

**BY-LAWS
FOR
MICHIGAN AMERICAN STRING TEACHERS ASSOCIATION
A MICHIGAN NONPROFIT CORPORATION**

EFFECTIVE SEPTEMBER 2017

ARTICLE 1. PURPOSE

1.1 PURPOSE.

The purpose or purposes for which Michigan American String Teachers Association is organized are:

The corporation will emphasize the promotion of excellence in string and orchestra teaching and playing through (i) an open sharing of ideas, (ii) benefits, services, and activities responsive to the needs of all members; (iii) development of strong state leadership and student chapters, (iv) enhancement of the image and visibility of string teaching and study, (v) advocacy for string education, and (vi) an inclusive community of string teachers and players. The corporation shall be for charitable, literary and educational purposes within the meaning of IRC 501(c)(3) or the corresponding section of any future federal tax code. The corporation is organized exclusively for the purpose of receiving and administering funds for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 ["IRC 501(c)(3)"] or the corresponding section of any future federal tax code, in particular the making of distributions to organizations that qualify as exempt organizations under IRC 501(c)(3) or the corresponding section of any future federal tax code.

No part of the net earnings of which inures to the benefit of any private member, shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

No part of the net earning of the corporation shall inure to the benefit of any member or other private individual within the meaning of Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal Tax Law. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation or other individual. The corporation shall not carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. In the event of the dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such organizations as shall qualify at the time as exempt organizations described in Code section 501 (c)(3) as the Directors shall determine. The corporation shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax exempt status under section 501 (c)(3) of the Code or corresponding provisions of any subsequent Federal Tax Law. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

If at any time the corporation is or becomes a private foundation as defined in section 509 of the Code, the following additional limitations on the corporation's activities shall apply:

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding section of any future Federal Tax Code.

The corporation will not engage in any act of self dealing as defined in section 4941(d) of the Code, or corresponding section of any future Federal Tax Code.

The corporation will not retain any excess business holdings as defined in section 4943 (c) of the Code, or corresponding section of any future Federal Tax Code.

The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Code, or corresponding section of any future Federal Tax Code.

The corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding section of any future Federal Tax Code.

The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

The corporation shall not make any expenditures to influence legislation.

The corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the aforesaid purposes and powers of the corporation and shall exercise all powers possessed by Michigan corporations of similar character.

ARTICLE 2. OFFICES

2.1 PRINCIPAL OFFICE.

The principal office of the corporation shall be at such place within the State of Michigan as the Board of Directors may determine. The principal office of the corporation shall be the address of the then-serving President of the corporation.

2.2 OTHER OFFICES.

The Board of Directors may establish other offices in or outside the State of Michigan.

ARTICLE 3. MEMBERS

3.1 ELIGIBILITY FOR MEMBERSHIP AND CLASSIFICATIONS.

The membership shall consist of four classifications: Individual (Professional, Senior, Dual, Student), Business/Corporate, Institution/School, Library. Qualifications for each category are as established by the American String Teachers Association. Only professional, senior, and dual members may vote or hold office.

3.2 MEMBERSHIP DUES

Dues for each classification will be determined annually by the American String Teachers Association Executive Board.

3.3 MEMBER IN GOOD STANDING.

Only members in good standing may vote. Members must have paid their annual American String Teachers Association dues in order to be a member in good standing.

3.4 ANNUAL MEETING.

Business meeting shall be annual. Time and place shall be designated by the President, with the approval of the Executive Board, and all members shall be notified either electronically, by mail, or through an association publication at least thirty (30) days in advance of the meeting. More than one business meeting may be held during a calendar year upon the recommendation of the President, with the approval of the Executive Board, subject to the regulations of notification given above.

3.5 SPECIAL MEETINGS.

Special meetings of the members may be called by the Board of Directors, by the President or at the written request of no less than ten (10%) percent of the voting members.

3.6 PLACE OF MEETINGS.

All membership meetings shall be held at the corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

3.7 NOTICE OF MEETINGS.

Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than thirty (30) days before the date of the meeting. Notice shall be given either personally, electronically, or by mail to each member of record at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's website, social media, or newsletter not less than thirty (30) days before the date of the meeting.

3.8 RECORD DATES.

The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than sixty (60) days nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action.

3.9 LIST OF MEMBERS.

The Secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

3.10 QUORUM.

A quorum for the general membership meetings shall consist of all members present at the meeting called officially, by written notice, announced at least thirty days prior to the proposed meeting.

3.11 PROXIES.

A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

3.12 VOTING.

Professional, senior, dual and student members are each entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing.

3.13 MEETING BY TELEPHONE OR SIMILAR EQUIPMENT.

A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE 4. BOARD

4.1 GENERAL POWERS.

The business, property, and affairs of the corporation shall be managed by the Board of Directors.

4.2 NUMBER.

The Board of Directors shall consist of the Executive Board and all Ad Hoc members. The Executive Board shall consist of the officers designated in Section 6.1. Ad Hoc members of the Board of Directors shall be the project directors of the:

- Chamber Music Festival
- Membership Chair
- Michigan Music Conference
- Michigan Youth Arts Festival
- Newsletter/Blog
- Northern Michigan Initiative
- Outreach
- Solo Competition
- Studio Teaching
- String Camps
- Website.

Additionally, liasons from the Suzuki Association of America, Michigan School Band and Orchestra Association, and Blue Lake Suzuki Family Camp will be Ad Hoc members. Liasons will have voting rights if they are members in good standing.

4.3 TENURE.

All terms of office of Ad Hoc members will be for two (2) years concurrent with the election of Executive Board members. Term of office of Ad Hoc members shall begin on May 15. All association projects will be established and governed according to the Activity Guidelines as established by the Executive Board.

4.4 RESIGNATION.

Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice.

4.5 REMOVAL.

Any director may be removed with or without cause by the remaining directors on the board.

4.6 BOARD VACANCIES.

A vacancy on the board shall be filled with a person elected/selected pursuant to the terms of these By-Laws for the specific position which is vacant.

4.7 ANNUAL MEETING.

An annual meeting shall be held each year as stated in section 3.4.

4.8 REGULAR MEETINGS.

Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

4.9 SPECIAL MEETINGS.

Special meetings of the board may be called by the President or any two Executive Board members at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

4.10 MEETING LOCATION.

All meetings shall be held at such place designated in the notice. Meetings may be held outside of the State of Michigan.

4.11 STATEMENT OF PURPOSE.

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 for that meeting.

4.12 WAIVER OF NOTICE.

The attendance of a director at a board meeting shall constitute a waiver of notice of the 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. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.13 MEETING BY TELEPHONE OR SIMILAR EQUIPMENT.

A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.14 QUORUM.

A majority of the Executive Board members then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of Executive Board members present at a meeting where a quorum is present shall constitute authorized actions of the board.

4.15 CONSENT TO CORPORATION ACTIONS.

Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

ARTICLE 5. COMMITTEES

5.1 GENERAL POWERS.

All Special State Committees and all Standing State Committees shall be appointed by the President, subject to the approval of the Executive Board.

5.2 MEETINGS.

Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board.

5.3 CONSENT TO COMMITTEE ACTIONS.

Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action.

ARTICLE 6. OFFICERS

6.1 NUMBER.

The officers of the corporation shall be elected by the voting members. The officers shall be a President, a President-Elect, an Immediate Past President, a Secretary, a Treasurer, and a Member-At-Large. The duties of each officer shall be as outlined in the National State Officers Handbook and the Association's Job Description, to further promote the purposes and objectives of the Association, and as otherwise as set forth herein.

6.2 NOMINATION AND ELECTION.

In the fall of an election year the state president and Board shall appoint a nominating committee, composed of the past president and two (.2) members selected from the general membership. This committee shall select a slate of two (2) candidates for each office, prepare ballots, count returned ballots, and inform the President of the results. The President shall inform the winners, then the membership of the results. Election of officers will take place by ballot. Ballots will be distributed by January 31st and are to be returned to the past president by March 1st.

All terms of office will begin May 15.

6.3 TERM OF OFFICE.

The terms of all officers shall be for two (2) years.

A. The terms of all officers shall coincide with those of the national officers.

B. The President shall not be eligible for re-election for a second two-year term until at least two (2) years after the completion of the President's term of office. All other offices shall be eligible for re-election.

6.4 VACANCIES.

Vacant offices shall be filled as follows:

A. Should the office of President become vacant during his or her term of office, the President-elect shall assume the office for the remainder of that term as well as his or her elected term of office, and shall appoint a voting member in good standing to serve on the Executive Board until the next regularly-scheduled election.

B. Should the office of President-elect become vacant, a special election shall be held within ninety (90) days. Ballots will be counted within thirty (30) days and the newly-elected President-elect will assume office immediately thereafter.

C. Should any other office become vacant, it may be filled by a majority vote of the Executive Board.

6.5 PRESIDENT.

The duties of the President shall be as outlined in the National State Officers Handbook and the Association's Job Description. In addition thereto, 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, he/she shall establish operating procedures for, and administer and direct, all aspects of the corporation's operating activities. He/She shall have the power to execute documents where by law the signature of the President is required. In general, he/she 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.

All special state committees and all standing state committees shall be appointed by the President, subject to the approval of the Executive Board.

The President shall serve as state representative to the National Association Executive Committee. If assignment of another person to this function seems necessary or desirable, the Executive Board shall elect one of its members to the position.

The President shall, upon taking office, file the requisite document(s), on behalf of the Corporation, with the State of Michigan to change the Corporation's registered office to the President's mailing address and the Corporation's resident agent to then-acting President of the Corporation.

6.6 PRESIDENT-ELECT.

The duties of the President-Elect shall be as outlined in the National State Officers Handbook and the Association's Job Description.

6.7 IMMEDIATE PAST PRESIDENT.

The duties of the Immediate Past President shall be as outlined in the National State Officers Handbook and the Association's Job Description. In addition thereto, the Immediate Past President shall maintain and update all Board member job descriptions.

6.8 SECRETARY.

The duties of the Secretary shall be as outlined in the National State Officers Handbook and the Association's Job Description. In addition thereto, the Secretary shall keep minutes of the meetings of the members of the Board of Directors; distribute minutes to the Board of Directors within 30(thirty) days of a meeting; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

6.9 TREASURER.

The duties of the Treasurer shall be as outlined in the National State Officers Handbook and the Association's Job Description. In addition thereto, if required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She 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 Executive 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 by the President or by the Board of Directors.

6.10 MEMBER-AT-LARGE.

The duties of the Member-At-Large shall be as outlined in the National State Officers Handbook and the Association's Job Description.

ARTICLE 7. MEETINGS

7.1 CONDUCT OF MEETINGS.

The rules contained in the Roberts Rules of Order shall govern in all cases to which they are applicable, and to which they are not inconsistent with these By-Laws or special Rules of Order adopted by the Board of Directors.

7.2 ORDER OF BUSINESS.

The order of business for membership meetings shall be as follows:

- A. Reading of the minutes of the previous meeting and their approval.
- B. Report of Boards and Standing Committees.
- C. Report of Special (Select) Committees.
- D. Special Orders.
- E. Unfinished Business and General Orders.
- F. New Business.

ARTICLE 8. CORPORATE DOCUMENT PROCEDURE

8.1 CORPORATE DOCUMENT PROCEDURE.

All corporate documents shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Executive Board or by these by-laws.

ARTICLE 9. INDEMNIFICATION

9.1 NONDERIVATIVE ACTIONS.

Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that:

A. the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or

B. with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

9.2 DERIVATIVE ACTIONS.

Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because:

A. the person was or is a director or officer of the corporation, or

B. the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit.

The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

9.3 EXPENSES OF SUCCESSFUL DEFENSE.

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 9.1 or 9.2, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

9.4 CONTRACT RIGHT; LIMITATION ON INDEMNITY.

The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in Section 9.3, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

9.5 DETERMINATION THAT INDEMNIFICATION IS PROPER.

Any indemnification under Section 9.1 or 9.2 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 9.1 or 9.2, whichever is applicable. Such determination shall be made in any of the following ways:

A. By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.

B. If the quorum described in Subsection A is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

C. By independent legal counsel in a written opinion.

9.6 PROPORTIONATE INDEMNITY.

If a person is entitled to indemnification under Section 9.1 or 9.2 for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

9.7 EXPENSE ADVANCE.

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 9.1 or 9.2 may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

9.8 NONEXCLUSIVITY OF RIGHTS.

The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

9.9 INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE CORPORATION.

The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

9.10 FORMER DIRECTORS AND OFFICERS.

The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

9.11 INSURANCE.

The corporation may purchase and maintain insurance on behalf of any person who:

A. was or is a director, officer, employee, or agent of the corporation, or

B. was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the State of Michigan.

9.12 CHANGES IN MICHIGAN LAW.

If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE 10. COMPENSATION

10.1 COMPENSATION.

Expenses reasonably incurred by Board members in discharging their duties will be reimbursed according to the Reimbursement Policy established by the Board.

ARTICLE 11. FISCAL YEAR

11.1 FISCAL YEAR.

The fiscal year of the corporation shall end on June 30.

ARTICLE 12. AMENDMENTS

12.1 AMENDMENTS.

These By-Laws may be amended by approving two-thirds (2/3s) vote of the members present at an annual or duly approved business meeting, or by two-thirds (2/3s) of the members balloting by mail. Rules of Order may be added as supplementary documents to these By-Laws.