

By-Laws of the Savannah Area Flute Association, Inc.

These by-laws read, approved, and adopted by the Board of Directors and general membership of the Savannah Area Flute Association the 30th day of August, 2018.

Article I. Name

The name of the organization shall be the *Savannah Area Flute Association, Inc.* hereafter referred to as SAFA in this document.

Article II. Mission Statement

The mission of SAFA is to promote and encourage interest and study of the flute in the Savannah area. Specific objectives and purposes for which the corporation is organized include:

1. To sponsor and promote musical productions (recitals, concerts, masterclasses, flute days and festivals) featuring the flute in the Savannah area.
2. To sponsor and promote flute education and instruction in the Savannah area.
3. To support flute choir activities, especially the Savannah Area Flute Choir, along with other forms of solo and ensemble music making featuring the flute for flutists of all ages and abilities
4. To do all such acts, support all such other programs and promote all such other educational activities that will stimulate interest in, appreciation for, and participation in the flute in the Savannah area.

Article III. Place of Business and Fiscal Year

The SAFA place of business shall be located in the greater Savannah area. The fiscal year of the SAFA is August 1 to July 31.

Article IV. Membership

Section 1 - Qualifications for Membership

Membership to the SAFA is open to any person interested in playing the flute. There will be two classes of membership: students and adults. A student is identified as any person 18 years of age or younger or any person attending a college or university through the age of 22. All other persons are identified as adults.

Section 2 – Dues

- a. **Process:** The Board of Directors shall establish dues for each class of membership to the association, the flute choir, and to flute events through voting. The Board shall change the dues structure prior to the beginning of flute activities at the start of the fiscal year and prior to the notification of members by the Treasurer.
- b. **Payment:** Membership dues to the association are payable annually with membership lapsing at the end of the fiscal year. Continuing members may prepay annual dues during the last half of the preceding fiscal year for effective membership the following year. Dues to the flute choir are payable in the term in which they fall: Fall (August 1 to December 31) and Spring (January 1 to May 31). There will be no dues charged for flute choir participation in the Summer term (June 1 to July 31). Dues to flute events must be collected by the day of the event.
- c. **Failure to pay dues:** All membership dues to the association and/or the flute choir must be paid within one month from the start of the fall or spring term or from the

start of the time participating in flute activities by the SAFA in case of late arrival or expiration of membership will occur. Notification of fees due will be sent to members by the treasurer.

- d. **Financial difficulties:** In order to support students with financial difficulties, there will be sponsorship for up to 5 students to cover membership dues to the association and the flute choir. Adults with financial difficulties may volunteer to help the SAFA with events, fundraising, or other work to cover all dues, as determined on a case-by-case basis.

Article V. Board of Directors

Section 1 – Meetings

The Board of Directors shall meet on an as-needed basis with at least two meetings occurring at the beginning and halfway through the fiscal year. Written notice of the time and place, and, in the case of special meetings, the purpose or purposes, of every meeting of the Directors shall be duly served on or sent, mailed, or emailed to each Director not less than 10 days before the meeting.

Section 2 – Eligibility and Elections

Any adult member of the SAFA is eligible to serve on the Board of Directors for an annual term beginning at the start of the fiscal year. Any member in good standing may self-nominate or nominate another member of the SAFA to run for an Officer's position on the Board of Directors. Elections will be held every year at the beginning of the fiscal year and Officers of the Board may serve once elected by a quorum.

Section 3 – Powers of the Directors

Every member of the Board has the power to vote and at least 3 members of the board need to be present to constitute a quorum. The officers of the SAFA shall have such powers and perform such duties in the management of the property and affairs of the SAFA as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board of Directors. In addition, the officers of the SAFA shall have the following specific powers and duties:

- a. **President:** The President shall be the principal executive officer of the SAFA, and subject to the control of the Board of Directors, shall supervise and control the management of the SAFA. He or she shall preside at all meetings of the Board of Directors when present, call all meetings, develop the agenda for all meetings, help create and keep organizational documents and records as well as promote the SAFA through advertisement along with the Secretary, maintain and keep organized the flute choir library and buy new music when necessary, and oversee the organization of the SAFA events and flute choir. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- b. **Vice President:** The Vice-President shall in the absence or disability of the President, perform the duties and exercise the powers of that office. He or she shall also be responsible for helping lead special events, fundraisers, and recruiting efforts. In addition, he or she shall perform such other duties and have such other powers as the Board of Directors shall prescribe.
- c. **Secretary:** The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors, help create and keep organizational documents

and records as well as promote the SAFA through advertisement along with the President, create and maintain the presence of the SAFA on social media, lead efforts in creating newsletters, and help with other corresponding. In general, he or she shall perform all duties as may be assigned to him or her from time to time by the President or by the Board of Directors.

- d. **Treasurer:** The Treasurer shall have the custody of all funds and assets belonging to the SAFA and shall receive, deposit, disburse the same under the direction of the Board of Directors. The Treasurer shall sign all checks drawn on the SAFA, prepare the yearly budget along with the President, keep full and accurate accounts of the finances of the association in books especially provided for that purpose including keeping receipts and other financial records for auditing, cause a true statement of its assets and liabilities as of the close of each fiscal year which shall be kept available for inspection by any member for a period of 5 years and published in the last newsletter of the fiscal year, notify members about outstanding dues, collect all fees, dues, and contributions, and prepare and file all reports and returns required by Federal, State, or local law. He or she shall generally perform all other duties incident to his or her office and such other duties as may be assigned to him or her from time to time by the President or Board of Directors.
- e. **Members at Large:** Any member of the SAFA who wishes to be a voting member by joining the Board of Directors but does not wish or is unable to serve as an officer may be a Member at Large. A Member at Large shall provide advice at meetings and take on any duties for which he or she volunteered or, after providing consent, assigned by officers of the Board.

Section 4 – Other Committees

The President of the Corporation may designate such other committees as he or she may deem necessary except that such other committees may not have or exercise the authority of the Board of Directors in the management of the SAFA.

Section 5 – Vacancies and Removal of Directors

The Board of Directors shall have the power to fill any vacancies in any offices occurring from whatever reason, and any member of the Board of Directors who fails to attend more than 3 consecutive regular or special meetings of the Board of Directors may be removed from the Board of Directors by the remaining members of the Board of Directors by the affirmative vote of a majority thereof.

Article VI. Finances

Section 1 - Operating Fund and Disbursements

All fees, dues, contributions, and other monies paid to the SAFA shall be placed in a general operating fund. No obligation or expense shall be incurred and no monies shall be appropriated or paid unless authorized by the Board of Directors.

Section 2 – Compensation

No member of the SAFA will receive compensation for services to the association without a majority approval by the Board of Directors. All compensation for services to the SAFA will be reviewed on an annual basis at the start of the fiscal year and must be approved by the Board of Directors. The President, the Treasurer, or the Board of Directors acting by majority vote, may authorize and reimburse any member for reasonable expenses occurred on behalf of the SAFA, provided that such expenses are in the interest of the SAFA and are consistent with its purposes.

Section 3 - Property and Endowments

All real and personal property and all endowment funds of the SAFA shall be vested in the association and the Board of Directors of the SAFA, however, no Director, Officer, or patron shall have any personal rights in any property or funds at any time.

Article VII. Publications

The officers of the SAFA, led by the Secretary, shall cause to be published a newsletter at such periodic dates established by the Directors but at least twice a year. The newsletter shall contain information on the SAFA, its activities and programs, and other original articles related to the flute. The newsletter may contain advertisements related to the flute as a benefit of membership to the SAFA or for a set fee determined by the Board of Directors for non-members. The Board of Directors may authorize the issuance of such other publications as the may deem necessary to further the objectives and purposes of the Corporation.

Article VIII. Legal Responsibility

No individual of the Board of Directors of the SAFA shall be held personally liable in any way for actions of the organization.

Article IX. Conflict of Interest

Section 1 - Definition.

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence the club policies or actions that involve or could ultimately harm or benefit financially: (a) the individual (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals) or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 2 - Disclosure of Conflict of Interest.

A Director or Officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict that comes before the Committee (b) prior to entering into any contract or transaction involving the conflict (c) as soon as possible after the Director or Officer learns of the conflict and (d) on the annual conflict of interest disclosure form. The Secretary of the organization shall distribute annually to all directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the club.

Article X. Law to Govern

All the provisions contained herein shall be the Rules of the Organization and shall be in full-force in the governance thereof. None of the rules contained herein shall be in violation of Federal, State, or Municipal law(s), and should any such conflict arise the Federal, State, or Municipal law shall take precedence.

Article XI. Dissolution

This organization may be dissolved by an affirmative vote of two-thirds of all members of the Board of Directors present and voting at a meeting called for that purpose. In the event of the dissolution of the SAFA, all assets remaining after payment of all obligations shall be distributed

exclusively for charitable, educational, or artistic purposes to organizations operating exclusively for such purposes and exempt from Federal Income Tax under the provision of 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Article XII. Amendment

The Board of Directors shall have the power to alter or amend the by-laws by a majority vote. This power shall also include the authority to increase or decrease from time to time the number of Directors of the SAFA.