

# Huntsville Traditional Music Association BY LAWS

**Name and Office:** The name of this organization is Huntsville Traditional Music Association (HTMA). HTMA is a non-profit organization operating under guidelines established in this document. The principal office of this organization shall be in the State of Alabama at the mailing address of the Secretary or President.

**Mission / Objectives:** The primary purpose of HTMA is the support of folk music and folk musicians in north Alabama and the Tennessee valley area of the United States. The second purpose of HTMA is the support of folk music, arts, crafts, traditions, and skills to further self-reliant life styles and folkways.

**Membership:** Membership is open to all, regardless of age, race, gender, national origin, ethnicity, or religious beliefs, who agree with the objectives of HTMA and pay the required fees and dues. The Board of Directors (Board) may set different levels of membership, membership initiation fees and annual dues. Membership may include a group called "lifetime members" or "charter members", each with its own unique initiation fees and annual dues. All members, regardless of level, except corporate or business members, are entitled to attend meetings of the general membership, and to one vote on any questions coming before the general membership. In the case of 'family' memberships, each adult family member may cast one vote on any question.

**Meetings of the General Membership:** A meeting of the general membership will be held each month, nominally on the second Sunday of each month. Any necessary HTMA business requiring the vote of the general membership shall be conducted at these meetings. Attendance by a majority of the Board or of the general membership shall constitute a quorum for any HTMA business meeting.

Other meetings may be called by the Board as needed. Members may be notified by mail or other means of these special meetings. The president (or delegate) shall preside at all meetings of the general membership and the Board shall set the meeting agenda. Written requests signed by any three members in good standing shall be included in meeting agenda.

Business to be addressed in the August meeting each year shall include nomination of officers for the

following year. Election of officers shall be performed as part of the September general membership meeting.

**Dues and charges:** The initiation fees, annual dues, and fees for single sessions, special events, workshops, and enrollment for a series are to be set by the Board. Annual dues are payable on a calendar year basis, with all memberships (excepting life members) expiring at year's end. A member in good standing is a member who has affirmed his/her agreement with objectives of HTMA and paid renewal dues no later than January 31 of the calendar year, or a new member who has affirmed his/her agreement with objectives of HTMA and paid initial dues during the year. New members' dues paid after August 1 may be applied to the next calendar year, at the Board's option.

## Management of Huntsville Traditional Music

**Association:** HTMA shall be managed by an executive board consisting of four elected officers, the most recent past president, and standing committee chairs appointed by the elected officers. Each officer and committee chair serving on the executive board shall be a member in good standing.

**Election and terms:** Elected officers shall serve one calendar year terms, without term limits. Committee chairs will be appointed by the elected officers and serve terms at the discretion of the elected officers.

**Duties:** In general, all Board members have a fiduciary duty to conduct business of HTMA in a self-sufficient manner consistent with the objectives of HTMA. Members should lend their expertise, vision, and foresight to the organization through regular attendance and participation at Board and membership meetings. The Treasurer, with the assistance of the Finance committee, will prepare the budget and present it to the Board for review and approval.

**Meeting attendance:** Board members are expected to attend at least half of all meetings. If attendance is less than 50%, the member will not be eligible for re-election or re-appointment except by act of the majority of the Board.

**Vacancies:** Vacancies occurring in the Board for any reason, including resignation, death, or removal, may be filled by vote of the Board for the remainder of the calendar year, or left vacant until the next general election.

Removal of elected officers: Elected officers may be suspended from HTMA duties by a majority vote of the Board. The Board will publish the cause(s) for suspension to the membership prior to the next monthly meeting. A simple majority of all members in good standing present at the next meeting is required to remove any elected officer. Failing a removal vote, the officer will be reinstated.

Quorum of Directors and Actions of the Board:  
For Executive Board meetings, a majority of the members of the Board constitutes a quorum. Each Board member present shall have one (1) vote. No proxy or absentee voting is permitted. Board action by polling requires the Secretary to contact all Board members in person, by phone, or by e-mail with a written record of the poll being presented at the following Board meeting. The Executive Board shall normally meet on odd numbered months, the week prior to the general membership meeting, so that business brought up at the board meetings may be presented to the general membership on a timely basis.

**Standing Committees:** The HTMA Board has the authority to establish permanent or temporary committees. Normal standing committees, with chairpersons appointed by consensus of the elected officers, include:

**Publicity – responsible for HTMA publicity and press releases, and internet presence. The publications chair may negotiate contracts with suppliers subject to approval by the Board and execution by the President or vice-president.**

**Publications – responsible for publishing and distribution of the HTMA newsletter. The publications chair may negotiate contracts with suppliers subject to approval by the Board and execution by the President or vice-president.**

**Operations – Responsible for maintenance, upkeep, inventory, and transport of HTMA equipment. Normally responsible for sound and other equipment used during HTMA performances. The operations chair may negotiate contracts with suppliers, subject to approval by the Board and execution by the President or vice-president. From time to time the Board may elect to invest accumulated revenue (from concerts, member dues, or other sources) in**

**capital equipment or improvements to permit improvements in HTMA concerts and other productions. The Operations Chair shall maintain a record of all capital assets, and shall have principal responsibility for upkeep of HTMA assets and equipment.**

**Special Programs – responsible for association planning and non-concert performance schedules and programs (charity and good-will performances)**

**Membership – responsible for new member recruitment and maintaining membership records, collection of membership dues and delivering collected dues to the finance chair.**

**Finance – responsible for HTMA financial accounting and financial reports, including tax record keeping and filing (normally chaired by the association treasurer).**

**Programs – responsible for planning and presenting HTMA music concert and coffeehouse performances, including booking of venues and performers, and scheduling performances, setting ticket prices, etc. The program chair may negotiate contracts with artists, suppliers, and venues, subject to approval by the Board and execution by the president or vice-president.**

Each committee will have a chairperson who presides over committee activities and meetings. The chair shall communicate and coordinate the activities of each working committee with the Executive Board. These committees are working committees charged with carrying out the objectives of HTMA as interpreted by the Board.

**Elected officers:**

**Election:** All officers are nominated to the membership at the August meeting, and stand for election at the September meeting, to serve one-year terms starting the following January 1. Votes of the general membership may be conducted by voice, show of hands, or ballot, at the discretion of the presiding association officer. Officer positions which become vacant may be filled with interim officers appointed by Board consensus until a special election can be called. At the discretion of the Board, interim officers may serve until the next regular election of officers, and may be nominated for election at that time.

**Term Limits:** No term limits are set for elected officers or appointed Board members. However, good organizational practice suggests that the Board should attempt to maintain some turnover in the elected officers and committee chairs, to take advantage of the skills and insights new contributors may bring to any Board position, and to avoid placing an undue burden on long-standing officers.

The following officers are required to be elected:

President:

**Duties:** Chief executive officer normally presides over all Board meetings exercises day to day authority for decisions within the policies formulated by the Board. The president has authority to commit and sign contracts for the association.

**Qualifications:** Must be an active member of the association.

**Term of office:** Elected annually.

Vice-president:

**Duties:** Vice executive officer presides over all Board meetings when the president is unavailable and exercises delegated authority for decisions within the policies formulated by the Board. The vice president may have delegated authority to commit and sign contracts for the association.

**Qualifications:** Must be an active member of the association.

**Term of office:** Elected annually.

Secretary

**Duties:** The secretary is the recording officer, attends and records Board meetings, Board polls, and meetings of the general membership. The secretary conducts the tally of all votes for elections and keeps a record

of the results. The secretary publishes notices and agendas for meetings of the Board and membership. The secretary shall obtain all necessary permits and licenses, file any required reports to government agencies including taxing authorities. The secretary is the custodian of all HTMA records and documents. The secretary is responsible for final review of all public statements and notices for consistency with official Board actions and policies and for general correspondence.

**Qualifications:** Must be an active member of the association.

**Term of Office:** Elected annually.

Treasurer

**Duties:** The treasurer is the custodian of HTMA financial assets and is responsible for their safekeeping. The treasurer shall tender a report on the condition of HTMA accounts to the Board at each Board meeting, and attend meetings whenever possible. The treasurer (or board member designee) is responsible for collection of dues and charges, disbursement of fees to musicians, and for payment of authorized expenses. The treasurer files financial statements of operation and individual events with the secretary as required by the Board. The treasurer should also chair the finance committee.

**Qualifications:** Must be an active member of the association.

**Term of Office:** Elected annually.

**Compensation:** Board members shall receive no compensation beyond out-of-pocket expenses incurred for HTMA business. Officers and managers may be eligible for compensation if the Board approves a budget that includes such expenditures and the funds are available. All other obligations of HTMA must be paid before any funds are distributed as compensation to officers appointed by the Board.

**Amendments:** These by-laws may be amended by a majority vote of the Board. Amendments may be proposed, in writing, by any active member of the association to any member of the Board. Proposed amendments to the by-laws will be publicized to the general membership in the newsletter and on the HTMA website and will be brought to a vote at the second meeting following publication.

HTMA By-laws adopted by membership vote January 12, 2003

**Rules of Order:** Insofar as is possible, meetings shall be conducted according to Robert's Rules of Order.

**Dissolution of the Organization:** The organization shall not dissolve except by Board action. In the event of dissolution, all obligations of HTMA shall be paid first and any remaining assets shall be distributed, as far as possible, to other not-for-profit organizations whose goals mirror the Association's. The remaining assets will not be distributed to or for the benefit of any member. Recipients of any dissolution assets should be non-profit, tax-exempt organizations, recommended by the Board and approved by the membership.

## **Operating Principles**

### ***Performance Principles***

#### **Why we present**

HTMA sponsors music performances to further the expression and appreciation of music in our community. We wish to provide an attractive venue for folk, traditional, ethnic, and other music to be performed in our community, regardless of commercial value. We also desire to provide an outlet to present HTMA member performances.

#### **Who we present**

Our goal is to provide opportunities for HTMA to present performances by both members and non-member performers.

#### **Timing of Performances**

HTMA is committed to supporting live music performances in monthly coffeehouse events. Other concerts and performances may be scheduled at the discretion of the Board and the Performance Chair.

## **Financial Principles**

HTMA is committed to fair compensation for professional performers at all sponsored events. Over the long term, HTMA intent is for coffeehouse performances to have little or no net revenue for the association, so that coffeehouse revenue after expenses is applied to compensate non-member performers. Compensation for HTMA members performing in our presentations will be limited to expenses. All artist compensation is at the discretion of the Performance Committee chair and the Board.

HTMA may produce concert performances that generate revenue for the association, with income applied to help further the organization's goals, provided that artists' compensation at these performances meets the intent of 'fair compensation'. As an operating goal, concert business plans will be structured to return three quarters of net revenue (after production expenses) to the performing artists.