

**BYLAWS
CHICAGO FLUTE CLUB
DECEMBER 3rd, 2021**

(A not-for-profit corporation in Illinois)

**Article I
Objectives and Purposes**

Section 1. Objectives and Purposes: The Chicago Flute Club is incorporated as a not for profit organization in the state of Illinois to promote, encourage and foster knowledge and appreciation of the flute. The corporation's activities may include, but are not limited to:

- a) Sponsorship of concerts by area flutists;
- b) Lecture series by well-known flutists;
- c) Performances of newly-published works for the flute;
- d) Master classes for flutists;
- e) Competitions;
- f) Commissions of new compositions for the flute family;
- g) Events aimed at social interaction and outreach among area flutists;
- h) Other activities designed to promote, encourage and foster appreciation of flute music and technique.

**Article II
Membership**

Section 1. Membership in the Chicago Flute Club (hereinafter, CFC) shall be open to flutists and other interested persons upon written application and payment by the applicant of the annual dues.

Section 2. There are six (6) classes of membership:

- a) Regular Members— Includes subscription to *Pipeline*, full voting privileges, free or discounted admission to all virtual events and all CFC in person events for the member and a guest excluding the CFC Flute Festival.

b) Student Members— Includes subscription to *Pipeline* and free or discounted admission to all virtual events and all CFC in person events for the member and a guest excluding the CFC Flute Festival. No voting rights. Student member must be full-time student at an accredited institution or home-schooled K-12 equivalent.

c) Lifetime Members – Includes subscription to *Pipeline*, full voting privileges, free or discounted admission to all virtual events and all CFC in person events for the member and a guest excluding the CFC Flute Festival. Includes mention in all printed event programs and *Pipeline* issues year after year. Renewals are done automatically by the Membership Chairperson, without the need for the member to renew each year.

d) Corporate Members -- Includes subscription to *Pipeline*, full voting privileges (one vote per corporation), free or discounted admission to all virtual events and all CFC in person events for the member and a guest excluding the CFC Flute Festival. Includes mention in all printed event programs and *Pipeline* issues for the year, receipt of one eBlast to be created by the corporate member (timing of which to be mutually agreed upon with the Chicago Flute Club), a business card size ad in *Pipeline* and a listing with a link from the CFC web site for the year.

e) *Pipeline* Member – pay rate, as determined by Directors solely for receipt of four quarterly *Pipeline* issues.

f) Contributing Member – Includes subscription to *Pipeline*, full voting privileges (one vote per corporation), free or discounted admission to all virtual events and all CFC in person events for the member and a guest excluding the CFC Flute Festival. Includes mention in all printed event programs and *Pipeline* issues for the year.

Section 3. The Board of Directors at its discretion may establish additional classifications of membership.

Section 4. Membership dues shall be set by the Board.

Section 5. Membership in the CFC shall run from September 1 through August 31 of the following year.

Section 6. Membership shall be terminated upon failure to pay annual renewal dues by a time established by the Board.

Section 7. Membership rosters will be denied to any person who abuses the use of the roster. Rosters are to be used for internal use only and not to disseminate information, advertise non-flute club events, or sell merchandise.

Article III Board of Directors

Section 1. Number and Term: The voting members of the Board of Directors of the CFC shall be composed of the President, Vice-President, Secretary and Treasurer and seven (7) voting members as defined in Article IV and Article VI. The terms of the Directors shall be staggered. Officers and Directors shall be elected as specified in Article V, Section 4. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

Section 2. Vacancies: Any vacancy occurring on the Board of Directors shall be filled by a majority of the Directors still in office, even if less than a quorum, or by the sole remaining Director. A Director so appointed shall serve for the unexpired term of her/his predecessor.

Section 3. Meetings: Meetings of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors. Special meetings may be called by the President or by a majority of the Directors. All members of the board of directors are expected to attend board meetings either in person or virtually. However, board directors may be permitted to miss a maximum of three meetings per year.

Section 4. Notice of Meetings: Written notice of the time and place of every meeting of the Board shall be duly served on or sent by email to each Director not less than ten (10) days before the meeting. Meetings may be held at any time without notice if a minimum of a quorum of all the Directors are present or if those not present waive advance notice of such meeting.

Section 5. Quorum of Directors: A majority of the Board (six) constitutes a quorum. No actionable item may be voted on in the absence of a quorum.

Section 6. Executive Committee: The Board of Directors shall designate an Executive Committee, composed of the President, Vice President, Secretary, Treasurer, and Immediate Past President which shall act for the Board of Directors in lieu of the Board between meetings. Nothing herein shall be construed to allow the Executive Committee to act to the exclusion or contrary to expressed directions of the Board of Directors. In the event the Executive Committee cannot resolve an issue by consensus, the decision will be opened for consideration and vote by the entire Board of Directors.

Section 7. Duties of the Directors: The Board of Directors shall have the power and authority to carry on the affairs of the CFC and in doing so may elect, appoint and employ all necessary personnel, other than as specifically provided for in these Bylaws, as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation, if any, of such persons; may prescribe the duties of such persons; and may dismiss any appointed or employed agent without previous notice. The Directors may, in the absence or illness of an Officer or employee, delegate her/his duties (but not voting rights) to another individual.

- a) Each board member, except the President, shall have one vote. The President will vote only to break a tie.
- b) A majority vote of Board members at a duly assembled meeting with a quorum present shall be an act of the Board.
- c) An officer may be deemed present in person at a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- d) If not physically present at a meeting, a board member may vote electronically via email or phone but may not vote by proxy.

Section 8. Bylaws: The Board of Directors shall have the power to alter or amend the Bylaws by a majority vote.

Section 9. Policies: The Board of Directors shall, in its discretion, enact formal written policies (referred to herein as “Policies”), which upon enactment shall be binding on all committees of the Board of Directors, Ad Hoc Committees of the membership, officers, and employees of the CFC. Policies will be effective until modified or terminated by a resolution of the Board of Directors, approved by a majority of the Board of Directors at a regular or special meeting of the Board of Directors at which a quorum is present. Policies referred to and incorporated into these Bylaws as adopted at the Bylaw level may be amended, modified or repealed only in the same manner as amendments to the Bylaws.

Section 10. Resignation of a Director: A Director may resign at any time by written notice delivered to the President of the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a certain date. The pending vacancy may be filled before the effective date, but the successor shall not take office prior to such effective date.

Section 11. Removal of a Director: The Board, by a two-thirds vote, may remove from office any Officer or Director who fails to attend meetings and perform the duties of her/his office when, in the opinion of the Board, the effectiveness of the CFC is impaired.

Article IV Officers

Section 1. Officers of the CFC shall be the President, Vice President, Secretary, and Treasurer, and the immediate Past President who shall serve as an ex-officio adviser.

Section 2. The Officers shall be Directors and shall be elected by the eligible members of the CFC, except as otherwise provided for in Article II of these Bylaws. All officers shall serve gratuitously for two-year periods and with no term limitations.

Section 3. The Immediate Past President, to the extent this person is not an elected director, shall be an ex-officio advisor to the Board of Directors to ensure continuity of the Board of Directors. S/he is entitled to attend and participate in all meetings, but not to vote. S/he shall receive minutes of all meetings, and participate on the nominating committee. The Immediate Past President shall serve as an ex-officio member of the Executive Committee and may vote solely in event of a tie vote. S/he shall be an ex officio advisor for a term of two years.

Section 4. President: The President shall be the principal Executive Officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation. S/he shall, when present, preside at all meetings of the CFC, co-sign an Artist's Performance Agreement, and in general, shall perform all duties relating to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. In the event of a time-sensitive board decision requiring more deliberation than from the Executive Committee, s/he may request action items be voted on between meetings either by email or telephone response. The President may sign checks drawn on the corporation.

Section 5. Vice-President: The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the office. When so acting, the Vice-President shall have all of the powers of, and be subject to all the restrictions upon the President. In addition, s/he shall perform such other duties and have such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.

Section 6. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of the CFC and the Board and provide minutes in a timely fashion. S/he shall take care of CFC correspondence as needed and as directed by the President or the Board and in general perform all duties as may be as assigned from time to time by the President or the Board.

Section 7. Treasurer: The Treasurer shall have custody of all funds and assets belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer may transfer money from one account to another only with the approval of the Board. Any transfer of money from the account

designated to the Special Projects Fund must be approved by a super-majority of the Board. The Treasurer may sign checks drawn on the corporation. S/he shall keep full and accurate accounts of the finances of the corporation and shall provide a true statement of its assets and liabilities to the Board on a monthly basis. An Annual Statement that provides a true statement of its assets and liabilities shall be presented to the Board within four (4) months after the close of each fiscal year and so filed at the registered office of the corporation. It shall be kept for inspection by the Secretary for a period of ten (10) years and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any General Member upon written request. The Treasurer shall collect all fees, annual dues and contributions. The Treasurer shall also prepare and file all reports and returns required by Federal, State or local law and shall generally perform all other duties as may be assigned to him/her from time to time by the President or Board of Directors.

Section 8. Five Directors shall be elected by the voting members of the Chicago Flute Club. Two chairpersons shall be appointed by the President, with Board approval, as per Article VI.

Section 9. It shall be the duty of each officer and chairperson to keep a record of all information regarding said responsibilities. At the conclusion of each year of service, a paper copy of all data will be forwarded to the Archivist and an electronic copy shall be given to the president or successor to the individual's current position.

Section 10. To maintain a position as a voting Officer, Board Member or Committee Chairperson, Co-Director or Assistant Co-Director, membership dues must be paid in full on or before October 1 of each year of service.

Article V Nominations and Elections

Section 1. Procedure:

1. The election of Officers and Board Members shall take place in coordination with the mailing of the annual membership renewal on or before August 15 of each year as prescribed in the following sections. In order to stagger the terms of the Directors, as close as possible to one-half of the Directors shall be selected each year.
2. On or before the February board meeting, the President shall appoint a Nominating Committee for succeeding members of the Board and Officers. The Committee shall be comprised of the Immediate Past President and two Board members not running for office and it shall choose its own chairperson.
3. A quarter-page announcement will be placed in the Spring *Pipeline* announcing the open positions for the following season and inviting interested candidates to notify the Nominating Committee.

4. Candidates seeking election to any office shall forward to the Nominating

Committee Chairperson, postmarked or electronically transmitted not later than April 15 a campaign statement certifying their intention of seeking election for a particular office. In the case of multiple candidates for a specific office, the Nominating Committee will invite the candidate(s) to submit a campaign statement of no more than 100 words, to be published in the Summer *Pipeline*.

5. The Summer *Pipeline* will publish the names submitted by the Nominating Committee as well as those candidates who indicated individually that they wish to run for office for the ensuing year. The list shall contain the names of at least one eligible nominee to each vacancy and campaign statements, if submitted.
6. If there are no multiple candidates for a particular office, the unopposed positions will not be balloted and the Nominating Committee Chairperson will inform the Board and the *Pipeline* Chair that the position(s) was deemed elected by acclamation.
7. If there are multiple candidates for a CFC office, ballots will be mailed to all members in good standing by August 15, to be returned by mail, postmarked no later than August 25 with receipt of ballot no later than August 31.
8. Officers and Board Members will be deemed elected if they receive a majority of votes cast.
9. The two or three candidates (as appropriate) receiving the highest number of votes for a Board member position shall be declared elected.
10. Those elected shall take office as of September 1.

Section 2. Only Regular, Corporate, Contributing, and Life Members in good standing can be nominated as Board Members or Officers.

Section 3. Officers shall be elected in alternating years, with the President, Vice President, Secretary and two (2) Board Members to be elected in even-numbered years and the Treasurer and three (3) Board Members elected in odd-numbered years. The voting Program Chair and Pipeline Chair shall be appointed by the President in even numbered years.

Article VI Committees

Section 1. The function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the CFC or its Board of Directors in any way or by any means.

Section 2. The President, with Board approval, shall appoint eligible members, as defined in Article II to establish committees, as it deems appropriate with such duties and responsibilities, as it shall designate. Chairpersons will make best efforts to attend all Board meetings and shall make monthly reports, either in person or in writing to the President.

a) ***Pipeline***: The *Pipeline* Chairperson shall oversee the publication and distribution of the CFC newsletter, subject to the direction of the Board. Such responsibilities will include, but not be limited to all voting rights as a member of the Board, Board approval of budget, composition and art work, distribution of newsletter and membership list, in coordination with membership chair, and other tasks as necessary. Members of the *Pipeline* Committee may be selected by the Chairperson with the approval of the President. The *Pipeline* Chairperson will submit, prior to May 1 of each year, the proposed budget for the next season for Board approval.

b) **Programs**: The Program Chairperson shall arrange and oversee programs for the CFC, subject to the direction of the Board. Such responsibilities will include, but not be limited to all voting rights as a member of the Board, as well as receiving Board approval of artists, budget, and collection of signed Performer's Agreement to be co-signed by CFC President, reservation of concert venue, and other tasks as necessary. Members of the Program Committee may be selected by the Chairperson with the approval of the President. The Program Chairperson will submit, prior to May 1 of each year, the proposed budget for the next season for Board approval.

c. **Financial Oversight Committee**: The President shall appoint a three-person committee at the October meeting to serve as the Financial Oversight Committee. The Committee shall consist of two Board Members and one non-Board member. This Committee shall, in advance of the December and June Board meetings, inspect and verify the financial reports and credit card statements of the CFC, comparing them to the official bank statements. The Committee shall be chosen annually by the President at the Board's second meetings and shall report its findings in writing to the full Board at the December and June meetings.

Section 3. The President, with Board approval, shall appoint an Archivist to collect and maintain all correspondence, photographs, recordings, and accumulated data relative to the CFC. This position does not require Board attendance and does not afford Board voting privileges.

Section 4. It shall be the duty of each chairperson to keep a record of all information regarding said responsibilities. At the conclusion of each year of service, a paper copy of all data will be forwarded to the Archivist and an electronic copy shall be given to the President or successor to the individual's current position.

Section 5. Other committees may be created by the President as needed but Board membership and voting privileges are only conferred as previously set forth in these Bylaws.

Article VII Finances

Section 1. General Operating Fund: All fees, dues, and other monies paid to the Corporation shall be placed in a General Operating Fund, except those monies subscribed or contributed for a specific purpose, which shall be placed in a separate fund, herein called the Special Projects Fund.

Section 2. Disbursements from the General Operating Fund: No obligation or expense, other than Board-approved budgeted expenses over \$75 shall be incurred, and no un-budgeted monies over \$75 shall be appropriated or paid unless authorized by the President and the Treasurer.

Section 3. Investment Savings Fund: The investment savings fund shall contain the unrestricted reserves for the club. The account balance will be examined by the treasurer and financial oversight committee on an annual basis to ensure that the account contains 12-24 months of operating reserves. Any funds may be transferred into and out of this account only with the approval of the majority of the board. All Lifetime Membership Dues shall be deposited directly into this Savings Fund.

Section 4. A **Special Projects Fund** will be established and maintained to further the mission of the CFC as set forth in Article I of the Bylaws by assisting the CFC in funding long-term projects beyond ordinary operation of the CFC. The money addressed by this Fund is not to be used for ordinary operating expenses of the CFC.

- a) The balance in the Special Projects Fund ("SPF") shall never fall below \$20,000.
- b) Board members must approve by a super-majority (3/4) vote any expense to be funded by the Special Projects Fund.
- c) Any donations specifically designated for this Fund must be deposited in the SPF.

- d) At the close of each fiscal year, the treasurer shall transfer \$1 per CFC member from the General Operating Fund to the SPF.

Section 5. Fiscal Year. The fiscal year of the CFC shall begin on August 1 of each year and end the last day of July of the following year.

These bylaws were read, approved and adopted by the Board of Directors of the Chicago Flute Club, a not-for-profit organization in the state of Illinois, on this 7th day of August, 2020__.

President

Vice-President

Secretary

Treasurer

Immediate Past President