

Bylaws
Western Early Keyboard Association
A State of Washington Non-Profit Corporation
Revised October 20, 2012

Article 1. Name

The name of the organization shall be the Western Early Keyboard Association (WEKA).

Article II. Purpose

The purpose of WEKA is to promote interest in and study of early keyboard instruments, principally, the harpsichord, clavichord, early piano, and pre-1890 organ, the music intended for them, and fields of study relevant to these instruments and their music.

Article III. Membership

Section 1. Membership is open to all persons, organizations, institutions, businesses or corporations, regardless of geographical location, who are interested in the purposes of WEKA. The principal area of activity of WEKA will include the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, New Mexico, Nevada, Oregon, Utah, Washington, and Wyoming, and the province of British Columbia.

Section 2. There shall be five classes of membership: Regular, Senior, Student, Friend (organizations, institutions, businesses, corporations or individuals), and Honorary.

- 1) Regular members pay dues at an annual rate.
- 2) Seniors, 62 years of age and over, may elect to pay annual dues at a reduced rate.
- 3) Student members, who are enrolled full-time in any educational institution, may elect to pay annual dues at a reduced rate.
- 4) Friends may donate annually as they deem appropriate.
- 5) Honorary members are appointed by the Board of Directors and are assessed no fee.

Section 3. Friends and Honorary members do not have voting rights. Honorary members do not have a specific length of membership and may choose to become regular voting members. Honorary members are persons who make significant contributions in the field of early keyboard music.

Article IV. Board of Directors

The Board of Directors shall consist of no more than nine elected officers and Board Members, the Immediate Past President, the appointed Newsletter Editor and the appointed Website Manager. All members of the Board of Directors are voting members and must be current in dues payment.

Article V. Officers

Section 1. The term of office will be two years. There is no limit to length of service in any office, except for the President, who is limited to two consecutive terms of two years.

Section 2. The officers of WEKA shall be as follows:

- a) President. The President shall oversee the operation of the organization. The President shall preside over all meetings of the Board of Directors and of the general membership; monitor the

- activities of all officers, Board Members, and committees; and serve as an ex-officio member of all standing and special committees. The President acts as the chief fiduciary officer of the organization. Honorary Board Members may be appointed by the President.
- b) Vice-President. The Vice-President shall work closely with the President and preside over meetings in the absence of the President. When acting as President, the Vice-President enjoys all prerogatives and responsibilities, including fiduciary.
 - c) Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and the general membership and publish a synopsis in the newsletter and/or on the website. (See also Article IX, Section 2.) The Secretary shall take care of correspondence as needed.
 - d) Membership Officer. The Membership Officer shall encourage new and continued membership in the organization through various forms of outreach, including personal contact and publicity.
 - e) Treasurer. The Treasurer shall assist the President in regard to the organization's fiduciary responsibilities, perform all duties related to the finances of the organization and report on the financial condition of the organization on a regular basis. The Treasurer shall report to the general membership at the annual meeting and shall publish the financial report on the website thereafter. The Treasurer shall assist the other officers in developing an annual organizational budget to support the organization's annual business plan.

Section 3. The officers of the organization are responsible for providing an annual budget for Board review and concurrence.

Section 4. The duties of officers include attending the annual meetings of the Board of Directors and participating in other meetings, as necessary, by teleconference, e-mail, or other means.

Article VI. Board Members

Section 1. Term of Office

- (a) The term of office for a Board Member will be two years. There is no limit on consecutive terms.
- (b) If a Board Member is elected to an office and/or is unable to complete the two-year term, another Board Member may be appointed by the President, with approval of the Board of Directors, to fill out the vacant term of office.

Section 2. The Newsletter Editor is responsible for setting newsletter deadlines, preparing and editing the contents of the newsletter, and emailing and/or postal mailing it upon completion. The completed newsletter is to be sent to the WEKA Website Manager before distribution to the membership. The Newsletter Editor will send out special mailings and notices as required. The Website Manager will provide administrative maintenance for the organization's web site and will provide technical consultative expertise to the Board of Directors.

Section 3. The duties of Board Members include attending the annual meetings of the Board of Directors and participating in other meetings, as necessary, by teleconference, e-mail, or other means. Each Board Member shall be available to serve as a committee chair, if so appointed by the President, and to serve on committees.

Article VII. Committees

Section 1. Committee chairs will be appointed by the President. With the exception of the Nominating Committee, which has special regulations below, committee chairs are responsible for the number and recruitment of other members to each committee. The President may remove any committee member or chair.

Section 2. Standing committees shall be as follows:

- (a) Nominating. The Nominating Committee shall consist of a chair and three additional members. The Nominating Committee shall be responsible for submitting to the membership, no later than April 1st of each year, a slate of candidates for officers and Board Members whose current terms are expiring.
- (b) Bylaws. The Bylaws Committee shall review the organization's current Bylaws annually to ensure organizational infrastructure and operations performance compliance. If the organization has diverged from its stated Bylaws, the Bylaws Committee will make suggestions to the Board on how best to achieve compliance or make recommendations for immediate changes.
- (c) Membership Committee. The Membership Committee shall assist the Membership Officer as needed.

Section 3. The Board of Directors may create additional committees, both standing and special, as necessary.

Section 4. When possible, committee chairs shall be recruited from the Board of Directors.

Article VIII. Elections

Section 1. The Nominating Committee shall offer a slate of at least one name per office and names for Board Members for publication in the spring newsletter. The general membership may submit suggestions for possible candidates to the Nominating Committee no later than April 1. Nominated candidates should reflect the geographical and numerical distribution of the organization's membership. The Nominating Committee Chair will send ballots to WEKA members via e-mail, and via postal mail for those not having e-mail. An ad hoc committee to count the ballots will be appointed by the President. Ballots received by May 31 will be counted.

Section 2. New officers and Board Members will assume their new positions on June 1. The retention of the outgoing President as Immediate Past President will assure continuity of business. The newly-elected President is responsible for notifying the office of the Secretary of State, State of Washington, of all Board of Directors changes.

Section 3. Annually approximately half of the officers and half of the Board Members will be nominated and elected, replacing those Directors whose two-year terms of office are expiring.

Article IX. Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors, either in person or at a distance, as described in Section 2 below, shall be called by the President, by the Board of Directors, or by any four members thereof.

Section 2. Official business of the Board of Directors may be conducted at a distance by e-mail, teleconference or other means. Distance votes may be deemed official if all members of the Board of Directors have been given an opportunity to vote with reasonable notice and if a majority of the Board of Directors has voted in harmony. The President will preside over such distance meetings and appropriate records will be kept by all involved and given to the Secretary for recording as minutes. The Secretary will distribute minutes to the Board of Directors within two weeks of each meeting; a copy of all organizational minutes, recording all actions assigned and decisions made, will be kept at the organization's address of record and on the organization's website, available for review by the membership.

Section 3. A quorum of the Board of Directors shall be five and shall include at least two officers, one of whom must be either the President or Vice-President.

Article X. Annual Meeting

Section 1. The annual WEKA meeting of the general membership shall be held once each calendar year. The date and place, or scheduled teleconference /videoconference, will be fixed by a majority vote of the

Board of Directors, for the purpose of electing directors and transacting such other business as may properly be brought before the meeting.

Section 2. Annual meetings not held electronically should include a variety of programming such as scholarly presentations, lecture-recitals, concerts, builders' exhibits, displays of publications, and related professional events.

Section 3. Announcements of meetings intended for the general membership shall be preceded by notice of such meeting in the newsletter or through a direct notification of the membership and on the website. At the annual business meeting ten percent of the membership shall constitute a quorum.

Article XI. Fiscal Year and Dues

The fiscal year of WEKA will be June 1 - May 31. Dues are to be paid yearly and are for the fiscal year June 1 - May 31. Dues are not prorated. Membership forms and dues will be mailed to the Treasurer or delivered in person at WEKA conferences or events.

Article XII. Amendments to the Bylaws

All bylaws of WEKA shall be subject to amendment or repeal. New bylaws may be adopted by a two-thirds majority vote of the Board of Directors.

Standard Operating Procedures

- In regions of activity, programs will be administered by local committees or individuals, with budget requests approved by the Board.
- All Board members will pass on procedures and records to their successors.