

Bylaws
Western Early Keyboard Association
A State of Washington Non-Profit Corporation
Revised May 23, 2015

Article I. 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.

- a) Regular members pay dues at an annual rate.
- b) Seniors, 65 years of age and over, may elect to pay annual dues at a reduced rate.
- c) Student members, who are enrolled full-time in any educational institution, may elect to pay annual dues at a reduced rate.
- d) Friends may donate annually as they deem appropriate.
- e) 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

Section 1. The Board of Directors shall consist of no more than nine total individuals: the elected Officers, additional elected Directors, the Immediate Past President (when available), the appointed Website Manager (when not a hired employee), and the appointed News Editor. All members of the Board of Directors are voting members of WEKA and must be current in dues payment.

Section 2. The duties of Directors include:

- a) Attending the meetings of the Board of Directors by teleconference, e-mail, or other means
- b) Encouraging new and continued membership in the organization and participation in events through various forms of outreach, including personal contact and publicity
- c) Serving as a committee chair, if so appointed by the President
- d) Serving as members of committees
- e) Presenting budgetary requests to the Board of Directors for review

Article V. Officers & Additional Elected Directors

Section 1. The Officers and additional elected Directors are elected by the membership for a term of two years. There is no limit to the number of terms any Director may serve.

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

- a) **President.** The President shall provide direction and leadership for the organization; preside over all meetings of the Board of Directors and of the general membership; monitor the activities of all Directors 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, noting, at a minimum, all actions assigned and decisions made. The Secretary shall collect the organization's documents (such as financial reports, election results, event programs, attendee lists, and member lists) and store them on a web archive, where Directors can access them. The Secretary shall also track and manage membership, including the member-and-friends mailing list, and send emails to the members and friends.
- d) **Treasurer.** The Treasurer shall assist the President in regard to the organization's fiduciary responsibilities. The Treasurer shall perform all duties related to the financial responsibilities of the organization, including filing state and federal taxes, renewing business licenses, and filing reports to the State of Washington. The Treasurer shall report on the financial condition of the organization to the Board of Directors on a regular basis and shall assist the other Officers in developing an annual budget to support the organization's business plan.

Section 3. Multiple offices may be held by one individual, except the same individual may not be both President and Secretary.

Section 4. If an elected Director is unable to complete the two-year term, a replacement Director may be appointed by the President, with approval of the Board of Directors, to fill out the vacant term.

Section 5. If the Board of Directors consists of fewer than five individuals, the President, with the approval of the existing Board of Directors, may appoint additional Directors prior to an election cycle until the Board of Directors consists of five individuals. Any such appointed Directors who wish to continue in service must run for election at the next election cycle.

Article VI. Appointed Directors

Section 1. Web Manager

The Web Manager is appointed by the President, with the input and approval of the Board of Directors. The Web Manager will provide administrative maintenance for the organization's web site and web archive and will provide technical consultative expertise to the Board of Directors. If the Web Manager position can only be filled by hiring someone, then that person is not a member of the Board of Directors. Otherwise, the Web Manager is a Director.

Section 2. News Editor

The News Editor is appointed by the President, with the input and approval of the Board of Directors. The News Editor shall gather, create, edit, and manage news content for the organization's website,

including soliciting and editing news submissions from the membership and wider sources, and reporting on WEKA events.

Article VII. Committees

Section 1. The Board of Directors may create committees as necessary. Examples of possible committees include:

- (a) A Bylaws Committee would review the organization's current Bylaws to ensure organizational infrastructure and operations performance compliance. If the organization has diverged from its stated Bylaws, the Bylaws Committee would make suggestions to the Board on how best to achieve compliance or make recommendations for immediate changes.
- (b) Programming Committees would organize programming in their respective regions.
- (c) An Outreach Committee would assist the Officers in encouraging new and continuing membership and participation in the organization.

Section 2. Committee chairs will be appointed by the President and, when possible, from the Board of Directors. Committee chairs are responsible for the number and recruitment of other members to each committee. The President may remove any committee member or chair.

Article VIII. Elections

Section 1. The Board of Directors shall offer a slate of candidates for Officer and additional elected Director positions for distribution by e-mail to the membership. The general membership may submit suggestions for possible candidates to the Board of Directors no later than May 10. Nominated candidates should reflect the geographical and numerical distribution of the organization's membership whenever possible. The Board of Directors will send ballots to WEKA members via e-mail by May 15. 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 additional elected Directors will assume their positions on June 1. The retention of the outgoing President as Immediate Past President will allow for continuity of business. The Treasurer is responsible for notifying the office of the Secretary of State, State of Washington, of all Board of Directors changes.

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 one third or more of the current WEKA membership.

Section 2. Official business of the Board of Directors may be conducted at a distance by e-mail, teleconference or other means. Distance votes are deemed official if all members of the Board of Directors have been given an opportunity to vote with reasonable notice. 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, which at a minimum note all actions assigned and decisions made. The Secretary will distribute minutes to the Board of Directors within two weeks of each meeting and store additional relevant documents in the web archive.

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

Article X. Document Storage & Access

The Web Manager will establish and maintain a secure web archive for storing the organization's documents. Via password or other means, Directors shall have access to all the documents. The

Secretary will collect, store, and update these documents. Documents to be stored include minutes (which members may review upon request), financial records, election results, bylaws, event programs, event attendee lists, member lists, and other documents. Document hard copies, as available and appropriate, shall be stored at the physical address of record for the organization.

Article XI. Fiscal Year and Membership Year

The fiscal year of WEKA will be June 1 - May 31. However, the membership year will be September 1 – August 31, to coincide with the programming season. Dues are to be paid yearly and are for the membership year. Dues are not prorated. Membership dues shall be paid online, by mail to the Treasurer, or in person at WEKA 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

- **Programming:** In regions of activity, programs will be administered by local committees or individuals, with budget requests approved by the Board.
- **Succession:** All Board members will provide information on duties not specified in the Bylaws to their successors and pass on pertinent records to their successors.
- **Payment for Services Rendered**
 1. There will be no monetary compensation for duties specified in the Bylaws for Directors.
 2. Any person, WEKA member or not, who regularly and continuously performs compensated services for WEKA could be considered an employee of WEKA. (WA State Dept. of Labor and Industries.) Anyone earning over \$600 in one year from WEKA should get a 1099 form.
 3. Honorariums/fees for specific services must be approved in advance by the Board.
 4. If a service (tuning, lecture, program) would require payment if not performed by a WEKA member (whether Director or non-Board member) it is reasonable to pay the WEKA member no more than the “market rate” for that service.
 5. It is not Board policy to give gifts, funded by WEKA, to people departing the Board.
- **Notification of WEKA Programs and Attendance Fees**
 1. When attendance at WEKA programs is limited, members have first rights.
 2. Non-members must pay a fee for WEKA programs.
 3. When it is necessary for members to pay for a program, the fee will be less than that for a non-member.
 4. Fees will be dependent upon the particular program.