

**BYLAWS OF**  
**The Upper Midwest Flute Association, Inc.**

Updated and Amended 22 August 2021

**ARTICLE I – NAME AND PURPOSE**

*Section 1 – Name:* The name of the organization is The Upper Midwest Flute Association (UMFA). UMFA is a nonprofit, charitable organization incorporated under Chapter 317A of the laws of the State of Minnesota that will be operated exclusively for charitable and educational purposes under Federal and Minnesota state law as set forth in the Articles of Incorporation of the organization.

*Section 2 – Purpose:*

1. To celebrate the long history of the flute and promote the art of playing the flute in all its forms.;
2. To encourage the composition, instruction, and performance of music for the flute. In particular, UMFA values representation from BIPOC, LGBTQ+, women, and other marginalized populations;
3. To welcome flutists from all backgrounds and skill levels. UMFA values and advocates for diversity in all forms across all of our constituents: our Board, membership, programming, guest artists, Scholarship award recipients and corporate partners;
4. To provide our members a wide variety of offerings including live and virtual events, digital communications via email and social media platforms, a music library and low flute rental program, educational and networking opportunities, and other programs that stimulate an interest in, and appreciation for, the flute;
5. To conduct any other activities that the Board of Directors shall from time to time deem appropriate;
6. No part of the activities of UMFA shall be devoted to influencing legislation.

**ARTICLE II – MEMBERSHIP**

*Section 1 – Membership:* The membership of UMFA is open to anyone with an interest in the flute and flute playing who fulfills the requirements for membership as determined by the Board of Directors and available on the UMFA website (the “Membership Policy” or “Membership Guidelines”). The membership will annually be called upon for an advisory vote on nominees for a slate of officers of UMFA proposed by the Board of Directors.

*Section 2 – Dues:* Dues amounts are established by the Board and articulated in the Membership Policy..

*Section 3 – Lifetime membership:* The Board of Directors may, upon a two-thirds vote, confer

honorary lifetime membership (“Lifetime Membership”) upon an individual who has made an outstanding contribution to the art of flute playing or to UMFA. Lifetime members are excused from paying dues.

### **ARTICLE III –BOARD OF DIRECTORS**

*Section 1 – General Powers:* The business and affairs of UMFA will be governed by a Board of Directors, which has the general power to undertake planning and establish overall policy for the organization, and to control and manage the affairs and funds of the organization in fulfillment of its purpose.

*Section 2 – Composition:* The Board of Directors (“Board”) will consist of all of the members of the Board as specified in Article IV. The Board will be divided into two bodies: The Executive Board, the Advisory Board, as further defined in Article IV. Members of the Executive Board will be elected by the Membership, and members of the Advisory Board are appointed by a majority of the Executive Board. The Executive Board will consist of no fewer than three, and no more than seven members.

*Section 2 – Meetings:* The Board will meet no less than once per quarter.. The President is responsible for serving as chair of each meeting. If the President is unable to attend a meeting, the Vice President shall preside unless the President shall have designated another Board member to preside at the meeting.

*Section 3 – Notice of Meetings:* Notice of meetings of the Board shall be given with a minimum of two days prior oral notice or a minimum of three days prior written notice to all members of the Board, specifying the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or by these Bylaws. Oral notice may be given by telephone or in person. Written notice may be given by electronic communication or facsimile transmission, or may be delivered to the address maintained for each Board member in the records of the organization. If the Board adopts a meeting schedule, or if the date and time of the Board meeting has been announced at a previous Board meeting, no further notice is required.

*Section 4 – Quorum:* A simple majority of the Board constitutes a quorum for transacting business. The most current version of Robert's Rules of Order shall apply in resolving any issues relating to the manner in which the business of the Board is conducted.

*Section 5 – Prolonged Absence from Meetings:* Any Director who has been absent from three consecutive meetings without an excuse deemed acceptable by the Board can be declared by a majority vote of the Board to have resigned, and the vacancy filled by the Board.

*Section 6 – Election and Term of Office:* The Executive Board positions are elected/re-elected on an annual basis. Terms are one year in duration and will coincide with the fiscal year of UMFA (July 1-June 30). Membership shall vote on the slate of nominees to be elected to the Executive Board. A majority of active members must vote in the affirmative to elect the board. If there are

not enough votes cast, the outgoing Board reserves the right to ratify the election without a majority of members voting in the affirmative. If there are more than seven nominees, the seven nominees receiving the most votes will win the seven positions. The incoming Board will then determine and appoint the specific roles. Advisory Board members are appointed by the Executive Board, serve at the pleasure of the board and their term is not limited.

*Section 7 – Removal and Vacancies:* The Board may, with a two-thirds majority vote of the Board, remove Board members, and/or fill vacancies for any Board position as needed between elections. Notification of such decisions shall be made to members within a reasonable time frame.

## **ARTICLE IV – BOARD ROLES AND RESPONSIBILITIES**

*Section 1 – Organization:* The Board is comprised of the Executive Board, and the Advisory Board as outlined in Article III. Board members may, at their discretion and in consultation with the Board, appoint one or more volunteers to assist them in the execution of their responsibilities, including the formation of committees to fulfill the duties and responsibilities as outlined herein.

*Section 2 – Executive Board:*

- (a) **President & Executive Director**—The President acts as the Chief Executive of UMFA, and generally oversees the affairs of UMFA and performs such specific duties as may be assigned by the Board of Directors. The President serves as Chair of the Board of Directors. The President will convene regularly scheduled meetings of the Board of Directors and will preside at those meetings, or arrange for another Director to preside in the President’s place. The President is the official spokesperson of UMFA and retains all rights and responsibilities pertaining thereto. The President is authorized to enter into financial and contractual agreements on behalf of UMFA. Other members of the Executive Board, and Advisory Board members report into the President.
- (b) **Vice President & Deputy Director**—The Vice President acts as the deputy Chief Executive, and serves in the capacity of President in the event of the disability or absence of the President and performs such other duties as may be assigned by the President or the Board of Directors. The Vice President assumes the same responsibilities and retains the same rights pertaining thereto, in the event of the disability or absence of the President. The Vice President’s primary responsibility is to oversee the Standing Committees defined herein (except the Scholarship Committee), and to provide leadership oversight and strategic coordination for all major UMFA events. The Chairs of the Standing Committees report to the Vice President.
- (c) **Secretary/Treasurer & Administrative Director**—The Administrative Director is a combined role, incorporating the typical duties of a Secretary and a Treasurer. This role is responsible for all official organizational recordkeeping including coordinating

Board meetings and recording/distributing Board meeting minutes and actions. Secretary/Treasurer serves as UMFA's Chief Financial Officer with all rights and responsibilities pertaining thereto, including management of organizational financial accounts, establishment and maintenance of financial policies, budgeting and accounting activities. In addition, the Secretary/Treasurer is responsible for Board and organizational documentation, governance and communication, as well as legal and tax matters. The Secretary/Treasurer is authorized to enter into financial and contractual agreements on behalf of UMFA.

- (d) Outreach Director—The Outreach Director is responsible for developing and nurturing relationships with all UMFA constituents including members and community partners (not including donors/contributors or corporate sponsors) and for managing programs, initiatives, and events to support that mission. The Outreach Director will work with the Board to identify and recruit potential Board members.
- (e) Marketing & Communications Director—The Marketing & Communications Director manages UMFA's marketing and communications strategy, and execution of the strategy across channels including social media, electronic and print communication including the Newsletter. The Marketing & Communications Director manages graphic design/art development and publicity planning and execution. Except for communications to/within the Board and unless otherwise directed by the Board, the Marketing & Communications Director is responsible for communication to all other constituents and parties.
- (f) Development Director—the Development Director is responsible for UMFA's strategic fundraising and donor/contributor strategy, and manages programs and initiatives related to that mission. The Development Director develops and nourishes relationships with UMFA's donors and corporate partners/sponsors. The Development Director oversees the grant research, writing, submission and reporting process. Closely coordinates with Scholarship Program Director to manage Scholarship fundraising efforts.
- (g) Scholarship Program Director—The Scholarship Program Director manages the UMFA Scholarship Program's strategy, planning, fundraising, operations, and award review/decision processes as well as any special events and programs related to the Scholarship Program. In close consultation with the Treasurer, the Scholarship Program Director also manages funding sources and financial matters related to the UMFA Scholarship Fund. The Scholarship Director oversees the Scholarship Committee and its appointed Chair.

*Section 2 – Advisory Board:* The Advisory Board consists of the following roles (some may or may not be necessary depending on the priorities of the Board).

- (a) Immediate Past President & Executive Advisor—serves at the President’s discretion in whichever capacity suits the President’s priorities. Acts as a strategic advisor to the President and Board.
- (b) Rental Coordinator (Library & Low Flutes)—coordinates the rental program and serves as the primary custodian for UMFA’s instrument and library assets. Reports to the Treasurer.
- (c) Historian—maintains UMFA history in print and on the website. Keeps photographs as well, coordinating closely with the Librarian. Reports to the Marketing & Communications Director.
- (d) Technology, Web & Photography Coordinator—coordinates all technology resources and initiatives on behalf of UMFA including the website, email system, electronic payment systems, etc. Reports to the President.
- (e) Volunteer Coordinator—develops and oversees a corps of volunteers for UMFA’s initiatives and events. Reports to the Outreach Director.
- (f) Flute Choir Liaison—coordinates relationships with UMFA’s registered Flute Choirs, and builds the network of Flute Choirs. Reports to the Outreach Director.
- (g) Publicity & Social Media Coordinator—manages UMFA’s social media presence and accounts, develops and executes creative and graphics/publicity content, and coordinates publication of the UMFA Newsletter. Reports to the Marketing & Communications Director.
- (h) Scholarship Coordinator—assists with oversight of the Scholarship Program including fundraising, applications, awards and development of new initiatives.
- (i) Pedagogy Chair—creates and designs educational programming based on flute teaching best practices and theory. Reports to the Vice President.
- (j) Flute Association Liaison—serves as the principal liaison to the National Flute Association, and other regional/local associations. Informs the Board of best practices and resources available. Reports to the President.
- (k) (k.) Youth Engagement Coordinator—collaborates with board members to grow student membership and promote programming that is engaging for students. Reports to the Scholarship Director.
- (l) (l.) Senior Programming/Outreach Coordinator—collaborates with board members to grow senior membership and promote programming that is engaging for seniors. Reports to the Outreach Director.
- (m) Special Events/Programs Coordinators—established as needed based on UMFA’s strategy to coordinate all aspects of planning and executing events. Report to the Vice President. Examples include:
  - (i) Flute Fest
  - (ii) Marathon Concert
  - (iii) Honors Flute Choir
  - (iv) Laudie Porter Memorial Competition

- (v) Rising Stars Competition
- (vi) Young Artist Competition
- (vii) Flute Choir Showcase

## **ARTICLE V – MISCELLANEOUS PROVISIONS**

*Section 1—Conflicts of Interest:* It is improper for an officer/director to use his or her position to advance a personal interest. It is the duty of each officer/director to be conscious of the potential for conflicts of interest, which may occur directly or indirectly, and to act with candor and care in dealing with such situations. Since lack of disclosure of a conflict exposes both the affected officer/director and UMFA to potential liability, each officer/director shall annually fill out a statement disclosing all significant affiliations that will be distributed to the Board. In addition, each officer/director shall be responsible for disclosing any potential conflict of interest at the time any such situation may arise. Board minutes will document the nature of the potential conflict and the Board's evaluation of the potential conflict. Provided there has been appropriate disclosure and evaluation of any transaction involving a potential conflict of interest, the Board may determine that it is fair and in UMFA's best interest to approve a transaction. Having made the disclosure of the potential conflict of interest, the affected officer/director should be absent from that part of the meeting where the matter is discussed, except where such person's participation is needed to present additional information to the Board, and must abstain from any vote on the matter and be absent while such voting occurs. The affected officer/director's absence during such deliberations shall be noted in the minutes for the proceeding. If the Board discovers that it has acted on a proposed transaction involving a potential conflict of interest without being adequately informed about all relevant facts, it will promptly reexamine the issue and make a record of such reexamination.

*Section 2—Standard of Conduct:* Officers/directors shall act in a reasonable and informed manner when participating in the Board's decisions and in managing the affairs of UMFA. Directors/officers shall discharge their duties in good faith, in a manner reasonably believed to be in the best interests of UMFA, rather than in their own personal best interests or in the interests of any other party, and must observe the duty of care and maintain confidentiality which an ordinarily prudent person in a like position would exercise under similar circumstances. This standard requires officers/directors to regularly attend meetings, be adequately informed, exercise independent judgment, disclose any conflicts of interest, and refrain from the disclosure of any confidential matters.

## **ARTICLE VI – DISSOLUTION**

Upon dissolution of UMFA, the Board of Directors shall:

1. Dispose of or pay all outstanding liabilities;
2. After satisfying outstanding liabilities, dispose of or liquidate all assets in such manner or

to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code (or any corresponding provision of any future United States Internal Revenue regulation).

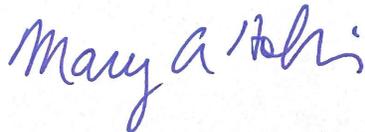
3. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation has been located, exclusively for such purposes or to such organization or organizations as said court shall determine.
4. Return the corporate charter and articles of incorporation to the Secretary of State of the State of Minnesota.

#### **ARTICLE VII - AMENDMENTS**

These bylaws may be amended by vote of two-thirds of the Board of Directors, either in person, at a meeting, or by email. Notice of intention to amend these Bylaws shall be sent to each member of the Board, stating the date, time and location of the meeting at which the amendment(s) will be considered and including the proposed amendment(s). Amendments to the Bylaws shall be communicated to members based on the discretion of the Board.

#### **ARTICLE VIII- CERTIFICATION**

These Bylaws are amended and certified on this date, the 22nd of August, 2021, by the undersigned Secretary of the Board of Directors of UMFA.



Mary Hollerich