Bylaws:

ARTICLE 1
PURPOSE

Section 1: PURPOSES. The purposes for which the AMERICAN STRING TEACHERS ASSOCIATION (the “Corporation”) is organized are exclusively for charitable, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), or corresponding provision of any subsequent Federal tax laws; and to engage in activities relating to the aforementioned purposes.

ARTICLE 2
OFFICES/DEFINITIONS

Section 1: OFFICES. The principal office of the Corporation shall be either within or outside of the State of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require. The Corporation shall have and continuously maintain in the State of Iowa a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Iowa as the Board of Directors may from time to time determine.

Section 2: DEFINITIONS. Capitalized words shall have the meaning ascribed in RINCA except to the extent otherwise defined in these Bylaws. As used in these Bylaws, the following terms shall have the following meanings:

2.2.1 “Articles of Incorporation” means the Corporation’s Articles of Incorporation and all amendments and restatements as filed with the Iowa Secretary of State.

2.2.2 “Electronic transmission” means an electronic communication not directly involving the physical transfer of a record in a tangible medium that may be retained, retrieved and reviewed by the sender and the recipient and that may be directly reproduced in a tangible medium by such a sender and recipient.

2.3.2 “Execute,” “executes” or “executed” means signed with respect to a written record or electronically transmitted along with sufficient information to determine the sender’s identity with respect to an electronic transmission.

2.3.2 “Record” means information inscribed on a tangible medium or contained in an electronic transmission.

2.3.4 “RINCA” means the Revised Iowa Nonprofit Corporation Act of the State of Iowa, as now or hereafter amended.

2.3.5 “Tangible medium” means a writing, copy of a writing or facsimile, or a physical reproduction, each on paper or on other tangible material.

ARTICLE 3
MEMBERS

Section 1: QUALIFICATION AND SELECTION OF MEMBERS.

3.1.1 The Corporation shall have seven (7) classes of membership.

3.1.2 The designation of the classes and the qualifications and rights of the members of the classes shall be as follows:

3.1.2.1 “Professional” who shall have voting rights and whose qualifications are as follows: One vote for each member of the class. Open to all string teachers, performers, and supporters (as determined by the Board) of the string community.

3.1.2.2 “Senior” who shall have voting rights and whose qualifications are as follows: One vote for each member of the class. Open to members who are 62 or older.

3.1.2.3 “Dual” who shall have voting rights and whose qualifications are as follows: Open to all professional couples residing at the same address.

3.1.2.4 “Student” who shall have no voting rights and whose qualifications are as follows: Open to full-time students.

3.1.2.5 “String Industry Council” who shall have voting rights and whose qualifications are as follows: Open to suppliers, distributors, retailers, manufacturers and other services providers to the string and orchestra community.

3.1.2.6 “Institutional” who shall have no voting rights and whose qualifications are as follows: Open to schools, educational institutions and other organizations supporting the string education and performance community.

3.1.2.7 “Library Subscription” who shall have no voting rights and whose qualifications are as follows: Open to libraries and organizations who only wish to receive the American String Teacher Journal quarterly.

3.1.2.8 “Honorary Life Members” who shall have voting rights and whose qualifications are as follows: One vote for each member of the class. Open to all string teachers, performers, and supporters of the string community selected by the Board of Directors or membership, as well as all past and present Presidents.

3.1.3. Persons eighteen (18) years of age and over shall be eligible to be elected as voting members if they otherwise fill the requirements of the classes set forth above. The Board of Directors, or the Executive Committee, shall by majority vote elect members.

3.1.4. The rights, qualifications and privileges of membership may be amended by the members from time to time by amendment of these Bylaws. The Board of Directors may, if it deems it appropriate, condition membership upon the payment of specified dues or other fees.

Section 2: VOTING RIGHTS. Each voting member shall be entitled to one (1) vote on each matter submitted to a vote of the members. For purposes of clarification, with respect to a couple voting as a “Dual Member”, each such person constituting the couple has the right to cast one (1) vote. (Example: If Mr. and Ms. Smith are a Dual Member, Mr. Smith is entitled to cast one (1) vote and Ms. Smith is entitled to cast one (1) vote. End of Example.) Voting shall not be cumulative. Except as specifically set forth by statute, in the Articles of Incorporation or these Bylaws to the contrary, all matters submitted to the eligible voting members for vote shall require a majority vote of the voting members then present and voting: (a) at a meeting where a quorum is present which affirmative votes also constitute a majority of the required quorum; or (b) by a written ballot or written consent in conformity with RINCA. Proxies will not be permitted as a method of casting votes on any matter related to the affairs of the Corporation.

Section 3: RIGHTS, LIMITATIONS AND RESTRICTIONS.

No member shall have the right to transfer, involuntarily or voluntarily, their membership or any of their rights or privileges of membership, or to substitute another as a member in their place. Any attempted transfer or substitution shall be void and without any legal effect. Any person (including any association, corporation, partnership, company, entity or other organization) ceasing to be a member, whether voluntarily, by death (in the case of a natural person), or by removal, shall immediately forfeit all rights and privileges of membership.

Section 4: TERMINATION OF MEMBERSHIP. Any member may resign their membership. Also, a member may be removed or suspended for cause by the affirmative vote of all of the members of the Board of Directors after an appropriate notice and hearing, who may, by a majority vote of those present at
any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or terminate any member who shall be in default in the payment of dues for the period fixed in Article 15 of these Bylaws.

Section 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 6. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board of Directors, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. STATE CHAPTERS. The Board of Directors may approve groups from a designated class or geographic area, including but not limited to a state or another country, as the Corporation’s chapter pursuant to such rules and regulations as the Board of Directors may establish from time to time.

ARTICLE 4
MEETINGS OF MEMBERS

Section 1: ANNUAL MEETING. An annual meeting of the members shall be held on the date fixed for the Corporation's annual conference in each year for the transaction of such other business as may come before the meeting. It is currently envisioned that, as in the past, the election of Directors shall be held by written ballot. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, or by written ballot sent by that date, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be held or by written ballot sent after the annual meeting.

Section 2: SPECIAL MEETING. Special meetings of the members may be called by the President or the Board of Directors.

Section 3: PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Iowa as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4: NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, except as provided below, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. Notice of a meeting held for the purpose of considering an amendment to the Articles of Incorporation, a plan of merger or share exchange, the sale, lease, exchange or other disposition of all or substantially all of the Corporation’s assets other than in the regular course of business or the dissolution of the Corporation shall be provided not less than 20 or more than 60 days before the meeting. Notice of such meetings may also be given by a form of electronic transmission as authorized by RINCA. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. Except to the extent in conflict with RINCA, the following rules shall apply:

4.1 TYPE OF NOTICE

4.1.1 NOTICE PROVIDED IN A TANGIBLE MEDIUM. Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telegraph, teletype, telephone or wire or wireless equipment that transmits a facsimile of the notice.

4.1.2 NOTICE PROVIDED IN AN ELECTRONIC TRANSMISSION. Notice may be provided in an electronic transmission and be electronically transmitted as provided in RINCA.

4.1.2.1 Consent to Receive Notice by Electronic Transmission. Notice to members in an electronic transmission is effective as provided in RINCA. Notice provided in an electronic transmission includes material required or permitted to accompany the notice by RINCA or other applicable statute or regulation.

4.1.2.2 Revocation of Consent to Receive Notice by Electronic Transmission. A member that has consented to receipt of electronically transmitted notices may revoke such consent by delivering a revocation to the Corporation in the form of a record.

4.1.2.3 Posting Notice on an Electronic Network. Notice to members that have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the member a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

4.1.3 EFFECTIVENESS OF NOTICE.

4.1.3.1 Notice by Mail. Notice given by mail is effective when deposited in the United States mail, first-class postage prepaid, properly addressed to the member at such member’s address as it appears in the Corporation’s current record of members.

4.1.3.2 Notice by Telegraph, Teletype or Facsimile. Notice given by telegraph, teletype or facsimile equipment that transmits a facsimile of the notice is effective when dispatched to the member's address, telephone number or other number appearing on the records of the Corporation.

4.1.3.3 Notice by Electronic Transmission. Notice provided in an electronic transmission, if in comprehensible form, is effective when it (i) is electronically transmitted to an address, location or system designated by the recipient for that purpose, or (ii) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

4.1.3.4 Notice by Publication. Notice given by publication is effective five days after first publication.

4.1.3.5 Other Notices. Notice given by any other form not specified above shall be effective as set forth in RINCA.

Section 5: ACTION BY WRITTEN BALLOT. Any action which may be taken at any annual, regular, or special meeting of members may be taken without a meeting by a written ballot (the “Ballot”) as provided in RINCA. The Ballot may be electronically transmitted to a member to the extent notice is authorized to be given to such member under these Bylaws and returned the designated address, location or system, in an executed electronically transmitted record. If not otherwise fixed by the Board of Directors, the record date for determining members entitled to vote by Ballot is the date the first Ballot is executed or transmitted to a member.

Section 6: QUORUM. The members holding a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any
meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7: NO PROXIES. Voting by proxy is expressly prohibited.

Section 8: SIGNATURE. For the purposes of this Article, "sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

ARTICLE 5
BOARD OF DIRECTORS

Section 1: GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors who are referred to herein as the Board of Directors.

Section 2: NUMBER, TENURE AND QUALIFICATION.
2.1 Number and General Rules. The number of Directors shall consist of a variable range of up to ten (10) directors, as follows: (a) the following officers of the Corporation: President, Immediate Past-President/Treasurer, President-Elect/ Vice President, Secretary, Publications Chair; and (b) three (3) elected and two (2) appointed members of the Board of Directors (collectively such five directors are referred to as "Members-At-Large"). The term of each Director shall mirror their term of office as set forth below and in these Bylaws. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of authorized directors, may be filled for the remainder of the full terms of office for a director of that class, by the affirmative vote of a majority of directors in office or appointment by the President, as more particularly set forth below. Each director shall hold office until his successor has been elected or appointed, as the case may be, and qualified to serve. If a person holds two or more offices or positions which if held by separate persons would entitle each such person to be a Director, such person shall only be counted for all purposes, including voting rights, as one (1) Director.

2.2 Terms of Office: Except for the Executive Director, each officer's term of office shall be for two (2) years which shall begin May 15. The term for any appointed officer shall begin at the same date as for elected officers even if the appointment is not made or effective until after such date. Each officer shall hold office until his successor has been elected or appointed, as the case may be, and qualified to serve. The President-Elect/ Vice President, Secretary and Member-at-Large position 1 shall be elected by the members in even numbered years. The President-Elect/ Vice President automatically becomes President at the end of the prior President's term of office. Member-at-Large positions 2 and 3 will be elected by the members in odd numbered years. The Publications Chair and Member-at-Large position 4 will be appointed by the President in even numbered years. Member-at-Large position 5 will be appointed by the President in odd numbered years. All such appointed officer/director positions shall be duly appointed with the approval of the majority of the voting members of the Executive Committee. The Executive Director shall be duly appointed by the President with the approval of the majority of the voting members of the Executive Committee. Member-at-Large position 4 shall additionally be tasked with being a liaison with the String Industry Council members. The elected officers of the association shall begin their terms of office on May 15 of the year in which they are elected. All appointed officers shall begin their terms upon confirmation by the Executive Committee provided that a delay in appointment or confirmation shall not extend the terms of any appointed officer. Notwithstanding anything in these Bylaws to the contrary, in no event shall any person serve more than one (1) full term as President with the exception of a President-Elect/ Vice President who becomes President prior to the end of his term in which event such President-Elect/Vice President shall complete the term of his predecessor and further complete his full succeeding term. The foregoing sentence is intended to not only prevent a person from serving consecutive terms but also to prevent such person from serving non-consecutive terms as President.

Section 3: REGULAR MEETINGS. The Board of Directors may provide by resolution the time and place, either within or without the State of Iowa, for the holding of regular meetings of the Board of Directors without other notice than such resolution.

Section 4: SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or Directors constituting a majority of the Directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

Section 5: NOTICE. Notice of any special meeting of the Board of Directors shall be given if effective (as defined below) at least two days previous thereto by written notice delivered personally or sent by mail to each Director at his address as shown by the records of the Corporation. Any Directors may waive notice of any meeting. Such waiver shall be set forth either in an executed written record or, if the Corporation has designated an address, location or system to which the waiver may be electronically transmitted and the waiver has been electronically transmitted to the designated address, location or system, in an executed electronically transmitted record. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated by the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws. Any addition to any other means allowed by RINCA or above, to the extent not in conflict with RINCA, the following rules shall apply:

5.1 Oral Notice. Oral notice may be communicated in person, by telephone, wire or wireless equipment that does not transmit a facsimile of the notice, or by any electronic means that does not create a record.

5.2 Notice Provided in a Tangible Medium. Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telegraph, teletype, telephone or wire or wireless equipment that transmits a facsimile of the notice.

5.3 Notice Provided in an Electronic Transmission. Notice may be provided in an electronic transmission and be electronically transmitted.

5.3.1 Consent to Receive Notice by Electronic Transmission. Notice to Directors in an electronic transmission is effective only with respect to Directors who have consented, in the form of a record, to receive electronically transmitted notices and designated in the consent the address, location or system to which these notices may be electronically transmitted. Notice provided in an electronic transmission includes material required or permitted to accompany the notice by RINCA or other applicable statute or regulation.
5.3.2 Revocation of Consent to Receive Notice by Electronic Transmission. A Director who has consented to receipt of electronically transmitted notices may revoke such consent by delivering a revocation to the Corporation in the form of a record. The consent of a Director to receive notice by electronic transmission is revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent, and this inability becomes known to the Secretary of the Corporation or any other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

5.3.3 Posting Notice on an Electronic Network. Notice to Directors who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the Director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

5.4 Effectiveness of Written Notice.

5.4.1 Notice by Mail. Notice given by mail is effective five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed to the Director at his or her address shown on the records of the Corporation.

5.4.2 Notice by Registered or Certified Mail. Notice is effective on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

5.4.3 Notice by Telegraph, Teletype or Facsimile Equipment. Notice sent to the Director’s address, telephone number or other number appearing on the records of the Corporation is effective when dispatched by telegraph, teletype or wire or wireless equipment that transmits a facsimile of the notice.

5.4.4 Notice by Private Carrier. Notice given by private carrier is effective when received by the Director.

5.4.5 Personal Notice. Notice given by personal delivery is effective when received by the Director.

5.4.6 Notice by Electronic Transmission. Notice provided by electronic transmission, if in comprehensible form, is effective when it (i) is electronically transmitted to an address, location or system designated by the recipient for that purpose, or (ii) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

5.5 Effectiveness of Oral Notice.

5.5.1 Notice in Person or by Telephone. Oral notice is effective when received by the Director.

5.5.2 Notice by Wire or Wireless Equipment. Notice given by wire or wireless equipment that does not transmit a facsimile of the notice or by any electronic means that does not create a record is effective when communicated to the Director.

Section 6: QUORUM. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7: MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by the Articles of Incorporation or by these bylaws.

Section 8: VACANCIES. Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9: INFORMAL ACTION BY DIRECTORS. Any action that could be taken at a meeting of the Board of Directors or of any committee created by the Board of Directors may be taken without a meeting if one or more consents setting forth the action so taken are executed by all of the Directors or by all of the members of such committee either before or after the action is taken and delivered to the Corporation, each of which shall be set forth in an executed written record or, if the Corporation has designated an address, location or system to which the consent may be electronically transmitted and the consent is electronically transmitted to the designated address, location or system in an executed electronically transmitted record. Action taken by consent of Directors without a meeting is effective when the last Director executes the consent, unless the consent specifies a later effective date. Any such consent shall be inserted in the minute book as if it were the minutes of a Board or a committee meeting.

Section 10: COMPENSATION. The Directors shall not receive any compensation for their services as members of the Board of Directors. The Directors shall, however, be entitled to reimbursement for actual expenses reasonably incurred in the performance of such services.

Section 11: REMOVAL. Directors, whether appointed or elected, may be removed by majority vote of the members at any duly called meeting of the members.

Section 12: PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a Board of Directors or committee meeting at which any action is taken shall be deemed to have assented to the action taken unless (a) the Director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting any business at such meeting, (b) the Director’s dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) the Director delivers notice of the Director’s dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation within a reasonable time after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 13: CONFLICTS OF INTEREST. Any Director who individually or as part of a business or financial firm is involved in business transactions or current professional services with the Corporation shall disclose this relationship and shall not participate in any vote taken in respect to such transactions or services.

ARTICLE 6
OFFICERS

Section 1: OFFICERS. The officers of the Corporation shall be President, Past-President/Treasurer, President-Elect/ Vice President, Secretary, and Publications Chair. Any two or more offices may be held by the same person, except the offices of President and President-Elect/ Vice President.

Section 2: ELECTION, APPOINTMENT AND TERM OF OFFICE. The following officers of the Corporation shall be elected by the members entitled to vote (a) at the time the written ballot is delivered; or (b) at the annual meeting of the members; whichever is applicable: President, President-Elect/ Vice President, and Secretary. The Publications Chair is an officer appointed by the President. The Past-President/
Treasurer shall be the past President and as such is elected as President in the preceding term but rotates to the position of Past-President/Treasurer without further action. The candidate receiving the greatest number of votes for each office shall be declared elected. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The terms of office of each are specified in Article 5 above.

Section 3: REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer elected by the members may be removed by the affirmative majority of all members entitled to vote for any reason, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer or agent appointed by the President may be removed by the President whenever in the President's judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the President, with the majority consent of the majority of the voting members of the Executive Committee, for the unexpired portion of the term except for: (a) any officer appointed by the President whose vacancy will be filled by appointment of the President; and (b) the office of President. In the event that the office of President becomes vacant during the President's term of office, the President-Elect/ Vice President shall complete the unexpired term of the President as well as the elected successive term of office, and shall appoint a Professional, Dual, Life, or Senior member in good standing to serve on the Executive Committee until the next regularly scheduled election. In the event the office of President-Elect becomes vacant due to any circumstance, the position will be filled at the next regularly scheduled election and the newly elected President-Elect will begin the term of office immediately thereafter. In the event of the vacancy of any office other than that of the President or President-Elect, the President, with the majority consent of the voting members of the Executive Committee, shall appoint a Professional, Dual, Life, or Senior member in good standing to complete that officer's unexpired term.

Section 5: PRESIDENT. The President shall be deemed the Chairman of the Board and shall preside at all meetings of the members and of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried into effect. He shall have the power to execute, on behalf of the Corporation, bonds, mortgages and all other contracts and documents, whether or not under the seal of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors or by these bylaws to some other officer or agent of the Corporation. He shall have general powers of supervision and management of the business of the Corporation, and shall be the final arbiter of all differences between officers of the Corporation, and his decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation, subject only to the Board of Directors of the Corporation. In general, he shall have all powers and shall perform all duties usually vested in the office of the President of a corporation, subject to the right of the Board of Directors to delegate powers to other officers or committees of the Corporation, except those powers which may be exclusively conferred by law upon the office of the President. If the Corporation has selected an Executive Director, general supervision and control of the business and affairs of the Corporation shall be delegated to such person.

Section 6: PRESIDENT-ELECT/VICE PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the President-Elect/ Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect/ Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7: IMMEDIATE PAST PRESIDENT/ TREASURER. Upon completion of his term of office, the President shall hold the office of Immediate Past President and Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The expense of executing and posting such bond and surety shall be paid by the Corporation. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 9 of these bylaws; and in general perform all the duties incident to the offices of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8: SECRETARY. The Secretary shall keep minutes of the meetings of the members of the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9: PUBLICATIONS CHAIR. The Publications Chair shall be an active member in good standing of the Corporation. The Publications Chair shall work with the Corporation's staff to seek out and develop publications addressing the professional needs of its members and shall perform other duties as requested by the President as listed in the Corporation's Handbook as adopted by the Board of Directors.

Section 10: EXECUTIVE DIRECTOR. The Executive Director shall be an ex-officio, nonvoting member of the Executive Committee. The Executive Director shall: (1) keep an accurate record of the membership; (2) receive all moneys due the Corporation and keep an accurate and true account of all money received and paid out by the Corporation; (3) be custodian of all the Corporation's property; (4) serve as business advisor for all publications; (5) be the coordinator for the annual conference; and (6) fulfill other duties customarily assigned to the office or directed by the Executive Committee. The Executive Director shall conduct the business of the Corporation in accordance with applicable law and in all matters shall be under the direction of the Executive Committee. The Executive Director may delegate to other staff members authority in execution of the Corporation's business. If required by the Board of Direc-
tors, the Executive Director shall give a bond for the faithful
discharge of his duties in such sum and with such surety or sure-
ties as the Board of Directors shall determine. The expense of
executing and posting such bond and surety shall be paid by
the Corporation. At the expiration of the term of service, the
Executive Director shall turn over to the successor all moneys,
books, properties of the Corporation.

Section 11: COMPENSATION. No officer other than the
Executive Director shall receive compensation, either directly
or indirectly, without approval of the Board of Directors as set
forth in Article 7 below.

Section 12: MISCELLANEOUS PROVISIONS REGARDING
OFFICERS’ ELECTIONS.

6.12.1 Ballots are to be counted no later than thirty (30)
days from the date specified in the Ballot for receipt by the
Corporation in order to be counted. Results will be announced
in the American String Teacher, or such other form of publica-

6.12.2 The Nominating Committee shall present a minimum
of four candidates for each office. The names of the candi-
dates selected by the Nominating Committee shall be submit-
ted to the Executive Committee for final approval resulting in a
slate of two candidates for each office.

ARTICLE 7
INTERESTED DIRECTORS AND OFFICERS

No contract or transaction between the Corporation and
one or more of its Directors or officers, or between the Corpo-
racion and any other corporation, partnership, association, or
other organization in which one or more of its Directors or of-
icers are Directors or officers, or have a financial interest, shall
be entered into unless the material facts as to his relationship
or interest and as to the contract or transaction are disclosed
or are known to the Board of Directors, and the Board of
Directors in good faith authorize the contract or transaction by
the affirmative votes of two-thirds (2/3) of the disinterested
Directors, even though the disinterested Directors be less than
a quorum. Common or interested Directors may be counted
in determining the presence of a quorum at a meeting of the
Board of Directors. The Corporation, by resolution of the Board
of Directors, may pay reasonable compensation to the officers
or other employees of the Corporation for services rendered in
furtherance of the purposes of the Corporation.

ARTICLE 8
INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS

Section 1. CLAIMS BY THIRD PARTIES. The Corporation
shall have the power to indemnify a director, officer, employee
or agent who was or is a party or is threatened to be made a
party to a threatened, pending, or completed action, suit, or
proceeding, whether civil, criminal, administrative, or investiga-
tive and whether formal or informal, other than an action by or
in the right of the Corporation, by reason of the fact that he or
she is or was a director, officer, employee or agent of the Cor-
poration, or is or was serving at the request of the Corporation
as a director, officer, partner, employee, or agent of another
foreign or domestic corporation, business corporation, partner-
ship, joint venture, trust, or other enterprise, whether for profit
or not for profit, against expenses, including attorneys’ fees,
judgments, penalties, fines, and amounts paid in settlement
actually and reasonably incurred in connection with the action,
suit, or proceeding, if the person to be indemnified acted in
good faith and in a manner he or she reasonably believed to be
in or not opposed to the best interest of the Corporation,
and with respect to any criminal action or proceeding, if he
or she had no reasonable cause to believe the conduct was
unlawful. The termination of any action, suit or proceeding
by judgment, order, settlement, conviction, or upon a plea of
nolo contendere or its equivalent, does not, of itself, create a
presumption that he or she did not act in good faith and in a
manner which he or she reasonably believed to be in or not
opposed to the best interests of the Corporation, and, with
respect to any criminal action or proceeding, had reasonable
cause to believe that the conduct was unlawful.

Section 2. CLAIMS BROUGHT BY OR IN THE RIGHT OF
THE CORPORATION. The Corporation shall have the power to
indemnify a director, officer, employee or agent who was or is
a party to or is threatened to be made a party to a threat-
ened, pending, or completed action or suit by or in the right of
the Corporation to procure a judgment in its favor by reason of
the fact that he or she is or was a director, officer, employee
or agent of the Corporation, or is or was serving at the request
of the Corporation as a director, officer, partner, employee
or agent of another foreign or domestic corporation, business
corporation, partnership, joint venture, trust, or other enterprise,
whether for profit or not, against expenses, including actual
and reasonable attorneys’ fees, amounts paid in settlement
incurred by the person in connection with the action or suit, if he
or she acted in good faith and in a manner he or she reason-
ably believed to be in or not opposed to the best interests of
the Corporation. However, indemnification under this Section
shall not be made for a claim, issue, or matter in which he or
she has been found liable to the Corporation unless and only to
the extent that the court in which the action or suit was brought
has determined upon application that, despite the adjudication
of liability but in view of all circumstances of the case, he or
she is fairly and reasonably entitled to indemnification for the
expenses which the court considers proper.

Section 3. APPROVAL OF INDEMNIFICATION. An indem-
nification under Sections 1 and 2 hereof, unless ordered by a
court, shall be made by the Corporation only as authorized in
the specific case upon a determination that indemnification is
proper in the circumstances because the applicable standard
of conduct has been met. This determination shall be made in
any of the following ways:

(a) By a majority vote of a quorum of the Board of Direc-
tors consisting of Board Members who were not parties to the
action, suit, or proceeding.

(b) If the quorum described in subdivision (a) is not
obtainable, then by a majority vote of a committee of Board
Members who are not parties to the action. The committee shall
consist of not less than two (2) disinterested Board Members.

(c) By independent legal counsel in a written opinion.

Section 4. ADVANCEMENT OF EXPENSES. Expenses
incurred in defending a civil or criminal action, suit, or proceed-
ing described in Sections 1 or 2 above shall be paid by the
Corporation in advance of the final disposition of the action,
suit, or proceeding upon receipt of any undertaking by or on
behalf of the person being indemnified to repay the expenses
if it is ultimately determined that he or she is not entitled to be
indemnified by the Corporation. The undertaking shall be by
an unlimited general obligation of the person on whose behalf
advances are made but need not be secured.

Section 5. PARTIAL INDEMNIFICATION. If a person is
entitled to indemnification under Sections 1 or 2 for a portion
of expenses including attorneys’ fees, judgments, penalties,
fines, and amounts paid in settlement, but not for the total
Section 1: CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a vice president of the Corporation.

Section 3: DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: GIFTS. The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5: LOANS. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE 9
CONTRACTS, CHECKS, DEPOSITS, FUNDS

ARTICLE 10
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE 11
FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of June in each year unless otherwise changed by the Board of Directors.

ARTICLE 12
SEAL

The Board of Directors may provide a corporate seal which, if adopted, shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal".

ARTICLE 13
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of RINCA or under the provisions of the Articles of Incorporation or by the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 14
COMMITTEES

Section 1: COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. Such committees shall include an Executive Committee and a Budget Committee.

Section 2: OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the Corporation may be designated by a resolution adopted by a majority vote of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be members of the Corporation, the President shall appoint the members thereof, and each such committee shall have at least one member who is either a Director or officer of the Corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3: TERM OF OFFICE. Each member of a committee shall continue as such until his successor is appointed, unless the
committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4: CHAIRMAN. One member of each committee shall be appointed chairman.

Section 5: VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6: QUORUM. Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 8: EXECUTIVE COMMITTEE. The Executive Committee, which shall consist of the President, President-Elect/ Vice President and Immediate Past President/Treasurer. The Executive Committee shall exercise such powers of the Board of Directors between meetings of the Board as authorized by law and are not specifically withheld by the Board of Directors and shall have authority to act on behalf of the Board of Directors.

Section 9: NOMINATING COMMITTEE. The Nominating Committee shall consist of three Officers, one of which shall be the Immediate Past President/Treasurer shall be the Chair and the balance of the members shall be appointed by the President, plus such other Directors as the Board of Directors may select. The Committee shall recommend candidates for the Board of Directors and Offices of the Corporation as necessary.

Section 10: STANDING, SPECIAL AND ADVISORY COMMITTEES. In addition to the Committees described above, the Board of Directors may from time to time authorize or instruct the Board Chairman to appoint such Standing, Special and Advisory Committees as may be needed. Advisory Committees are those which relate to one or more specific programs of the Corporation and promote, assess and provide community involvement with respect to such programs. The responsibilities, duties, and size of all Committees shall be determined by the Board of Directors.

Section 11: COMMITTEE CHAIRMEN. Chairmen and members of all Committees shall be appointed annually by the Board Chairman and shall be duly approved by the Board of Directors.

Section 12: MINUTES OF COMMITTEE MEETINGS. Minutes of Committee meetings shall be prepared and submitted to the Board of Directors or Executive Committee.

ARTICLE 15
DUES

Section 1: ANNUAL DUES. The Board of Directors may determine the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.

Section 2: PAYMENT OF DUES. Dues shall be payable in accordance with the schedule determined by the Board of Directors. Dues for a new member or a member withdrawing their membership shall not be prorated.

Section 3: DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for such periods of time as determined by the Board of Directors or the Executive Director from the beginning of the period for which such dues became payable, such member shall be deemed a member not in good standing and his membership may be terminated in the manner provided in Article 3 of these bylaws.

ARTICLE 16
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the lesser of: (a) a two-thirds majority of the members casting votes: (i) present at any regular meeting or at any special meeting, provided that at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting; or (ii) by written ballot in which event the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment; or (b) a majority of the voting power of all voting members of the Corporation.

ARTICLE 17
MISCELLANEOUS

Section 1: CHOICE OF LAW. Any dispute arising under these Bylaws, or a member’s membership in the Corporation, shall be determined and governed by the laws of the State of Iowa.

Section 2: HEADINGS. The captions and headings of these Bylaws are intended for convenience and reference only, do not affect the construction or meaning of these Bylaws, and further do not inform a party of the covenants, terms or conditions of these Bylaws or give full notice thereof.

Section 3: SEVERABILITY. Whenever there is any conflict between any provision of these Bylaws and any present or future statute, law, ordinance or regulation contrary which would cause to invalidate such provision, the latter shall prevail, but in such event the provision of these Bylaws thus affected shall be curtailed and limited to the extent necessary to bring it within the requirement of the law. In the event that any of the provisions of these Bylaws, or any application thereof, is declared to be invalid, illegal, unenforceable, inequitable or of no effect by any court of competent jurisdiction, the validity, legality and enforceability of the remaining provisions of these Bylaws, and any other application thereof, shall continue to apply with full force and effect and shall not in any way be affected or impaired thereby.

Section 4: GENDER. Where appropriate to the context, pronouns or other terms expressed in one number or gender shall be deemed to include the other number and genders.