

# Bylaws of the Suzuki Association of Indiana, Inc.



## Article 1. Organization

Section 1.1. Name. The name of the Corporation shall be Suzuki Association of Indiana, Inc., hereinafter designated as SAI or as the Association.

Section 1.2. Seal. The Corporation has a seal designated by the Board of Directors.

Section 1.3. Purpose. The purpose of the SAI shall be to promote the Talent Education method of music education based upon the teaching principles of Dr. Shinichi Suzuki and to create community among Indiana's teachers, students, and parents. In doing so, the SAI shall act as a resource for anyone seeking information or guidance. The SAI shall provide the Suzuki community with opportunities for growth through a variety of events and activities. As an Affiliate Chapter of the Suzuki Association of the Americas, the SAI shall promote and uphold the principles and ethics of the national organization.

## Article 2. Membership

Section 2.1. Membership. Membership shall be open to all who are interested in the purposes of the SAI. The Board of Directors designates categories of membership and dues (or exemptions from dues) at its sole discretion. Members shall consist of all individuals who have paid dues in full, and have satisfied such other standards as established by the Board. All SAI members are responsible for notifying the Secretary of any changes in their contact information.

Section 2.2. Categories of Membership. Membership categories in the Association are Active, Associate, and Honorary.

a. Active membership is open to Suzuki teachers of all instruments who are committed to the philosophy of the Suzuki method. All teacher members must be active members of the Suzuki Association of the Americas (SAA). Active Members are entitled to all the privileges of membership in the SAI, the right to vote, hold office, and access to all other support and services of the SAI.

b. Associate membership is open to anyone interested in the SAI, who is not both a Suzuki teacher and active member of the SAA. Associate members shall not have the right to vote or hold office.

c. Honorary membership may be awarded by a simple majority of the Voting Members or the Board of Directors to persons who have made a significant contribution to Suzuki Talent Education. Honorary members shall have the right to vote.

d. Voting Members shall consist of all members who hold either Active or Honorary membership status.

### **Article 3. Membership Meetings**

Section 3.1. Annual Membership Meeting. The Annual Membership Meeting occurs each July at a place and time determined by the Board of Directors. At each year's annual meeting, the date for the next meeting will be set. The Board shall determine the suitable meeting format; in person, virtual, or hybrid; prior to the meeting.

Section 3.2. Special Meetings. Special Meetings of the Membership of the SAI may be called by any of the following: 1. a majority of the Board of Directors; 2. the President; or 3. two-thirds of the Voting Membership. The meeting shall be convened by the President or the Secretary. Requests for Special Meetings must state the purpose of such meeting. Only business relating to the purposes set forth in the request may be transacted at a Special Meeting.

Section 3.3. Notice of Meeting. At each Annual Meeting the date for the next meeting will be set. The selected date will be included in the minutes shared with membership following the Annual Meeting. The minutes will serve as the official notice of the Annual Meeting date for the following year.

Section 3.4. Quorum. A simple majority of the active Voting Members present at a regularly scheduled meeting shall constitute a quorum. At Annual and Special Meetings, the Voting Members present may decide to allow additional voting by email for certain issues and proposals.

Section 3.5. Voting Proxies. Corporate action to be taken by Voting Members shall be enacted with endorsement by a majority of the votes cast, either in person or by valid proxy, unless otherwise required by law or these By-Laws. Every proxy must be signed by the Voting Member or their attorney-in-fact.

Section 3.6. Action by Members Without a Meeting. Any membership action may be taken without a meeting if a written consent to the action is signed by two-thirds of the membership entitled to vote on the action. This vote must be conducted and completed within one week. Email or online form responses may be considered "written consent".

Section 3.7. Resolutions. In order to appear on the agenda, resolutions to be considered at the Annual Membership Meeting must be submitted in writing to the Secretary no later than 2 weeks in advance of the meeting date.

Section 3.8. Minutes. A summary of Board activity will be included in each quarterly newsletter. Detailed minutes from quarterly Board meetings and the Annual Membership Meeting will be available upon request.

#### **Article 4. Board of Directors**

Section 4.1. Directors. The Corporation shall be governed by a Board of Directors. At the Annual Membership Meeting, elections will be held to elect new Board members. To retain their position, each member of the Board of Directors must attend fifty percent of the meetings of the Board of Directors held from July 1st through June 30th of each year. Members of the Board of Directors are eligible to run for offices of the President-Elect, Secretary, or Treasurer after participating as a member of the Board for one year.

Section 4.2. Number. There shall be no fewer than seven members on the Board of Directors at any time.

Section 4.3. Quorum and Manner of Action. A majority of the entire Board of Directors may constitute a quorum for the transaction of business at any meeting, except as provided in Section 4.8. Action of the Board shall be authorized by the vote of a majority of the Directors present at the time of the vote, if there is a quorum, unless otherwise provided by law or these By-Laws. In the absence of a quorum, the Board will determine if a vote will be taken via email.

Section 4.4. Regular Meetings. Annual Meetings of the Board shall be held either (a) after the Annual Membership Meeting at the same place, or (b) as soon as practicable after the Annual Membership Meeting, on notice at such times or places as the Board determines. In addition to the Annual Meeting in July, the Board of Directors shall meet quarterly, in October, January, and April, or at alternative dates as determined by the Board.

Section 4.5. Special Meetings. Special Meetings of the Board may be requested by any of the Directors. Only business related to the purposes of the request may be transacted at the Special Meeting.

Section 4.6. Notice of Meeting. Quarterly board meetings will be held on Zoom, or other video conferencing platforms. The schedule for the coming year will be set at the July board meeting (following the Annual Members Meeting) and emailed to all board members. A reminder, including Zoom (or other) link, and agenda, will be emailed no later than 2 days in advance of each Board meeting.

Section 4.7. Resignation and Removal of Directors. A Director may resign at any time. Any or all of the Directors may be removed at any time, either with or without cause, by vote of a simple majority of all the Voting Members or the Board of Directors.

Section 4.8. Reimbursement. Directors will be reimbursed for reasonable expenses incurred while performing duties of their office, as determined by the Officers.

Section 4.9. Vacancies. Any vacancy on the Board may be filled by a majority vote of the remaining Directors, though less than a quorum.

## **Article 5. Committees**

Section 5.1. Executive Committee. The Executive Committee shall consist of the Executive Officers of the Corporation, as defined in Article 6, Section 1.

Section 5.2. Nominating Committee. At the April Board meeting the President shall appoint not fewer than two Board members to serve as the Nominating Committee for new candidates for the Board of Directors. The Nominating Committee will contact potential candidates suggested by the Board and/or general membership to discuss their interest in serving on the Board. At the Annual Meeting, the Nominating Committee shall present the slate of vetted candidates for the Board of Directors. No additional nominations will be considered.

Section 5.3. Other Committees. The Board, by resolution adopted by majority of the entire Board, may designate other committees of the SAI Members, to serve at the Board's pleasure, with such power and duties as the Board determines. Committees may include non-Board SAI members of any membership category, but must include at least one Board representative.

## **Article 6. Officers**

Section 6.1. Number. The Executive Officers of the Corporation shall be the President, President-Elect, Secretary, and Treasurer.

Section 6.2. Election. The Executive Officers of the Corporation shall be elected by a simple majority of the Voting Membership. The slate of nominees for Executive Officers will be presented by the Nominating Committee. Nominees for Executive Office must be Voting Members. Executive Officers must have served on the Board for at least the previous year.

Section 6.3. Resignation and Removal of Officers. Any Executive Officer may resign at any time. Any Executive Officer elected or appointed by the Board or appointed by an Executive Officer or by a committee may be removed by the vote of a simple majority of the Board, either with or without cause.

Section 6.4. Vacancies. A vacancy in any Executive Office may be filled for the unexpired term by a majority vote of the Board of Directors.

Section 6.5. President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board and of the Membership. Under advisement of the Board, the President shall have general supervision over the affairs of the Corporation and shall have such other powers and duties as the Board assigns. The length of the term of office shall be two years.

Upon completion of the President's term, the President shall retire from the Board of Directors for at least one year.

Section 6.6. President-Elect. The President-Elect shall assist the President in such a manner as the Board of Directors and the President determine. The President-Elect shall acquaint themselves with the overall duties of the office of the President in preparation for assuming that office. In the event that the President is unable to fulfill the duties of the office, the President-Elect will become acting President, until otherwise directed by the Board of Directors, with all the powers of the President as if they had been duly elected. The length of the term of President-Elect shall be two years.

Section 6.7. Secretary. The Secretary shall keep the minutes of all meetings of the Board and of the Membership. Minutes will be emailed to the Board following meetings, and available to membership upon request. The secretary will also provide a summary of the Board activity for each newsletter. The Secretary shall be responsible for giving notice of all meetings of members of the Board and shall keep records of such notices. The term of service shall be no less than 2 years, and is renewable annually thereafter at the discretion of the Board. At the end of their term of Office, the Secretary may remain a member of the Board of Directors or they may resign.

Section 6.8. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation and shall be in charge of the Corporation's books and accounts. The Treasurer shall have such other powers and duties as the Board or the President assigns. The term of service shall be no less than 2 years, and is renewable annually thereafter at the discretion of the Board. At the end of their term of Office, the Secretary may remain a member of the Board of Directors or they may resign.

## **Article 7. Amendments**

Section 7.1. Amendments. The Bylaws may be amended, repealed, or adopted by a majority of either all the Voting Membership or the Board of Directors.

## **Article 8. Fiscal Year**

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall begin July 1st and conclude June 30th of the following year.

Section 8.2. General Funds. All funds of the Corporation shall be deposited to the credit of the Corporation at such depositories as shall be approved by the Board of Directors, Executive Committee, or Treasurer. The funds shall be disbursed only upon the order of the officers of the Corporation duly authorized by the Board of Directors.

Section 8.3. Audit. A statement of all income and expenses of the Corporation during the fiscal year of all assets, liabilities, and fund balances of the Corporation, as at the end of such year, shall be prepared, duly audited by the Executive Officers, and certified annually by the Treasurer. This report shall be submitted to the Board of Directors for approval at the Annual Board Meeting.

Section 8.4. Dissolution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed

to the Suzuki Association of the Americas within the meaning of Section 501(c)(3) of the Internal Revenue Code.

### **Article 9. Conflict of Interest**

Conflict of Interest is when an active member has a personal interest, whether monetarily or otherwise, that inappropriately influences their decisions in their obligations to SAI. As a non-profit, the SAI is accountable to both the government and to the public to use resources properly. Conflicts can damage the reputation of SAI as well as individual members. Even the appearance of a conflict of interest should be avoided. All organization members are responsible parties under this policy.

#### Steps to be taken in the appearance of a conflict of interest:

1. If a Board or Committee member feels they have a conflict of interest, they should voluntarily disclose that and recuse themselves from involvement in decisions on that matter.
2. Any member may approach an SAI Board member with concerns.
3. Two board members shall approach the party in question for information.
4. If deemed necessary, a special board meeting may be convened to discuss the conflict of interest and to determine appropriate action, which may or may not include revoking membership to SAI.
5. The board and all members shall strive to maintain the standard of ethics as set forth by SAA in such determinations.

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