



# ASHEVILLE AREA PIANO FORUM / BYLAWS

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## Article I – Name

The name of the corporation is Asheville Area Piano Forum, ("AAPF" or "Forum").

## Article II – Mission

The mission of the Asheville Area Piano Forum is:

- to provide educational and charitable opportunities for Western North Carolina piano and keyboard teachers, their students, and their communities;
- to enhance the appreciation and practice of piano and keyboard music, pedagogy, and performance in Western North Carolina;
- to engage in non-profit, tax exempt fund raising activities to support the work of the organization, consistent with the laws of North Carolina, the United States of America, and the **Statement of Purpose** of the organization.

## Article III – Membership

**Section 1.** General Membership shall be composed of annual dues paying members, the amount of such dues determined by the Board of Directors and approved by the General Membership. The criteria for membership are: a stated interest in piano and keyboard pedagogy, performance, theory, composition, or other related topics and the timely payment of annual dues. General Membership meetings of the Forum shall occur at approximately bi-monthly intervals through the academic year.

**Section 2.** The annual meeting of the members shall be held at a time and place to be determined by the Board of Directors, with at least twenty (20) days' written notice given before such meetings.

**Section 3.** Each general member shall have one vote at the annual meeting and at other official meetings of the organization. Ten percent (10%) of the full membership shall

constitute a quorum at the annual meeting and any other general meetings at which business of the organization is conducted.

**Article IV. – Board of Directors, (“Board”)**

The ongoing, day to day business and property of the Forum shall be managed by the Board of Directors.

**Section 1.** Members of the Board of Directors may also be Officers of the Forum. Committee members may be selected from the Board of Directors or from the General Membership of the Forum.

**Section 2.** There shall be no fewer than seven (7 ) directors on the Board.

**Section 3.** Directors shall be elected by a majority of the General Membership present at the annual meeting. Directors shall be elected for a term of one (1) year, with an option to remain on the Board for a maximum of three (3) additional one (1) year terms. Any Board member who has served for four (4) consecutive one (1) year terms must rotate off the Board for a minimum of one (1) year before standing for re–election to the Board at a future date. If a Board member has been appointed by the Board to fill the fractional term of a vacated spot on the Board, pursuant to Section 4 below, such fractional term shall not be counted toward the four (4) consecutive one (1) year terms that a Board member may serve before being required to rotate off the Board.

**Section 4.** The Board of Directors may declare the position of any director vacant and may fill such vacancy, if the director is absent from more than three (3) consecutive, regular meetings of the Board, without a reason deemed acceptable by the Board. Unexpired terms shall be filled by the Board of Directors.

**Section 5.** The Board of Directors shall set the dates, times, and locations for its regular meetings and for the annual meeting of the Forum. All meetings shall be conducted consistently with the most recently Revised Edition of *Robert’s Rules of Order*.

**Section 6.** Special meetings of the Board of Directors may be called by the President or by three (3) current members of the Board. At least five (5) days’ written, electronic, or oral notice to all members of the Board shall be given for special meetings or other non–

scheduled business of the Board. No business, other than that indicated in the notice of the special meetings, shall be transacted at such meetings. Other non-scheduled business of the Board may be conducted electronically by e-mail or other means subject to the voting requirements specified in Article IV, Section 7.

**Section 7.** In order to transact any business at any meeting of the Board of Directors, a quorum shall consist of five (5) current Board members. At all meetings of the Board, business shall be transacted by a majority vote of the current Board members present. Voting may be made by prior, written proxy.

**Section 8.** The Board shall develop and approve an annual budget based on a detailed listing of both expected income and expected expenditures, which shall be presented for adoption at the first meeting of the General Membership each fiscal year. The fiscal year of the Forum shall begin on July 1 of each calendar year. Once approved and adopted by both the Board and the members, a double entry accounting of all income and expenditures shall be prepared and reported by the Treasurer to the Board for approval at each of its regular, bi-monthly meetings, as well as to the General Membership at the Forum's annual meeting . The Treasurer shall receive and disburse all Forum funds under the ongoing oversight of the Board.

## **Article V. – Officers**

**Section 1.** Officers of the Forum shall be elected annually by a majority of Forum members present at the annual meeting of the Forum, their names having been placed in nomination by a Nominating Committee at the previous Board meeting. Nominations for members of the Board of Directors and Officers of the Forum may be made from the floor of the annual general meeting, as well. Officers of the Board of Directors shall be Chairman and Vice-Chairman, who will be elected by members of the Board. The Vice-Chairman shall chair all meetings of the Board of Directors in the absence of the Chairman. Officers of the Forum shall be President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and any other officer positions as may be created by the Board of Directors. Officers of the Forum shall be members of the Forum, and may be, but are not required to be members of the Board of Directors. Officers may be re-elected for an additional term or terms. Unexpired terms of Officers shall be filled by the Board of Directors.

**Section 2.** The **President** shall prepare a written agenda for and preside over all meetings of

the Board of Directors and of the Forum, including the annual meeting of the General Membership, serve as an *ex officio* member of all standing and ad hoc committees, appoint committee chairs, and perform such additional duties as may pertain to the office, or as may be prescribed by the Board.

**Section 3.** The **Vice President** shall perform the duties of the President in the event of the temporary absence of the President, and shall have such other duties as the President or the Board may assign.

**Section 4.** The **Recording Secretary** shall record the minutes of each meeting of the Board and of the Forum, and keep other records as may be prescribed in the Manual of Operations. In the absence of the Secretary, a member shall be appointed for that meeting who will take the minutes for distribution at or before the next Board meeting.

**Section 5.** The **Corresponding Secretary** shall maintain a list of current Forum members and shall coordinate with members of the Board, Officers of the Forum, Committee members, and the Forum WebMaster to assure that announcements of Forum activities are distributed as required, and perform other such duties as may be prescribed in the Manual of Operations.

**Section 6.** The **Treasurer** shall receive, deposit, and record all Forum income, make all Forum disbursements in accordance with each fiscal year's approved budget, keep a record of all financial activity, prepare and file all federal and state tax forms as may be required, make periodic financial reports to the Board and the membership, and perform other such duties as may be prescribed in the Manual of Operations.

**Section 7.** The Board of Directors may appoint other officers as needed.

**Section 8.** Officers may delegate the performance of specific duties required by Article V to volunteers from members of the Forum with the approval of a majority of the Board.

## **Article VI – Management and Operations**

**Section 1.** The Board of Directors shall establish a Manual of Operations which will define the scope of operations and activities necessary to accomplish the Mission goals specified in Article II. The Manual of Operations will specify the duties and responsibilities of Board members or other AAPF volunteers who are delegated to supervise the AAPF functions or

activities as defined therein.

**Section 2.** In fulfillment of Article VI, Section 1 above, the Board of Directors may establish various Committees, composed of members of the Board or other AAPF volunteers, whose duties and responsibilities will be specified in the Manual of Operations. Examples of such Committees may include, but are not limited to:

- Executive Committee – Empowered to act on behalf of the Board of Directors.
- Nominating Committee – Responsible for nominating officers and directors.
- Finance Committee – Responsible for working with the Treasurer on financial operations.
- Member Activities Committee – Responsible for recommending and implementing various activities for the General Membership as befits the Statement of Purpose of the Forum.
- Student Activities Committee – Responsible for overseeing AAPF activities relevant to students of Forum members, including student recitals, student competitions, and other such student-related activities.
- Event Planning Committee – Responsible for coordinating activities necessary to produce benefit concerts or other activities sponsored by the AAPF to raise funds for its charitable mission.

**Section 3.** The Board of Directors may modify the Manual of Operations from time to time in its discretion to adapt more efficiently to AAPF activities and changing personnel. Copies of the Manual of Operations will be made available to the General Membership on request.

### **Article VII – Student Memberships**

General members may promote, sponsor, or otherwise recommend any of their or other students for student membership in the Forum. Student members shall be exempt from paying dues, and shall have all the responsibilities and privileges of general members, except for voting.

**Article VIII – Amendments**

These bylaws may be amended by a two-thirds vote of the General Membership present at any regular or annual meeting of the general Forum membership, at which a quorum is present, and provided that no fewer than fourteen (14) days previous notice of the proposed amendment(s) shall have been distributed, emailed, or mailed to all directors and general members.