

ARTICLES OF ASSOCIATION

OF



**THE AMERICAN ACCORDIONISTS'
ASSOCIATION, INC.**

ARTICLES OF ASSOCIATION

ARTICLE I

Name

The name of this Association shall be: THE AMERICAN ACCORDIONISTS' ASSOCIATION, INC.

ARTICLE II

Purposes and Objects

The purpose of this association is to encourage wider public interest in the accordion by elevating the moral, ethical and cultural standards of all those interested in the accordion as a teacher, student, artist, composer, arranger, publisher, manufacturer, importer, or dealer, thereby co-ordinating and standardizing the different phases of the accordion industry. To accomplish this, the association will endeavor to promote the objects provided in the certificate of incorporation, and in aid thereof will offer its services in arbitration and settlement of controversies arising within the orbit of the objects so provided. Recognition of outstanding ability and conspicuous service to the accordion industry and profession shall be a function of this association, and awards of merit will be made to such persons, firms or other associations. The accomplishment of these purposes will enhance the professional

standing of all those engaged in any phase of the industry.

ARTICLE III

Membership

SECTION 1.

There shall be three classes of membership, namely, active membership, passive membership, and honorary membership.

SECTION 2. *Active membership* shall consist of:

A—*Certified Teacher*—one who is actively engaged in the teaching of the accordion and who has qualified by passing a required entrance examination;

B—*Commercial*—any firm actively engaged in manufacture of musical instruments, or distribution of accordions, or manufacture of accordion accessories, or the music publishing field, or the publication of music magazines, or any firm engaged in any other allied industry wherein the principal items are related to the music industry.

C—*Professional*—one actively engaged in playing the accordion for his livelihood or whose principal form of livelihood is based upon the use of the accordion, such as studio operators, repair men, advertising agents, music editors, arrangers, and others.

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D—*Foreign*—one who is qualified under any of the provisions of Article III, but is a resident of a country outside of the continental United States and Canada, is qualified for active membership, and, if accepted, is entitled to the same benefits and privileges as all other resident active members. Dues for foreign members shall be adjusted to the rates of currency exchange existing at the time dues are payable.

SECTION 3. *Passive Membership* shall consist of:

A—*Student*—one who is a student of the accordion;

B—*Foreign*—one who is a student of the accordion in and a resident of any country outside of the continental United States and Canada, is qualified for passive membership, and, if accepted, is entitled to the same benefits and privileges as all other resident passive members. Dues for passive foreign members shall be adjusted to conform to the rates of currency exchange existing at the time dues are payable.

SECTION 4. *Honorary Membership*

This shall be extended only to those persons who have rendered distinguished service to the accordion industry or to this association. Prior membership in the association, or participation in the accordion industry directly shall not be a requisite. Such membership shall be accorded

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to one who has contributed to the advancement of the accordion industry and has by meritorious service, benefited the accordion or the association. Only a member of the governing board can nominate one for honorary membership, such nomination to be made to the governing board for its consideration. A two-thirds vote of the governing board is necessary for the acceptance of an honorary member. Honorary membership can be terminated by a two-thirds affirmative vote of the governing board. An honorary member is entitled to all the rights and privileges as an active member except that he shall have no right to vote.

ARTICLE IV

Voting

SECTION 1.

Governing board members and active members, regardless of how many memberships they hold, shall be entitled to one vote at elections for officers.

SECTION 2.

Passive members cannot vote.

SECTION 3.

Honorary members cannot vote.

SECTION 4.

Foreign active members are entitled to one vote at elections of officers.

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ARTICLE V

Officers

SECTION 1.

There shall be a president, a first vice-president, a second vice-president, a secretary and/or treasurer. The offices of secretary and treasurer may be held by the same person.

SECTION 2.

The president may appoint a limited number of vice-presidents at large in various parts of the country. These vice-presidents shall perform only such duties as designated by the president and shall have no right of succession to any elective office by reason of designation as vice-president.

ARTICLE VI

Nomination of Officers

SECTION 1.

Nominations for officers shall take place at the first meeting in September of each year.

SECTION 2.

The president shall appoint a nominating committee of not less than three active members who are themselves eligible to vote. This committee shall select two nominees from among the names placed in nomination for each office, after giving due consideration to

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the qualifications of each of the nominees. The nomination committee shall be appointed at the last meeting before the first meeting in September.

SECTION 3.

The nominating committee shall present nominations for office, together with the qualifications of each nominee from the floor at the first meeting in September. No name shall be presented unless the consent of the nominee has been obtained in advance.

SECTION 4.

Nominees for office must be governing board members only, and can be nominated only by members of the governing board.

ARTICLE VII

Election of Officers

SECTION 1.

The election of officers shall be held each year on the first Tuesday in November.

SECTION 2.

The nominees obtaining the majority of votes shall be elected for the particular offices for which they were nominated.

SECTION 3.

Each active member entitled to vote shall be mailed a ballot containing the names of

persons nominated for the offices of president and first vice-president, and the name of an appointed member of the governing board who will act as proxy, and who in turn, will cast the designated votes at the election meeting. A proxy is valid only if the voter has signed it in person, and is a member in good standing.

SECTION 4.

Governing board members shall cast their vote by ballot at the designated meeting in person.

SECTION 5.

The Secretary-Treasurer and Second Vice-President shall be elected by a majority ballot by the governing board.

SECTION 6.

Newly elected officers shall assume office immediately after elections, and at the same meeting.

SECTION 7.

The term of office for all officers shall be one year. No person can be elected to any position as officer for more than two successive terms. After the lapse of one year, such person may be eligible again to hold elective office.

ARTICLE VIII

Salary of Officers Expenses of Officers

SECTION 1.

All elected officers shall serve without salary.

SECTION 2.

Any officer accepting and receiving monetary gratuities of any kind connected with his duties as an officer may be expelled from office.

SECTION 3.

The association shall pay expenses in an amount specified by the governing board incurred by a governing board member who is on special business for and on behalf of the association.

SECTION 4.

The association shall pay expenses in an amount specified by the governing board incurred by a governing board member or an elected officer for expenses incurred on behalf of the association. A bill therefor must be signed and filed by the member or officer with the association.

SECTION 5.

It shall be considered illegal and reason enough for expulsion from office, from the

governing board or from membership in the association, for anyone to use the prestige and the power of the association for personal or business exploitation.

ARTICLE IX

Vacancy of Office

SECTION 1.

If a vacancy occurs in the office of president, the first vice-president shall succeed him. If a vacancy occurs in the office of first vice-president, the second vice-president shall succeed him. Such succession to office shall be for the unexpired portion of the term of office only.

SECTION 2.

If a vacancy occurs in the office of second vice-president, or in the office of secretary and/or treasurer, then the vacancy shall be filled for the unexpired portion of the term only by a majority ballot of the governing board not later than the second meeting after such vacancy occurs.

ARTICLE X

Expulsion or Suspension of Officers or Governing Board Members

SECTION 1.

Any officer who has been suspended or expelled from any office to which he had been duly elected, will cause a vacancy therein,

which must be filled as soon as possible as provided in ARTICLE IX.

SECTION 2.

If any officer or governing board member believes there is sufficient reason to cause the removal from office of any officer or governing board member, then he must prefer charges against the member in writing and present same at a meeting of the governing board. Any substantial charges preferred against any member shall be sufficient reason for his temporary suspension from office and duties as a governing board member. The accused member shall have sufficient time to prepare a statement and to plead his defense before the governing board. If, after a hearing, two-thirds of those present find sufficient cause for his removal, then he shall be expelled from the organization immediately.

SECTION 3.

A special meeting shall be called, whenever it becomes necessary for the governing board to consider the expulsion or suspension of a member. The accused member shall have one month in which to prepare his defense.

ARTICLE XI

Duties of Officers

SECTION 1.

The President shall preside as chairman at all meetings of the association. He shall be

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the chief executive officer of, and supervise all business affairs of the association. He shall see that order is kept at all meetings, and that the rights and privileges of all members who are both present and absent are at all times protected and guaranteed. He shall mediate at all meetings and recognize the rights of all to present their opinions, and he shall be unbiased in his opinion of what the speakers present to the board. He shall present all arguments pro and con, for a vote. He shall see that all orders and resolutions of the governing board are executed quickly and effectively with equal facility. He shall make decisions in favor of, or against, such affairs which might necessitate immediate action. He shall have the power to decide for, or against, any minor issues which might occur between meetings. He shall not be entitled to vote. He shall vote only when a majority vote is required and the governing board is evenly split in their decisions. He shall sign all teacher certification and renewal certificates, student, professional and commercial membership cards, and all contracts and agreements authorized by the governing board. He must countersign all checks made out by the Secretary and/or Treasurer.

SECTION 2.

He shall serve as an ex-officio member of all standing committees.

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SECTION 3.

He shall appoint all committees and chairmen for such committees.

SECTION 4. *First Vice-President*

He shall have such powers and perform such duties as the governing board shall prescribe. In the absence of the president, he shall assume that position and discharge all the duties of that office. He shall have the power of determining and enforcing conditions concerning committee meetings. He shall have the privilege of recommending the discharge of a committee or insisting that an appointed committee carry out its duties.

SECTION 5. *Second Vice-President*

The second vice-president shall perform the duties of a sergeant-at-arms. He must enforce order at the meetings and see that authorized members only are permitted to attend meetings. In the absence of the first vice-president, he shall assume that position and discharge all duties of that office. In the event of the absence of the second vice-president at a meeting, the president may designate a temporary sergeant-at-arms.

SECTION 6. *Treasurer*

The treasurer shall have charge of:

(a) All funds, securities, receipts.

(b) Deposit all moneys and other assets in a vault, or bank account, under the name of the association.

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(c) He shall dispense the funds as ordered by the governing board, by check which he must sign and have countersigned by the president.

(d) He shall keep proper and correct books of all accounts and business transactions and shall prepare a statement certified by an authorized public accountant at the request of the board one or more times a year.

(e) He shall make a monthly report to the governing board regarding the financial status of the association.

(f) In case of a vacancy in this office the president shall assume the responsibility until a new officer has been elected.

SECTION 7. *Secretary*

The secretary shall record the minutes of each meeting and also read the minutes of the previous meeting when called upon to do so by the president. He shall answer correspondence. He shall see that all the mailing of bulletins, press releases, order of business and all matters of general interest to the membership is dispensed with efficiently.

ARTICLE XII

Rules of Order of Business at Meetings

SECTION 1.

The order of business at all meetings, except special meetings, which will call for a different order of business, shall be as follows:

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(a) A quorum of six members present shall be enough for the president to call the meeting to order.

(b) Minutes of previous meeting read and approved.

(c) Financial report.

(d) Reports from standing committees.

(e) Unfinished business.

(f) New Business.

(g) Adjournment.

SECTION 2.

Meetings will be conducted in accordance with the rules of parliamentary procedure as set forth in "Robert's Rules of Order and Procedure." In the event of a difference of opinion arising at a meeting respecting procedure the presiding chairman shall refer to that book, and the meeting will be bound by the statements therein contained.

ARTICLE XIII

Standing Committees

SECTION 1. *Certification*

This committee shall examine and grade all test papers of teachers applying for certification. It shall approve the issuance of a certificate to those who have passed and been accepted. This committee shall render a monthly report to the board of governors.

SECTION 2. *Membership*

This committee shall promote interest in this association to encourage increase in membership. It shall render quarterly reports on the status of membership.

SECTION 3. *Notation*

This committee shall help standardize and put into effect a logical system of notation for the accordion. It must assist all writers and publishers in this effort. This committee must file a monthly report with the board of governors.

SECTION 4. *Archives*

This committee shall be to collect all forms of publicity and matters concerning the association and put them into book form, and have them available for public observation. This committee must make a monthly report to the board.

SECTION 5. *Publicity*

This committee shall publicize the activities of this association and make a monthly report of its activities to the board.

SECTION 6. *Nomination of Governing Board Members*

This committee shall submit names and qualifications of prospective governing board members, and decide whether or not a candidate for membership to the governing board

shall be to the advantage of the association. This committee shall make its report and recommendations to the governing board only at such time when it is actively engaged in its duties.

SECTION 7. *Appointments and Terms of Committee Members*

All committee members shall be selected by the president and serve for one year. A new president may change all committees or select new members if he so considers it to be in the best interest of the association.

ARTICLE XIV

Governing Board

SECTION 1.

The governing board shall consist of not less than fifteen and not more than twenty-five members. Each member must be actively engaged in some phase of the accordion industry, or be affiliated with the music industry in general.

SECTION 2. *Manner of Election of Governing Board Members*

Each active member may nominate a person of his choice for membership on the governing board, by submitting in writing his choice, the qualifications of such choice, and his reasons for desiring his election to the board. This

written nomination shall be turned over to the nomination committee who shall make a thorough study of the information, and may, if it chooses interview the nominee. If it favorably decides upon the nominee, the chairman shall report the decision to the board. A motion shall be made to take a vote on the acceptance of the proposed member. If seconded, then debate may be had. After debate, then a majority shall be necessary to approve him as a governing board member. If the motion is not seconded then the motion is automatically overruled.

SECTION 3.

If the nomination committee votes against the nominee's acceptance, then the chairman shall state the reasons for the disapproval in his report to the governing board.

SECTION 4.

A vote of disapproval may be appealed to the governing board by the person who nominated the proposed member. In order to bring such contest before the board, a motion must be made and seconded. If not seconded, then the motion is deemed automatically overruled. If seconded, the maker of the motion must state his reasons for contesting and, upon permission of the chairman, review the biography

of the nominee. The governing board shall review the contest, and may overrule the disapproval only if two-thirds of the governing board members present vote in favor of accepting this member, in which event the nominee shall then become a member of the governing board. If less than two-thirds approve, then the decision of the nominating committee shall be sustained and the matter closed.

SECTION 5. *Powers of the Governing Board*

The governing board shall have complete charge of supervision over the business of the association, and have the power to enact new laws and to make amendments to the constitution.

SECTION 6. *Amendments by the Governing Board*

A—These articles of association may be amended by a vote of two-thirds of the governing board members present at a regular meeting.

B—An amendment may be proposed or presented in writing at one meeting and voted on at the following meeting. All board members shall be notified of the proposed change.

C—An amendment, if adopted, goes into effect immediately upon its adoption, unless the amendment itself specifies a stated time when it is to go into effect.

ARTICLE XV

Termination of Membership

SECTION 1.

Any member who fails to pay his dues to date shall be a member not in good standing. If a member fails to pay his dues for ninety days, a notice that he is in default shall be sent to him. If he ignores this notice and continues in default, the board, in its discretion, may terminate his membership.

ARTICLE XVI

Expulsion of Governing Board Members

All governing board members must attend at least six out of ten meetings a year. If a member fails to attend three meetings in succession without first notifying the secretary or president, his name shall be put before the governing board for consideration of his expulsion. A two-thirds vote of the governing board is necessary to expel any governing board member.

ARTICLE XVII

Closed Meetings

There shall be at least four open meetings in each year. All other meetings shall be considered closed meetings and can be attended only by governing board members. All closed

meetings shall be held in secrecy. In the case of a visitor from another state or country, special permission may be obtained from the president or secretary, in order for him to attend a closed meeting.

ARTICLE XVIII

Definitions

The pronouns "HE" or "HIS" or "HIM", used in these articles of association are in reference to association members of both sexes, male and female.