



A Branch of the Suzuki Music Association of California, Branch of SMAC

By-Laws

1. ORGANIZATION

1.1 **Name.** The name of this organization shall be Suzuki Association of Northern California, Branch of S.M.A.C. This organization may change its name in the same manner as these By-Laws may be amended, as hereinafter provided.

2. MEMBERSHIP

2.1 **Membership** in this organization shall be open to all who are interested in furthering the Suzuki method of music education. The Branch Board Members may establish dues (or exemption from dues) for members, in its sole discretion.

2.2 **The classifications** of branch members shall be: Teacher, Family, and Honorary Life Members. A majority of the Branch board members, including the President and President-elect shall be Teacher Members.

Teacher members who have in force a fully paid membership fee to the branch are eligible to vote in the Annual Membership meeting. Voting members are eligible to vote and to hold office 45 days after the appropriate membership application is acknowledged by the corporation.

3. MEETINGS OF MEMBERS

3.1 **Annual Meeting.** The Annual membership Meeting of this organization shall be held following the Northern California Graduation Concert in each year, or as soon thereafter as practicable, and shall be held at a place and time to be determined by the Branch Board Members.

- 3.2 **Special Meetings.** Special Meetings of the membership may be called by resolution of the Branch board Members or by the President and shall be called by the President or Secretary upon written request (stating the purpose or purposes of such a meeting) of a majority of the Board or at least one-tenth of the voting membership. Only business related to the purposes set forth in the notice of such special meeting may be transacted thereat.
- 3.3 **Notice of Meetings: Waiver of Notice.** Notice of each membership meeting shall be given to each member, except that (a) it is not necessary to give notice to any member who signs a Waiver of Notice before or after the meeting and (b) no notice of an adjourned meeting be given personally or by mail/email, telephone, or telegram, no less than ten nor more than fifty days before the meeting and shall state the time and place of the meeting, and, except for the Annual Meeting, shall state at whose direction the meeting is called and the purposes for which it is called. Such notice, if mailed/emailed, shall be considered given if mailed/emailed to a member at his or her address as recorded on this organization's records.
- 3.4 **Quorum.** The presence in person or by proxy of 20% (1/5) of the members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present or any officer of the branch entitled to preside at or to act as Secretary of the meeting may adjourn the meeting for up to 30 days until a quorum is present. At any such adjourned meeting at which a quorum is present, any action may be taken which might have been taken at the meeting as originally called.
- 3.5 **Voting.** Each Teacher Member and Honorary Life Member shall be entitled to one vote; voting need not be by ballot unless requested by a member at the meeting or ordered by the Chairman of the meeting.
- 3.6 **Nominating Committee.** In April, prior to the end of the fiscal year, the President shall appoint not fewer than two Teacher Members of the branch so=to serve as a Nominating Committee. The committee shall nominate persons to be elected as Branch Board Members. A notice mailed to shall members all announce the personnel of possible nominees to the committee for its consideration. All recommendations to the Nominating Committee shall be made in writing or electron mail by May 1st. Voting shall be conducted by mailed ballot and concluded by July 1st.

4. BRANCH BOARD

- 4.1 **Number, Qualification, Election and Term of Office of Branch Board.** A Branch Board, consisting initially of seven members, shall manage the affairs of this organization. The number of board members may be changed by resolution approved by the members of the branch at a meeting duly held, but no decrease may shorten the term of any incumbent Board members. Two or three members of the Board, in rotation, shall be elected for a three-year term and may be elected to serve an additional three years, but must then be off the Board for at least one term of office (3 years).

- 4.2 **Quorum and Manner of Acting.** A majority of the entire Branch Board shall constitute a quorum for the transaction of business at any meeting except as provided in section 4.7 of these By-Laws. Action of the Board shall be authorized by the vote of a majority of the Branch Board present at the time of the vote if there is a quorum, unless otherwise provided by law or these By-Laws, or by unanimous written consent.
- 4.3 **Annual Meeting.** Annual Meetings of the Branch Board, for the election of officers and consideration other matters, shall be held as soon as practicable prior to the end of the fiscal year, on notice provided in section 4.5 of these By-Laws.
- 4.4 **Special Meetings.** Special Meetings of the Board may be called by the President or by any of the members. Only business related to the purposes set forth in the notice of meeting may be transacted at the Special Meeting.
- 4.5 **Notice of Meeting: Waiver of Notice.** Notice of the time and place of each Special Meeting of the Board shall be given to each Board member by mailing/emailing it to him or her at their residence or usual place of business at least five days before the meeting, or by telephoning or telegraphing it to him or her at least five days before the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is called. Notice need not be given to any board Member who submits a signed Waiver of Notice before or after the meeting. Any shorter notification should require the consent of the entire Board.
- 4.6 **Resignation or Removal of Branch Board Members.** Any Board Member may resign at any time. Any or all of the Board may be removed at any time, either with or without cause, by vote of the members at a meeting duly held and any of the board may be removed for cause by the Branch Board.
- 4.7 **Vacancies.** Any vacancy on the Board, including one created by an increase in the number of Branch Members, may be filled for the unexpired term by a majority vote of the remaining Board Members, through less than a quorum.
- 4.8 **Compensation.** Branch Board members as such shall not receive any stated salaries for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any may be allowed for attendance at such regular and special meetings of the Board. Nothing herein contained shall be construed to preclude any Board Member from performing services for the Branch in any other capacity and receiving compensation therefore.

5. COMMITTEES

- 5.1 **Executive Committee.** The Board, by resolution adopted by a majority of the entire Board, may designate other committees of Branch Board Members to serve at the Board's pleasure and with such powers and duties as the Board shall determine.