

BYLAWS OF THE WASHINGTON RECORDER SOCIETY

Article I: ORGANIZATION

The name of this organization is the Washington Recorder Society, an educational, nonprofit, tax-exempt, membership association herein referred to as “the Society” or “WRS.” These Bylaws are the sole creating document of the Society. The Society was organized on October 1, 1958. Since 1962 it has also been a chapter of the American Recorder Society, herein referred to as “ARS.”

Article II: DEFINITIONS

“Mail” includes electronic mail (“e-mail”).

“Meeting” includes in person or virtual gatherings.

“Notice,” “notify,” or other similar forms of the verb “to notify” includes notice by electronic means, such as by electronic mail (“e-mail”).

“Voting” includes a verbal statement or gesture (such as a show of hands) approving or rejecting a proposal, as well as a writing transmitted in person or transmitted by electronic means, including electronic mail (“e-mail”), that conveys such approval or rejection. In situations where there is consensus, decisions may be made by unanimous consent noted by the Chair.

“Writing,” “written,” or other forms of the verb “to write” includes writing created or transmitted by electronic means, including electronic mail (“e-mail”).

Article III: PURPOSES AND LIMITATIONS

Section A. Purposes

The exclusive purposes of this Society are to foster knowledge and appreciation of the art, history, literature, and uses of the recorder and related musical instruments through activities designed (1) to raise the level of proficiency in the performance and use of the recorder and related musical instruments, and (2) to promote appreciation of the recorder and related musical instruments in the Washington, D.C., metropolitan area.

Section B. Activities

Pursuant to the general purposes stated above, the activities of the Society may include but need not be restricted to the following:

1. Keeping recorder players and friends of the recorder and related instruments informed of pertinent literature, developments, and activities;
2. Promoting and sponsoring musical publications, workshops, lectures, concerts, and other musical activities;
3. Advising and assisting its members in selection of instruments and music and guiding them toward increased proficiency in group and ensemble playing;
4. Organizing training facilities for group and ensemble practice and providing opportunities for members to perform in public;

5. Subject to all applicable laws related to intellectual property, providing access to resources and information relevant to the Society and to the recorder and related musical instruments, including sheet music;
6. Maintaining liaison with the American Recorder Society.

Section C. Limitations

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, 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 the purposes set forth in Article III.A hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation. In addition, the Society shall not directly or indirectly participate or intervene in any political campaign on behalf of or against any candidate for elective public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV: MEMBERSHIP

Section A. Classes of Membership

There shall be two classes of membership: regular and honorary.

1. Individuals endorsing and desiring to further the purposes of the Society shall be eligible to apply for regular membership and shall become regular members upon the payment of dues.
2. Honorary membership may be bestowed on an annual basis upon an individual for outstanding contributions or services to the Society or to its general purposes by majority vote of the Members of the Board. Honorary members shall enjoy all the benefits of regular membership but shall not pay dues to the Society.

Section B. Rights and Privileges

1. All members in good standing shall enjoy all of the rights, privileges, and services provided by the Society. The benefits of membership include, but are not restricted to, the right to hold office, to serve as Members on the Board, to attend and play at regular meetings, to attend and vote at business meetings, to receive the Society's newsletter, to access certain resources available through the Society website only to members, and to pay lower than general admission fees to selected workshops, lectures, and concerts. When exercising the voting privilege, each individual member shall have one vote. The Members of the Board may extend to other persons the right to play at meetings or to attend a particular business meeting.

Section C. Dues

1. The fiscal year of the Society shall run from September 1 to August 31. The annual dues shall be set by the Members of the Board.
2. Membership dues for the fiscal year must be paid to the Treasurer by November 1.
3. New members joining the Society after March 1 shall pay half the annual dues except that those joining after June 1 may, if they prefer, prepay instead the full annual dues for the next fiscal year.

4. Payment of the Society's annual dues may be reduced or waived by the Members of the Board in exceptional cases in which such action seems warranted.

Section D. Suspension of Membership

Any member whose conduct is detrimental to the best interests and purposes of the Society, as set forth herein, may be suspended by a two-thirds vote of the Members of the Board provided such member has had the opportunity to present his or her case to the Board in person or in writing. A suspended member has the right to appeal the suspension within one month. Such an appeal is placed on the agenda of the next meeting of the Society for decision by majority vote of all members present and voting.

If a suspended member does not appeal the suspension within a month, the suspended member ceases to be a member of the Society forthwith and the Treasurer refunds the unexpired portion of current dues, prorated by months of participation. If a suspended member appeals and the suspension is upheld, the suspended member ceases to be a member of the Society forthwith and the Treasurer refunds the unexpired portion of current dues, prorated by months of participation. If a suspended member appeals and wins the appeal, the suspension is lifted and the individual may continue as a full member of WRS.

Examples of conduct that would be sufficient to meet the standard for suspension include discriminatory, harassing, or bullying conduct against another member or stakeholder, conduct that is significantly disruptive of Society meetings or events, and conduct incompatible with the Society's commitment to Diversity, Equity, Inclusion, and Accessibility (DEIA) as indicated in its DEIA statement.

Article V: MEETINGS

Section A. Annual Business Meeting

The Annual Business Meeting of the Society shall be held in May or June on a date and at a place to be fixed by the Board. The purposes of this meeting shall be to elect Members of the Board, to report to the membership on the status of the Society and its current activities, and to transact such other business as may be properly brought before the meeting.

Section B. Special Business Meetings

Business meetings of the Society other than the Annual Business Meeting may be called by the President, when required, and must be called by the President upon the written request of 20 members in good standing or one-third of the regular Society membership, whichever is the smaller.

Section C. Regular Meetings

Regular meetings shall be held at least once each month between September and June, at a time and place chosen by the Board, primarily to provide the members with opportunities for group playing and for other musical or music-related activities organized by the Board. Regular meetings may not be used to conduct ordinary business dealing with the Society's plans, programs, or activities, except for succinct announcements of items of general interest to the members.

Section D. Notices

All members shall be given at least two weeks' written notice of the Annual Business Meeting and of special business meetings, and a schedule, or separate advance notices, of the regular meetings.

Section E. Quorum

A quorum for conducting Society business at any business meeting shall be 25 percent of the current regular members in good standing. No quorum shall be required for the regular meetings of the Society.

Section F. Voting

1. Except as provided elsewhere in these Bylaws, all matters shall be decided by a majority vote of those voting, and all votes shall be by voice. If members are not able to be present at a vote, they may vote by e-mail or communicate their vote to the Secretary or to another designated member of the Board who will be present and who can serve as proxy. The Secretary will keep a record of all votes submitted by e-mail or by proxy.
2. At any business meeting, if a majority of the members present so desires, or at the discretion of the presiding officer, any motion may be voted upon in a manner similar to the election procedure for Board Members described herein under Article VI, section D, paragraphs 1-2.

Article VI: COMPOSITION AND ELECTION OF BOARD

Section A. Composition

1. The business of the Society shall be managed by a Board consisting of at least six but no more than eight Members, who shall serve staggered terms of two years so that half the Members of the Board shall be elected each year.
2. A vacancy occurring before the expiration of a Member's term may be filled by a majority vote of the remaining Members, and a person so chosen shall serve until the next regular election; if the term is then incomplete, a successor shall be elected by the Society membership to fill the remainder of the unexpired term.

Section B. Election of Members of the Board

1. As soon as reasonably practicable, but in no case later than 45 days before the Annual Business Meeting, the Board will notify the membership of openings on the Board and will encourage interested members to nominate themselves, or other members, for those open positions. At least two weeks prior to the Annual Business Meeting, the Board shall share the names and qualifications of the nominees with the members.
2. Separate nominations shall be made for candidates for one-year terms to fill vacancies, if necessary.

Section C. Nominations from the Floor

Nominations from the floor may be made at a regular meeting, at least two weeks prior to the Annual Business Meeting, notwithstanding the restrictions on the conduct of business at regular meetings set forth elsewhere in these Bylaws. Such nominations must be seconded and the nominator must have ascertained that the nominee is willing to serve if elected, must make a brief statement of the nominee's qualifications, and must furnish a copy of such statement for publication in the newsletter prior to the election.

Section D. Voting Procedure

1. The names of all candidates, arranged in alphabetical order, shall be made known to the voting members of the Society at least two weeks before the Annual Meeting at which the voting takes place.

2. When there are more candidates than Board vacancies, election shall be by secret ballot. The voting shall be conducted by two Board members, designated by the President, neither of whom is a candidate for office at the time, who shall review the ballots and report the result to the presiding officer. The reviewing Board members will record the number of votes for each candidate in writing, after which the individual secret ballots will be destroyed.
3. In all other respects, Voting Procedure shall be the same as described in Article V, Section F.

Article VII: DUTIES OF THE MEMBERS OF THE BOARD

Section A. Control and Management

1. The Board's Members shall control and manage all the affairs and business of the Society. They may draw upon the special competence and solicit the help of other members of the Society, as necessary or desirable.
2. The Board's Members may give recognition to persons for extraordinary services to the Society, with the approval of a majority of members voting at a meeting, in a manner consistent with other provisions of these Bylaws.
3. The Board's Members shall meet regularly, approximately once per calendar year quarter, at dates and locations to be determined by agreement of a majority of the Members. They may invite additional members of the Society or other members of the public to participate, but not vote, in Board meetings. They may make such rules and procedures for Board meetings as they may determine to be necessary. Such rules and procedures, and all minutes of the Board meetings, shall be recorded by the Secretary.
4. The Board's Members shall plan and supervise all musical, educational, and public relations activities and business operations of the Society. In particular, the Board's Members shall be responsible for:
 - a) Establishing financial policies of the Society;
 - b) Establishing the schedule of dues, guest fees, and other fees and charges for participation in the Society's activities;
 - c) Authorizing expenditures to meet the costs of the Society's activities;
 - d) Arranging workshops, lectures, concerts, and other activities and meetings;
 - e) Effectively distributing to members information of interest to them;
 - f) Establishing and producing the Society's publications;
 - g) Developing effective relations with the general public;
 - h) Establishing committees or task forces, composed of members of the Society, to deal with specific problems or to carry out projects sanctioned by the Board.

Section B. Communication of Decisions

Decisions of the Board shall be communicated to the membership in a newsletter.

Section C. Removal from the Board

1. A Member of the Board may be removed by the unanimous vote of the other Members or by a two-thirds vote of the members of the Society present at a meeting called to consider the removal. The Member whose removal is sought must be given adequate opportunity to present his or her case to the Board and to the membership of the Society.

Section D. Resignation of Board Members

A Board Member may resign in writing at any time.

Article VIII: OFFICERS

Section A. Election

1. Not more than two months after the election of new Members of the Board, the Board shall meet and elect the Society's four Officers from among the Members: President, Vice-President, Secretary, and Treasurer. The officers shall immediately assume their duties and responsibilities and shall serve for one year or until their successors are elected.
2. The President and Vice-President must be elected members of the Board. The Members of the Board may, in the interest of more efficient or more convenient conduct of the Society's business, select a Secretary and/or Treasurer from among the membership of the Society. Section B. Functions
 1. The President shall preside at all membership meetings and at meetings of the Board and shall be responsible for the agenda of these meetings;
 - with the help of the Secretary, shall ensure that all the Society's records, reports, and certificates are properly kept and filed, and that appropriate reports are prepared for presentation at the Annual Business Meeting and other meetings;
 - shall serve as a member of any standing or special committees;
 - shall sign checks or drafts of the Society and Society tax forms in the absence of the Treasurer;
 - shall sign all contracts and agreements entered into by the Society after they are approved by the Members of the Board.
 2. The Vice-President, in the event of the temporary absence or inability of the President to perform the duties of his office, shall become acting President with all the rights and duties of the President.
 3. The Secretary shall keep the minutes and such records of the Society and make these records available for inspection by members of the Society upon request;
 - shall maintain the official copy of the Society's Bylaws and all other official records of the Society;
 - will help the President to ensure that all the Society's records, reports, and certificates are properly kept and filed, and that appropriate reports are prepared for presentation at the Annual Business Meeting and other meetings;
 - as required for the business of the Society, shall prepare and certify copies of the Bylaws and records of actions taken by the Society or by the Board.

4. The Treasurer shall have the care and custody of all monies and securities belonging to the Society and be responsible for them;
 - shall deposit all Society funds in a commercial banking institution, and shall maintain records on any funds invested by the board in interest-bearing instruments or accounts;
 - shall maintain the financial records of the Society and make them available for inspection by members;
 - shall file the Society's tax forms;
 - shall render periodically, or at times determined by the Board, a written account of the finances of the organization, and such report shall be maintained with the minutes of the meeting at which rendered;
 - shall sign all checks and drafts of the Society and promptly pay its obligations from available funds and, if required for convenience in meeting the Society's needs, maintain a single petty cash fund under procedures approved by the Board;
 - shall maintain the official roster of the Society's current members, and archive the roster at the end of the Society's fiscal year.

Article IX: AMENDMENTS

Section A. Proposals

Amendments to these Bylaws may be proposed by the Members of the Board on their own initiative or upon written petition signed by at least ten members and submitted to the Secretary. To become effective, any amendments so proposed must be approved by two-thirds of the members voting at the Annual Business Meeting or at any special meeting called for that purpose. The proposed amendments must be included in the notice of the aforesaid meetings together with the mailing address of the Secretary or other designated Member of the Board. Votes upon proposed amendments may be cast in person or by e-mail or proxy which has been received by the Secretary or other designated Member of the Board up to the date of the meeting. Any amendment becomes effective as a part of these Bylaws upon the date of final approval by the membership of the Society, or on such other date as the amendment specifies.

Section B. Recording of Amendments

The Secretary shall record all approved amendments and affix them to the official copy of the Society Bylaws. All amendments are made known to every member by means of the Newsletter.

Article X: DISSOLUTION

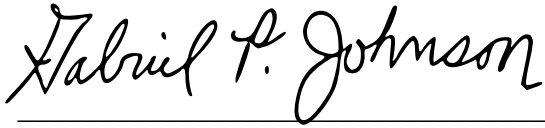
Upon dissolution of the Society the Board shall first pay or provide for paying all of the Society's liabilities. The Board shall then dispose of all assets of the Society in such a manner as the Board shall determine, but exclusively for the Society's purposes, consistent with the permanent dedication of the Society's assets to the purposes exempt from taxation under the Internal Revenue Code, and to one or more organizations organized and operated in furtherance of the same general purposes as this Society's general purposes that shall at the same time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding and applicable future U.S. laws.

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C E R T I F I C A T E

These Bylaws were last amended 25 June, 2023, by vote of the membership. A true copy.

CERTIFIED:

A handwritten signature in black ink that reads "Gabriel P. Johnson". The signature is written in a cursive style with a large, looped 'G' and 'J'.

Gabe Johnson
Secretary
Washington Recorder Society

12 August 2023

Date