

By-Laws of
Historic Brass Society, Inc.

Draft Proposal September 5, 2020 for Approval by the Membership

Article I – Offices

1. The principal office of the Historic Brass Society, Inc (HBS) shall be in the county of New York, State of New York.
2. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

Article II – Purposes

The purposes for which this corporation has been organized are as follows:

1. To create a forum for the exchange of ideas about brass instruments and music through the history and manufacture of early brass instruments through publications including an annual journal, workshops, performances and conferences.

Article III – Membership

1. Members of the Society pay annual dues which will include the journal and other benefits to be determined by the Board.
2. Any person with an interest in brass instruments and music is eligible to become a member of the HBS.
3. Membership Meetings:
 - a. The annual membership meeting of the HBS shall be held at a date determined by the Board and Membership Secretary. The meeting can be held at an HBS event or in a digital medium. Announcement of the membership meeting will be made at least one month before the date of the meeting. Minutes of the meeting shall be made by the Secretary or substitute for the Secretary
 - b. In matters where the Membership needs to be consulted, actions will be determined by majority vote.

- c. Meetings will be conducted according to the latest version *Robert's Rules of Order*.
4. Special meetings of the HBS may be called by the Board of Directors. Minutes of the Meeting shall be made by the Secretary or substitute for the Secretary.
5. Membership dues and categories shall be determined by the Board.

Article IV – Directors

Article IV - Section 1: Establishment of a Board of Directors

1. Management of the Society:
 - a. The HBS shall be managed by the Board of Directors which shall consist of at least three Directors. Each Director must be at least nineteen years of age.
2. Actions may be taken and determined by a majority vote of the Board.
3. The Society may solicit donations from public and private sources.
4. Election and Term of Directors:
 - a. Directors shall be elected by a majority vote of the membership.
 - b. Each Director shall serve a term of 3 years and may stand for reelection for one additional term. Directors who have served for two consecutive terms cannot stand for reelection until one full term has passed.
 - c. The Board of Directors may appoint a Nominating Committee.
 - d. Every year a maximum of one third of the Board of Directors will be elected.
 - e. In the event that more than one third of the Board of Directors is scheduled to rotate off the Board in any one year, one or more Board Members may be asked by the President or the Board to serve an additional year to ensure Board continuity.
5. Increase or decrease in number of Directors:
 - a. The number of Directors may be increased or decreased by vote of the Members or by a vote of a majority of all Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.
 - b. In accordance with Article VII of the By-Laws, any vote by the Board to change the number of Directors must be approved by vote of the Membership.

6. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of the Directors then in office. Vacancies that may occur on the Board or in Officer positions mid-term may be filled by appointment by the Board and shall hold office for the unexpired term of his predecessor.

Article IV - Section 2: Removal of Directors of Officers

1. Any or all of the Directors or Officers may be removed for cause by vote of the Members or by action of the Board.
2. Directors may be removed without cause only by vote of the Members.

Article IV - Section 3: Resignation

1. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer. And the acceptance of the resignation shall not be necessary to make it effective.

Article IV - Section 4: Quorum of Directors

1. The entire Board shall consist of the Directors and the Officers with voting rights on the Board. Officers with voting rights are full members of the Board.
2. Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

Article IV - Section 5: Action of the Board

1. Unless otherwise required by law, the vote of a majority of the Board members present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each member of the Board present shall have one vote.

Article IV - Section 6: Place and Time of Board Meetings

1. The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.
2. Meetings may also take place via the Internet, conference call or other method.

Article IV - Section 7: Regular Annual Meeting

1. A regular annual meeting of the Board shall be held immediately following the annual meeting of Members at the place of such annual meeting of Members or via a digital method.

Article IV - Section 8: Notice of Meetings of the Board, Adjournment

1. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days' notice to each Director either personally, by email or phone call.
2. If notification of a meeting of the Board is given by mail, such notification must be postmarked no less than two weeks prior to the meeting.
3. Special meetings shall be called by the President or by the Secretary in a like manner upon written request of two Directors.
4. Notice of a meeting need not be given to any Director who submits a waiver of notice to the President or Secretary. Such notice should have an expiration date beyond which notice must be given of future meetings. The Director may submit another waiver of notice to extend the waiver of notice period.

Article IV - Section 9: Chairperson

1. At all meetings of the Board, the President, or in his or her absence, a Chairperson chosen by the Board shall preside.

Article V – Executive Structure and Committees

Article V - Section 1: Standing Committees

1. The Board may establish standing or ad-hoc Committees to help run the HBS.
2. Standing Committees shall include:
 - a. Executive Committee
 - i. The Executive Committee shall consist of President, Vice President, Treasurer, Secretary and Technology Director.
 - b. Editorial Board
 - i. The Editorial Board shall consist of an Executive Editor and at least four other members.
 - ii. The Executive Editor, with the approval of the Board of Directors, may add additional members to the Editorial Board with specific titles and responsibilities.
 - c. Events Committee
 - i. Members of the Events Committee plan HBS events. These events may be presented solely by the Organization or may be in collaboration with other societies or institutions
 - ii. The Events Committee may work with a local organizing committee for any particular event.
 - iii. The Committee will consist of members and a Committee Chair who will be appointed by the Board.
 - iv. All planned events will be approved by Board members and the treasurer by majority vote.
 - v. Members of the Events Committee serve at the pleasure of the Board with no fixed term limit.
 - d. Membership Committee
 - i. The Membership Committee will have the responsibility to explore avenues by which the HBS membership can grow, examining our current membership, our policies, conduct surveys and advise the Board on areas we could improve and new ways to increase our membership.
 - ii. The Board and Nominating Committee will strive to have a great deal of diversity represented by the Members of the Membership Committee.
 - iii. The Committee will consist of members appointed by the Board and will be chaired by the Secretary.
 - iv. Members of the Membership Committee serve at the pleasure of the Board with no term limit.
 - e. Nominating Committee

- i. The Nominating Committee acts as an advisory board, chaired by the Secretary and coordinating with the President for the purpose of accepting nominations and actively searching for potential Board members, Officers, and committee members.
- ii. The President makes all appointments under advisement from the Nominating Committee, with approval by the Board.
- iii. The Nomination Committee will be chaired by the Secretary

Article V - Section 2: Executive Committee Roles and Responsibilities

1. President

- a. The President shall be the chief executive officer of the HBS and shall serve a term of two years upon completion of a two year term as Vice President.
- b. After his or her term ends he or she may not run for re-election as Vice President until a full term expires but may serve in an advisory role to the new President and the Board in the role of Past President for a period of up to one term.
- c. The President shall be a member of the Board and shall have one vote on the Board.
- d. The President shall act as Chairman of the Board and will conduct the Board meetings but may designate another Board member to conduct meetings whether or not he or she is able to attend.

2. Vice President

- a. The Vice President will serve a two year term or until the end of the current term of the President
- b. The Vice President will work with the President to ensure a smooth and continuous running of the Society to learn the responsibilities of the office of President.
- c. The term of Vice President shall end when the term of President ends at which time the Vice President assumes the position of President for two years.
- d. The Vice President shall be a member of the Board and shall have one vote on the Board.

3. Treasurer

- a. The Treasurer oversees the finances of the HBS which includes the following duties:
 - i. Helps to manage the HBS bank accounts.
 - ii. Prepares and files the state and federal tax forms.
 - iii. Prepares and presents the annual financial statement of the Society to the Board and its Membership.
 - iv. Advises the President and the Board on matters of the HBS finances
 - v. Other duties related to the finances of the HBS as designated by the Board of Directors
 - b. The Treasurer is appointed by the Board and serves at the pleasure of the Board with no fixed term length.
 - c. The Treasurer shall be a member of the Board and shall have one vote on the Board.
4. Secretary
- a. The Secretary assumes responsibility both for the Membership and for taking and organizing minutes at meetings of the Membership and the Board. Responsibilities of the Secretary include:
 - i. Processing new memberships to the HBS and membership renewals.
 - ii. Serving as Chair of the Membership Committee.
 - iii. Taking minutes at meetings of the Membership and the Board of the Directors
 - iv. Providing oversight and the organization of HBS Elections
 - v. Serving as Chair of the Nominating Committee.
 - b. The Secretary shall be elected by the Membership and serve a two year term.
 - c. The Secretary shall be a member of the Board and shall have one vote on the Board.
5. Technology Director
- a. The Technology Director shall oversee the selection, installation, management, policies, compliance and use of all Information Technology (IT) used by the Organization.
 - b. Responsibility areas include but are not limited to:
 - i. The HBS website and databases, its technologies and structure, design, taxonomy, content controls and security.

- ii. Membership data management
- iii. Oversight of the posting and cataloging of Journals, articles and other content from a technology, style and structural perspective
- iv. Virtual office and collaboration technologies including conferencing platforms for meetings and webinars
- v. Online storage of documents and intellectual property
- vi. Online security
- vii. Compliance with privacy regulations
- c. The Technology Director, in collaboration with the President and the Board, may establish and oversee additional volunteer staff positions to assist with the responsibilities of this position.
- d. The Technology Director, in collaboration with and with the permission of the President, Treasurer and the Board, hire outside contractors and service providers to assist with and manage technology needs for the Organization.
- e. The Technology Director shall be appointed by the Board and serves at the pleasure of the Board with no fixed term length.
- f. The Technology Director will attend Board meetings in an advisory capacity but will not be a voting member, though the Technical Director may hold another position in addition to this role that does have a vote on the Board.
- g. The Technology Director need not be a Member of the Society and may be a paid position or consultant as determined by the Board.

Article V - Section 3: Editorial Roles and Responsibilities

1. Executive Editor

- a. The Executive Editor chairs the Editorial Board and liaises with the Production Editor.
- b. The Executive Editor is appointed by the Board of Directors and serves with no term limit.
- c. At least every three years the Board of Directors will perform a review and decide whether to extend the term of the current Executive Editor.

2. Production Editor

- a. The Production Editor shall coordinate with the members of the Editorial Board to lay out the HBS Journal and submit it to the printer for publication.
 - b. The Production Editor shall ensure that all artifacts in the process of producing the Journal including original documents, photographs, charts, emails as well as the production files and final output are stored in the assigned cloud storage location for each publication to ensure the safekeeping of HBS intellectual property.
 - c. The Production Editor is nominated by the Executive Editor, appointed by the Board of Directors, and serves with no term limit.
3. Web Content Editor
- a. The Web Content Editor works with the President, editorial staff and the Technology Director to post news and articles on the website.
 - b. The Web Content Editor is appointed by the Board and serves at the pleasure of the Board with no term limit.
4. Editorial Board Members
- a. Editorial Board members are responsible for the quality and reputation of the Journal.
 - b. Editorial Board members are nominated by the Executive Editor, appointed by the Board of Directors, and serve for a three-year term which may be renewed by the Board of Directors.
 - c. Any HBS Member may suggest HBS Members to be considered for membership of the Editorial Board.

Article V - Section 4: Staff Positions

The Board may establish staff positions as needed. Such positions may include:

1. Advertising Manager
 - a. The Advertising Manager will be responsible for both print and online advertising, working with the Officers, Board, Technology Director and editorial staff.

- b. The Advertising Manager will assist with developing advertising and pricing policy and expanding revenue sources from advertising.
 - c. The Advertising Manager is appointed by the Board and serves at the pleasure of the Board with no fixed term length.
2. Archivists
- a. An Archivist will work with the Organization's physical documents to manage them and scan those that need to be shared with others within the Organization and place them into our Virtual Office storage with the proper authorization permissions.
 - b. Archivists will also work with the Technology Director to assist in the posting and cataloging of Journal articles and other artifacts.
 - c. Archivists are appointed by the Board and serve at the pleasure of the Board with no fixed term length.

Article VI – Construction

1. If there be any conflict between the provisions of the Certificate of Incorporation and the By-Laws, the provisions of the Certificate of Incorporation shall govern.

Article VII – Amendments

1. The By-Laws may be adopted, amended or repealed by majority vote of the Membership at the time they are entitled to vote in the election of Directors.
2. By-Laws may also be adopted, amended or repealed by the Board of Directors but no By-Law adopted, amended or repealed by the Board may be amended by the Members entitled to vote thereon as hereinbefore provided.
3. If any By-Laws regulating or impeding election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next Meeting of Members for the Election of Directors the By-Law as adopted, amended or repealed, together with a concise statement of the changes made.

