directors (the “Board” or, individually, a “Director”). The act of the Board in accordance with these Bylaws shall be the act of the corporation.

§ 3.2 - Number and tenure of Directors. The number of Directors comprising the Board (a) shall be not less than 11 and not more than 23, (b) shall be determined by the Board at an annual meeting, and (c) once determined, may be changed only at a subsequent annual meeting. Each Director shall be a member of the Association and shall hold office until his or her successor has been elected or until his or her earlier death, disability, resignation, removal or failure to maintain membership status. Directors shall be elected for a 4-year term beginning at the time of election with approximately 1/2 of the Directors to be elected at each Biennial meeting of members to fill the Board vacancies occurring at that time. No person shall serve more than 2 consecutive full terms as a Director; provided, that this 8-year term limit shall apply only to Directors who are elected in the year 2000 or later. Failure of a Director to attend 3 consecutive regular meetings of the Board shall constitute notice of resignation from the Board, which shall be accepted or rejected by the Board at its next meeting. “Disability” means the inability to give prompt and intelligent consideration to business matters, as determined by the Board.

§ 3.3 - Regular meetings of the Board. A regular meeting of the Board shall be held each year during the VSA convention (the “annual meeting”). The Board shall provide by resolution the time and place for holding 2 or more additional regular meetings each year. At least 10 days prior notice of the time and place of each regular meeting shall be given to each Director.

§ 3.4 - Special meetings of the Board. Special meetings of the Board may be called by the President or any 2 Directors by notice to each Director at least 5 days prior to the meeting specifying the time, place and purpose of the meeting.

§ 3.5 - Quorum. At any meeting of the Board a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business; provided, that if a quorum is not achieved, a majority of the Directors present may adjourn the meeting to another time and place without further notice.

§ 3.6 - Manner of acting. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board unless a

greater number is required by statute or these Bylaws. Directors must be present at a meeting in order to vote and may not vote by proxy.

§ 3.7 - Presumption of assent. A Director present at a meeting shall be conclusively presumed to have assented to any Board action taken at the meeting unless his or her abstention or dissent is entered before the end of the meeting, as recorded in the minutes. A Director who votes in favor of any action taken by the Board may not later dissent, unless the Board votes to reconsider the action.

§ 3.8 - Action taken without a meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a written consent to such action is signed by all Directors entitled to vote with respect to such action.

§ 3.9 - Resignation and removal of Directors. A Director may resign at any time by giving written notice to the Board. A Director may be removed at any time, with or without cause, by a majority of the Directors then in office if the Board deems such action to be for the best interests of the VSA; provided, that a Director may not be removed at a special meeting of the Board unless notice of the proposed removal is given to all Directors at least 10 days prior to the meeting.

§ 3.10 - Vacancies. Any Board vacancy, including vacancies due to an increase in the number of Directors on the Board, may be filled on an interim basis by Board appointment at any meeting, the appointee to act until the next Biennial meeting of members.

#### **Article 4 - Officers**

§ 4.1 - Officers. The officers of the VSA shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom must be Directors. The Board may name additional officers, such as Assistant Secretary or Assistant Treasurer, who may but need not be Directors. Each officer will serve, and exercise all powers of the office, subject to the direction and control of the Board.

§ 4.2 - Election of officers - tenure. The Board shall elect officers for a 2-year term during the portion of its annual meeting after each Biennial meeting of members. Each officer shall hold office until his or her successor has been elected or until his or her earlier death, disability, resignation or removal. Any officer may resign at any time by written notice to the Board and may be removed by the Board, with or without cause, whenever the Board determines such action to be for the best interest of the VSA. Officer vacancies may be filled and offices may be created or terminated by the Board at any meeting.

§ 4.3 - President. The President shall be the chief executive officer of the corporation and chair all meetings of the members, Board and Executive Committee. The President shall have general supervision of the business and affairs of the corporation and shall have and perform all powers and duties incident to the office and any others assigned by the Board.

§ 4.4 - Vice Presidents. If 2 or more Vice Presidents hold office, they shall be ranked as First Vice President, Second Vice President, etc. Each Vice President shall have and perform all powers and duties incident to the office and any others assigned to him or her by the President or the Board. Whenever the President is absent or unable or unwilling to act, the ranking Vice President who is present, willing and able to act shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions imposed on, the President.

§ 4.5 - Secretary. The Secretary shall keep a written record of all proceedings of the members, Board and Executive Committee, see that all notices are given in accordance with these Bylaws and applicable law, maintain all membership records, have custody of corporate records and have power to certify copies of the Bylaws, Board and Executive Committee resolutions and other corporate documents as true and correct. The Secretary shall have and perform all powers and duties incident to the office and any others assigned to him or her by the President or the Board. With Board approval the Secretary may delegate any custodial or ministerial powers and duties to an Assistant Secretary or other person as may be appropriate for the effective conduct of the affairs of the corporation.

§ 4.6 - Treasurer. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the VSA, have charge and custody of all funds, securities and other property of the VSA and be responsible for the receipt, investment and disbursement thereof. The Treasurer shall have and perform all powers and duties incident to the office and any others assigned to him or her by the President or the Board. With Board approval the Treasurer may delegate custodial or ministerial powers and duties to an Assistant Treasurer or other person as appropriate for effective conduct of the affairs of the VSA.

## **Article 5 - Committees**

§ 5.1 - Executive Committee. The Executive Committee shall consist of all Director officers of the VSA acting at the time of reference and may include other

members of the Board appointed by the Board. The Executive Committee shall plan the direction of the VSA and make recommendations to the Board. § 5.3 and § 5.4 apply to the Executive Committee as well as to other committees.

§ 5.2 - Other committees. The Board may establish one or more additional standing committees or ad hoc committees for particular purposes. Each Board committee shall be chaired by a Director and shall consist of one or more Directors and other persons and operate in such manner as the Board shall determine. At the time of this Bylaw restatement there are 3 standing committees of the VSA in addition to the Executive Committee:

Nominating Committee: presents to the Board for approval a list of nominees to be submitted to the VSA members at each Biennial meeting of members to fill the Board positions becoming vacant at that time. The Nominating Committee also recommends a slate of officers to each new Board at its first meeting after each Biennial meeting of members.

Scholarship Committee: recommends to the Board scholarship policy and budget and a list of persons to receive scholarships.

Finance Committee: chaired by the Treasurer, presents an annual budget to the Board for approval and recommends financial and investment policies and procedures to the Board.

§ 5.3 - Manner of acting - powers. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. When a committee consists of 3 or more persons, a majority of the committee members acting at the time of reference shall constitute a quorum. Committee members must be present at a meeting in order to vote and may not vote by proxy. Each committee shall meet as often as necessary to fulfill its function, upon call by its chair with reasonable prior notice to all its members. Committees shall not have Board powers and shall be responsible to and report to the Board, except to the extent the Board provides otherwise. Committees (other than the Executive Committee) may be created or terminated by the Board at any meeting.

§ 5.4 - Resignation and removal of committee members - vacancy. A committee member may resign at any time by written notice to the Board. A committee member may be removed by the Board at any time, with or without cause, whenever the Board determines such action to be for the best interests of the VSA. Committee vacancies may be filled by the Board at any meeting.

§ 5.5 – Advisory bodies. The Board may create, and appoint persons to, one or more honorary, advisory or support groups, which may or may not have Directors as members. Such groups may make recommendations to the Board or Executive Committee or carry out activities in support of the VSA, as authorized by the Board.

## **Article 6 – VSA Forums**

§ 6.1 – Forum definition. A VSA “Forum” is a group of VSA members who have a special interest in a particular aspect of violin making such as acoustics, wood, strings, varnish, set-up, bows, etc., and who wish to pursue that interest through concentrated study, research, discussion and writing about the chosen subject.

§ 6.2 – Forum creation. Upon application by 25 or more VSA members, the Board will authorize creation of a new Forum if the Board determines that it is in the best interests of the VSA to do so. The Board will name the Forum and define the subject matter to be studied by it. At the time of this restatement of the Bylaws, there is one Forum entitled the “CAS Forum” which resulted from the merger of the Catgut Acoustical Society, Inc. and the VSA and whose primary focus is acoustics, materials and construction practices.

§ 6.3 – Forum operation. Subject to Board approval, the members of each Forum will determine the organizational structure of the Forum, its officers, budget, administration, program, fundraising, research and publication of papers. With Board approval, a Forum may have dues and/or raise funds for its own purposes which shall constitute VSA assets but shall be separately accounted for on the VSA books and dedicated to Forum purposes.

§ 6.4 – Board/Forum relationship. The Chair and Vice Chair of each Forum (or the equivalent) will be given notice of all Board meetings and be entitled to attend as non-voting members (unless the Forum representative is also a Director). Forum representatives will have the right to participate fully in Board meetings and recommend Board actions but shall not vote or be counted for quorum purposes.

§ 6.5 – Forum dissolution. A Forum may be dissolved by the Board or by the Forum members at any time, subject to submission of a plan of dissolution to the Board and Board approval. Upon dissolution, Forum property and any funds separately accounted for on the VSA books shall be used by the VSA as provided in the plan of dissolution.

## **Article 7 - Indemnification and insurance**

**§ 7.1 - Indemnification.** The corporation will indemnify all its Directors, officers, employees and other agents against, and hold them harmless from, payment of all liabilities and expenses they may be subject to or threatened with, to the fullest extent permitted and in the manner provided by statute.

**§ 7.2 - Advance payment of expenses.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the VSA in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by the person sued to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the VSA as authorized in this Article 7.

**§ 7.3 - Article not exclusive.** Indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which the person seeking indemnification may be entitled under any agreement, vote of disinterested Directors or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while the person is acting as a Director, officer, employee or agent of the VSA. Any right to indemnification under this Article shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**§ 7.4 - Insurance.** The VSA may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the VSA against any liability asserted against or incurred by such person arising out of his or her status as such, whether or not the VSA would have the power to indemnify such person against such liability under the provisions of this Article 7. The VSA may also purchase and maintain insurance against any liability asserted against or incurred by it.

## **Article 8 - General provisions**

**Section 8.1 - Execution of documents.** The Board may direct how written instruments authorized by the Board shall be signed on behalf of the corporation. In the absence of specific directions to the contrary, all such documents certifying the nature and contents of corporate actions and records shall be signed by the President or the Secretary, all such documents receipting for, disbursing, transferring or accounting for corporate funds and assets shall be signed by either the President, Treasurer or Assistant Treasurer, and all such documents in the nature of corporate tax returns, reports, contracts or agreements shall be signed by either the President, Treasurer or Assistant Treasurer.

§ 8.2 – Fiscal year. The VSA fiscal year shall begin on January 1 and end on December 31.

§ 8.3 – Records and meetings open. Any VSA member may examine any VSA records, including membership records, minutes of meetings and contracts (other than contracts whose terms preclude public disclosure) at the VSA business office during normal business hours upon reasonable prior notice to that office. In general, members may attend Board meetings as non-participating observers, but the Board may elect to close a meeting and exclude non-Directors when dealing with sensitive issues such as litigation or personnel matters.

§ 8.4 – Notice. Any notice required to be given to any person shall be sent to the last address of that person shown on the sender's records and shall be deemed delivered (a) if by mail, on the day the notice is deposited in the U.S. mail with postage prepaid, or (b) if by facsimile transmission, on the date shown in the facsimile confirmation sheet retained by the sender. Notice may also be given (c) to members by inclusion in the VSA Newsletter or equivalent mailed to the membership or (d) to the Board and Board committee members by electronic mail, to be deemed delivered at the time transmitted. Any notice requirement is met if a written waiver of the notice is signed by the person entitled to the notice, whether the waiver is before or after any time stated in the notice. Attendance at a meeting shall constitute waiver of notice of the meeting, unless the person attends to object to the transaction of business on the grounds that the meeting was not lawfully called or convened.

§ 8.5 – Attendance at meetings electronically. Directors and members of Board committees may participate in any meeting through use of a conference telephone, video or computerized hook-up or other device whereby all persons participating in the meeting can hear or otherwise communicate with each other simultaneously; and such participation shall constitute presence in person at the meeting.

§8.6 – Conflicts of interest. "Financial interest" means an ownership or investment interest in any property or matter with which the corporation has a transaction or arrangement, or any compensation arrangement with the corporation, or a potential ownership or investment interest in or compensation arrangement with any person or entity with which the corporation may have a transaction or arrangement. Any person who has a direct or indirect financial interest in any transaction with the corporation under consideration by the Board must disclose the nature of that interest and, if a Director, may be counted for quorum purposes and make a presentation to the Board but must then leave the meeting during the discussion of and vote on the transaction; and the Board may

approve the transaction, despite the financial interest of the person, if the Board believes that is for the best interests of the corporation and that a more advantageous transaction of a comparable nature cannot be obtained by other means. That fact that a person is engaged in a business related to violins shall not affect that person's eligibility to be an officer or a member of the Board or a committee.

### **Article 9 - Amendment of Bylaws**

§ 9.1 - Bylaw amendment or repeal. These Bylaws may be amended or repealed and new Bylaws adopted (a) by the VSA members at any Biennial meeting of members or (b) by the Board at any Board meeting, if notice of the intent to amend or repeal is given as part of the notice of the meeting. The text of any amendment proposed prior to the notice shall be included in the notice, but amendments may be clarified or modified and new amendments proposed at the meeting.

§ 9.2 Contents of Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the Articles of Incorporation and applicable law.

### **Article 10 - Dissolution**

§ 10.1 - Power to dissolve. The Board may dissolve the corporation in the manner and subject to the conditions provided by the statute.

§ 10.2 - Disposition of assets on dissolution. If the corporation is dissolved, any assets in excess of its obligations shall be distributed to other organizations exempt under § 501(c)(3) of the Code that are engaged in activities similar to those of the corporation, as determined by the Board; but if the Board fails to distribute the assets on dissolution as above provided, the assets shall escheat to the State of Pennsylvania for public purposes.