

# Suzuki Association of Minnesota By-Laws

## Article I. Name, Organization and Location

Section 1. The Name of this Association is Suzuki Association of Minnesota (hereafter called the Association).

Section 2. The address of the registered office is:

Suzuki Association of Minnesota  
P.O. Box 23086  
Richfield, MN 55423-0086

## Article II. Purpose of the Association

The purpose of this association is as follows:

a. To promote the Suzuki educational philosophy for parents, teachers, students and the general public

b. To establish a network of Suzuki teachers, enabling communication among and providing support for one another

To promote the highest standards of excellence in teaching and playing for teachers, students, parents and the public in the state of Minnesota and the Americas

## Article III. Membership

Membership in the Organization shall be open to all who are interested in the purposes of this corporation as set forth in the Articles of Incorporation. The Board of Directors has established classes of membership and dues for each class, in its sole discretion.

Section 1. There shall be three categories of membership, to be known as Active, Associate and Honorary.

Section 2. Association Active Membership is open to teachers who are members of the Suzuki Association of the Americas. Active Members shall receive all publications of the Association. Each Active Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. All Active Members are allowed to have their students participate in events sponsored by the Association.

Section 3. Associate Membership is open to parents, musical organizations, businesses, and anyone interested in supporting the Association. Associate Members need not be members of the Suzuki Association of the Americas. Associate Members will receive copies of all publications of the Association. Associate Members will not have voting rights. Students will not be able to participate in the Association's events unless their teacher is an Active Member.

Section 4. Honorary Membership is open to anyone who has honorary SAA membership, or at the discretion of the board.

Section 5. The members, by amendment to these bylaws, may create additional categories of membership, and the qualifications and rights of the members of each type shall be as designated in such an amendment.

## Article IV. Fiscal Year and Management Policy

Section 1. The Association shall have a fiscal year beginning January 1 and ending December 31.

Section 2. The estimated Budget Report shall be presented to the general membership during the Annual Meeting of the Association. Evaluation and assessment of the previous year's business shall be open to comments from the general membership.

## Article V. Membership Dues and Operating Income

Section 1. Annual dues will be set by the Executive Board and approved by the general membership at the Annual Meeting of the Association. Changes in these rates can be made at a general meeting of the Active and Associate Members of the Association by an affirmative vote of the majority of those present. The purpose of this general meeting will be announced prior to the meeting.

Section 2. Annual dues will be paid to the Association and sent to the treasurer. Membership year will begin January 1 and end December 31.

Section 3. In addition to membership dues the Association shall draw funds from advertising, workshop fees, special events, foundation grants or donations.

## Article VI. Meetings

Section 1. There shall be one general membership meeting per year. This meeting shall be held at such place and at such date as may be determined by the Executive Board. Membership shall be notified a minimum of 30 days prior to the general membership meeting.

Section 2. Special meetings of the membership may be called by the President of the Association as the

President determines are needed, to be held at such place and on such date as the President determines. Membership shall be notified a minimum of 30 days prior to such a meeting.

Section 3. A quorum for conducting the business of the Association at a meeting of the general membership or a special meeting shall be the number of members who are present and shall be determined by a simple majority.

Section 4. A member who is unable to attend the membership meeting may request an absentee ballot from the Membership Coordinator and return it to the Membership Coordinator prior to the meeting. Absentee ballots received after the meeting will not be counted.

Section 5. The Executive Board shall meet prior to the regular meeting of the general membership, at such place and on such date as may be determined by the Executive Board. Executive Board members shall be notified a minimum of 5 days prior to their meeting.

Section 6. Special meetings of the Executive Board may be called by the President or another member of the executive board when such a need arises, to be held at such place and on such date as the President determines. Executive Board members shall be notified a minimum of 5 days prior to such a meeting.

#### **Article VII. The Executive Board**

Section 1. The Executive Board shall consist of the elected officers and appointed directors.

Section 2. The Executive Board shall discuss the regular business of the Association and form recommendations to be presented to

the general membership.

Section 3. A quorum for conducting the business of the Executive Board shall be a simple majority of the elected officers and appointed directors.

#### **Article VIII. Officers**

Section 1. There shall be the following elected officers: President; President-Elect; Recording Secretary; Membership Coordinator; Treasurer; and Newsletter Editor.

Section 2. An officer who does not fulfill his or her assigned responsibilities may be relieved of office by a majority vote of the general membership present at a regular or special meeting. Appointment of a replacement shall be made by the President with the approval of a majority of the then serving Executive Board to serve the remainder of the term.

Section 3. An officer who cannot complete his/her term of office will be replaced by a vote of the majority of the Executive Board at a regularly scheduled Board meeting.

#### **Article IX. Elections**

Section 1. Nominations of officers may be made through the nominating committee or by any member in good standing at the election meeting.

Section 2. Officers shall be elected by a vote of the Members at a general membership meeting or by mail ballot, determined by the Executive Board before the end of the fiscal year.

Section 3. Officers shall be elected for the following terms: President: two year term; President Elect: two year term; Recording Secretary: two year term; Membership Coordinator: three year term; Newsletter Editor:

three year term; Treasurer: three year term.

#### **Article X. Duties of Officers and Committee Chairpersons**

Section 1. The President shall preside at all meetings of the Association and shall have general supervision of the business and finances of the Association and shall see that all orders and resolutions of the Executive Board are carried into effect; subject, however, to the right of the Executive Board to delegate any specific powers to any other officer or officers of the Association. In addition, the President shall appoint directors, form committees and appoint chairpersons to those committees as needed, make interim appointments as needed, serve as a member of all committees, and call special meetings as needed.

Section 2. The President Elect shall perform such duties as shall be assigned to her or him and shall exercise such powers as may be granted to her or him by the Executive Board or the President. In the absence of the President, the President Elect may perform the duties and exercise the powers of the President with the same force and effect as if performed by the President.

Section 3. The Recording Secretary shall act as clerk at all meetings of the members and Executive Board and shall record all votes and minutes of all proceedings. The Recording Secretary shall perform such other duties as prescribed by the Executive Board and the President.

Section 4. The Membership Coordinator shall be responsible for publishing the Membership Directory and maintaining the mailing list

Section 5. The Treasurer shall have custody of the Association's funds and shall keep accurate accounts of receipts and disbursements of the Association. The Treasurer shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association. The Treasurer shall also disburse the funds of the Association as may be ordered by the Executive Board and shall render to the Association an accounting of all the transactions conducted by the Treasurer and of the financial condition of the Association.

Section 6. The Newsletter Editor shall publish the Association's newsletter. There will be minimum of two Newsletters published each year.

Section 7. Directorships may include but are not limited to: Advertising Director, Historian, Charitable Interest Coordinator; Piano Liaison, Newsletter Editor, Volunteer Coordinator. Director's terms shall be 2 years.

Section 8. Committee Chairpersons shall have such duties as the President shall determine. In addition, Committee Chairpersons shall be responsible for generating publicity material for activities and special events, and for delegating responsibility to fulfill these obligations. Committee Chairships may include but are not limited to: Graduation Committee Chair, Workshop Committee Chair.

#### **Article XI. Amendments**

These By-laws may be amended at any meeting of the general membership by a simple majority of the members present or the total membership may be canvassed and the By-laws may be changed by a simple majority of those responding. If the By-laws will be amended before a general meeting, copies of the proposed amendments shall be given to members at least one month prior to the meeting.

#### **Article XII. Liability and Dissolution**

Officers, Directors, Committee Chairpersons and Members of the Association shall not be personally liable for the acts, debts, liabilities or obligations of the Association. Upon the dissolution of this Association, the Executive Board shall apply and distribute the assets of the Association as follows:

A. All liabilities and obligations of the Association shall be paid, satisfied, and discharged or adequate provision made therefore.

B. Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

C. Any remaining assets shall be distributed to the Suzuki Association of America which is an exempt organization under Section 501(c) (3) of the Internal Revenue Code, as amended (the "Code").