

BYLAWS OF MNSOTA

(Adopted September 2007)

ARTICLE 1 — Offices

MNSOTA, The Minnesota String & Orchestra Teachers Association, (herein the "Corporation") shall have and continuously maintain in the State of Minnesota a registered office, which currently is at 2360 Hillview Road, located in the City of Mounds View, and a registered agent, Lorie Hippen, whose office is identical to such registered office, and may change such registered office and/or registered agent, and have other offices within or without the State of Minnesota, as the Board of Directors may from time to time determine.

ARTICLE 2 — Members

2.1) QUALIFICATION AND SELECTION OF MEMBERS. Membership in the Corporation shall be open only to members of American String Teachers Association (herein "ASTA"), in which the Corporation is a state chapter. Classifications, privileges, and responsibilities of ASTA members shall continue in effect in the Corporation and apply to the Corporation's members as they apply to such members as ASTA members. Members must have paid annual dues to ASTA in order to be a member in good standing in the Corporation. The rights, qualifications and privileges of membership may be amended from time to time by amendment of these Bylaws.

2.2) VOTING RIGHTS. Each member in good standing in the Corporation shall be entitled to one (1) vote on each matter submitted to a vote of the members. Voting shall not be cumulative. Except as specifically set forth by statute, in the Articles of Incorporation or these Bylaws to the contrary, all matters submitted to the members for vote shall require a majority vote of the members then present and voting at a meeting where a quorum exists. Members in the Corporation who are classified as "National Student Members" by ASTA are neither entitled to vote on any matter submitted to a vote of the members of the Corporation nor hold office in the Corporation.

2.3) RIGHTS, LIMITATIONS AND RESTRICTIONS. No member shall have the right to transfer, involuntarily or voluntarily, their membership or any of their rights or privileges of membership, or to substitute another as a member in their place (provided that nothing contained in this Section 2.3 shall be construed as prohibiting the limited right to proxy their vote as described in Section 3.7 of these Bylaws). Any attempted transfer or substitution shall be void and without any legal effect. Any person (including any association, corporation, partnership, company, entity or other organization) ceasing to be a member, whether voluntarily, by death (in the case of a natural person), or by removal, shall immediately forfeit all rights and privileges of membership in the Corporation.

2.4) TERMINATION OF MEMBERSHIP. Any member may resign their membership in the Corporation at any given time. A member may be removed by two-thirds affirmative vote of the entire membership at a special meeting called for that purpose and requires at least fifteen (15) days' prior written notice of the removal and the reasons therefore and an opportunity for the member to be heard at least five (5) days before the effective date of the removal. In the event a member does not pay annual dues to ASTA, such member shall not be in good standing in the Corporation. Upon ASTA's notification of a member's failure to pay annual dues to ASTA, such member's membership in the Corporation shall immediately terminate unless a two-thirds affirmative vote of the entire membership decides otherwise.

ARTICLE 3 — Meetings of Members

3.1) ANNUAL MEETING. An annual meeting of the members shall be held as determined from time to time by the President. At the meeting, the President and Treasurer of the Corporation shall report on the activities and financial condition of the Corporation and the members shall transact any other business as may come before the meeting, as determined by the Executive Board and executed by the President with the aid of any special committee or committees appointed for this purpose.

3.2) SPECIAL MEETING. Special meetings of the members may be called by the President, the Board of Directors or a majority of the members of the Corporation

3.3) PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Minnesota as the place of meeting

for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at the registered office of the Corporation in the State of Minnesota, provided, however, that if all of the members shall meet at any time and place either within or without the State of Minnesota, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

3.4) NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, at least thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. Notice of such meetings may also be given by a form of electronic transmission consented to by the member to whom the notice is given. In case of a special meeting or when required by statute or by these Bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

3.5) WRITTEN ACTION BY MEMBERS. Any action to be taken at a meeting of the members of the Corporation may be taken without a meeting if a written action shall be signed by the number of members that would be required to take the same action at a meeting of the member at which all members were present; provided, that all of the members must be notified promptly thereafter of the content and effective date.

3.6) QUORUM. At each meeting of the members, a majority of the members present in person or by proxy shall constitute a quorum for the transaction of business, except where a greater percentage may be required by law; provided, however, that such number of members constituting a quorum shall never be less than ten (10). If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.7) PROXIES. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact provided that the proxy must be given to another member and will be invalid if granted to a nonmember. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

ARTICLE 4 — Board of Directors

4.1) GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors who are referred to herein as the Board of Directors.

4.2) NUMBER, TENURE, AND QUALIFICATION. The Board of Directors shall consist of an Executive Board and certain officers appointed to the Board of Directors pursuant to this Section 4.2. The Executive Board (the "Executive Board") shall consist of the persons filling the elected officer positions of President, President-Elect, Past-President, Treasurer, and Secretary. The officers appointed to the Board of Directors shall be Newsletter Editor and Membership Chairperson. Appointments of officers to the Board as described in this Section 4.2 shall be made by the President with the majority consent of the Executive Board. Additional Board members may be appointed at the discretion of the Executive Board. The Board of Directors shall reflect a balance of the particular interests of school string and orchestra teachers, studio teachers, and college and university teachers.

Each member of the Board of Directors shall serve for a two-year term coinciding with the term of their elected or appointed office and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such director.

4.3) REGULAR MEETINGS. The Board of Directors shall meet no less than three (3) times annually at a time and place determined by the President and approved by the Board of Directors. No further notice is required for regular meetings.

4.4) SPECIAL MEETINGS. Special meetings of the Board of Directors may

be called by or at the request of the President or the Directors constituting no less than fifteen percent (15%) of the Directors then in office. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Minnesota, as the place for holding any special meeting of the Board called by them.

4.5) **NOTICE.** Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail or telegram to each Director at his/her address as shown by the records of the Corporation. Notice of such meetings may also be given by a form of electronic transmission consented to by the Director to whom the notice is given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Directors may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.6) **QUORUM; VOTING.** A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum.

4.7) **MANNER OF ACTING.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by the Articles of Incorporation or by these Bylaws.

4.8) **VACANCIES.** Any vacancy occurring in the Board of Directors or any Directorship, to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.9) **WRITTEN ACTION BY DIRECTORS.** Any action to be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors with respect to the subject matter thereof.

4.10) **REMOVAL.** Directors may be removed by majority vote of the members at any duly called meeting of the members. Removal shall be effective upon the mailing of a written notice to the director who is removed.

4.11) **RESIGNATION.** Any Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

ARTICLE 5 — Elected Officers

5.1) **ELECTED OFFICERS.** The elected officers of the Corporation shall be a President, a President-Elect, a Past-President, a Secretary, and a Treasurer, each of whom shall be elected by the members of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary. The business of the Corporation shall be carried out by its elected and appointed officers and the Corporation's Board of Directors, which shall be responsible for carrying out the policies of the Corporation in the interim between meetings of the entire membership.

5.2) **ELECTION AND TERM OF OFFICE.** Elections shall be held in even numbered years, and shall conform to all guidelines contained in the Constitution and Bylaws of ASTA. The elections shall be by ballot mailed to each member in good standing in the spring of election years.

In the fall preceding elections, the President shall appoint a nominating committee of at least three members who shall designate a ballot of candidates for the offices to be vacated. A current or former elected officer shall be appointed to serve as chair. The names of the candidates selected shall be submitted to the Executive Board for approval.

Ballots are to be counted within 60 days of mailing. Results will be

announced at a meeting of the membership of the Corporation and in a major periodical of the Corporation. The candidate receiving the greatest number of votes for each office shall be declared elected. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Newly elected officers shall begin their terms of office on May 15 following their election. The President-Elect, Treasurer and Secretary shall be elected to two-year terms.

Officers are encouraged to serve ex-officio from May 15 to September 1 following their term to assist the newly elected officers. The President-Elect automatically becomes President after two years. The President automatically becomes Past-President after two years. The President may not serve two consecutive terms as President.

Appointed officers shall serve at the discretion of the elected Executive Board, for terms not to exceed two years, but may be reappointed for successive terms. The appointed officers shall begin their terms of office within thirty days of their appointment.

5.3) **REMOVAL.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.4) **VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

In the event that the office of President becomes vacant during the President's term in office, the President-Elect shall complete the unexpired term of the President as well as the elected term of office, and shall appoint a member in good standing to serve on the Executive Board until the next regularly scheduled election.

In the event that the office of President-Elect becomes vacant due to any circumstance, a special election shall be held by mail vote within 90 days. Ballots will be counted 30 days after mailing, and the newly-elected President-Elect will begin the term of office immediately thereafter.

In the event of the vacancy of any office other than that of President or President-Elect, the President, with the majority consent of the Executive Board, shall appoint a member in good standing to complete that officer's unexpired term.

5.5) **CHAIRPERSON OF THE BOARD.** The President shall be deemed the Chairperson of the Board and shall preside at all meetings of the members and of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried into effect. The Chairperson of the Board shall have the power to execute, on behalf of the Corporation, bonds, mortgages and all other contracts and documents, whether or not under the seal of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Chairperson of the Board shall have general powers of supervision and management of the business of the Corporation and shall be the final arbiter of all differences between officers of the Corporation and his/her decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation, subject only to the Board of Directors of the Corporation.

5.6) **PRESIDENT.** The President shall be the chief executive officer of the Corporation. Within the policies and objectives prescribed by the Board of Directors and under the general supervision of the Board, the President shall establish operating procedures for, and administer and direct, all aspects of the Corporation's operating activities. The President shall have the power to execute documents where by law the signature of the President is required. In general, the President shall have all powers and shall perform all duties usually vested in the office of the President of a corporation, subject to the right of the Board of Directors to delegate powers to other officers or committees of the Corporation, except those powers which may be exclusively conferred by law upon the office of the President. The President shall issue to the national President-Elect by June 1st of each year a report of the annual meeting of the Corporation and of other State Chapter activities. In the absence of the Secretary, the President shall appoint someone to keep minutes of the meeting.

5.7) **PRESIDENT-ELECT.** In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the

duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors.

5.8) **TREASURER.** If required by the Board of Directors, the Treasurer shall give a bond for faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board; and in general perform all the duties incident to the offices of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

5.9) **SECRETARY.** The Secretary shall keep minutes of the meetings of the members of the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

5.10) **PAST PRESIDENT.** The Past-President, in general, shall perform such duties as shall be assigned to him or her by the President or the Board of Directors.

5.11) **COMPENSATION.** No officer shall receive compensation, either directly or indirectly, for their services as directors of the Corporation without the approval of the membership of the Corporation.

ARTICLE 6 — Interested Directors & Officers

The Corporation shall not enter into contracts or transactions between the Corporation or a related corporation and a director of the Corporation or between the Corporation and an organization in which a director of the Corporation is a director, officer or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended, and in accordance with the Corporation's conflict of interest policy in effect and as amended from time to time.

ARTICLE 7 — Indemnification of Directors & Officers

The Corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

Article 8 — Contracts, Checks, Deposits Funds

8.1) **CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.2) **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President, Past-President, or President-Elect of the Corporation.

8.3) **DEPOSITS.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

8.4) **GIFTS.** The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Article 9 — Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected

by any member or his agent or attorney for any proper purpose at any reasonable time.

Article 10 — Fiscal Year

The fiscal year of the Corporation shall end on the last day of June in each year.

Article 11 — Seal

The Board of Directors may provide a corporate seal which, if adopted, shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

Article 12 — Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the applicable nonprofit corporation act for the State of Minnesota or under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 13 — Committees

13.1) **COMMITTEES OF DIRECTORS.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation there to of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or her/him by law. All special Committees and all standing Committees shall be appointed by the President.

13.2) **OTHER COMMITTEES.** Other committees not having and exercising the authority of the Board of Directors in the Corporation may be designated by a resolution adopted by a majority vote of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be members of the Corporation, the President shall appoint the members thereof, and each such committee shall have at least one member who is either a Director or officer of the Corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. All special Committees and all standing Committees shall be appointed by the President.

13.3) **TERM OF OFFICE.** Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Notwithstanding anything to the contrary herein, the President may terminate a committee upon the completion of a committee's actions or the completion or other cessation of a committee's purpose.

13.4) **CHAIRPERSON.** At the discretion of the President, one member of each committee shall be appointed chairperson.

13.5) **VACANCIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

13.6) **QUORUM.** Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

13.7) **RULES.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article 14 — Amendments

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members present at the annual meeting, provided that at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Certification

The Minnesota String & Orchestra Teachers Association hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the Corporation by the Board on September 22, 2007. □