

Bylaws

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Approved by the Membership, January 2008

ARTICLE I:

Title, Organization, and Administrative Plan

Section 1. Title.

The name of the corporation shall be National Association of Teachers of Singing, Inc., hereinafter referred to as the Association.

Section 2. Organization.

The Association shall be designated as a nonprofit, educational association, organized under the 'General Not for Profit Corporation Act.' The Association may seek tax exempt status pursuant to Section 501(C) of the Internal Revenue Code.

Section 3. Publications.

The official publication of the Association shall be the Journal of Singing. The intra-organizational publication shall be Inter Nos. The official website of the Association shall be established by the Board from time to time.

Section 4. Administration.

Except as otherwise set forth herein, the property, funds, and affairs of the Association shall be controlled and managed by a Board of Directors (hereinafter referred to as the Board), members of which are referred to as Directors, consisting of the President, Past President, President Elect, all Vice Presidents, Secretary/Treasurer, and all Regional Governors. The Executive Director, the International Coordinator, and the Editor in Chief of the Journal of Singing, attend meetings of the Board and may speak at meetings, but do not have a vote. The Board communicates with the Executive Director through the President of the Association.

ARTICLE II:

Offices

The Board shall determine the State of incorporation, physical location of the Executive Office, and Registered Agent for service of process.

ARTICLE III:

Purposes

The Association is organized to benefit the public good and generally enrich the public through: (i) encouragement of Members to achieve the highest standards in their teaching of singing; (ii) promotion of vocal education and research at all levels, both for the enrichment of the general public and for the professional advancement of the talented; (iii) requiring Members' adherence to stated ethical principles in the teaching of the vocal arts; and (iv) organizing and affiliating its Members to provide nationwide accessibility to qualified teachers for all students of singing.

ARTICLE IV:

Corporate Seal

The Association shall have a corporate seal, which shall have inscribed thereon the name of the corporation, the words "Corporate Seal" and "December 1944." Said seal shall be kept in the Executive Office by the Executive Director of the Association.

ARTICLE V:

Members

Section 1. Election of Members.

- a. Applications for membership must be completed ~~and signed~~ by the applicants, specifying citizenship, residence, professional training and activities, teaching experience, and other pertinent data, ~~and shall be accompanied by a letter of recommendation for membership from at least one Full, Emeritus, or Associate Member of the Association in Good Standing, defined in Article V, Sections 2 and 3.~~ Applicants must also pledge in writing their acceptance of and conformance with the **Membership Terms**, Code of Ethics and these Bylaws, as each may be adopted or amended by the Association from time to time.
- b. Applications for all membership classifications shall be submitted through the Association's Executive Office to the Vice President for Membership. The Board shall have power of review over all membership applications.
- c. Approval of a membership application shall not be complete until payment of all applicable dues, and may be conditioned upon submission of documentation to the Vice President for Membership.

Section 2. Classes of Members.

The Association shall be open to all individuals regardless of gender, race, age, sexual orientation, **marital status, disability**, national origin, religion, or citizenship. There shall be ~~four~~ **five** membership classifications:

- a. Full Members. Full Members must be persons of known personal integrity whose professional training and/or experience qualify them to be teachers of singing or ~~vocal coaches~~ **collaborative pianists**. Full Members have all rights of membership, including voting and holding office at any level.
- b. Emeritus Members. Persons eligible for emeritus membership are Full or Associate Members of the Association who have attained their sixty-eighth birthday and have been Members in Good Standing for at least twenty years. Requests for this membership status must be sent to the Executive Director. Emeritus Members are not required to pay dues. They have full power of vote, but may hold office only at the chapter level.
- c. Associate Members. Associate Members must be persons of known personal integrity who are beginning teachers of singing or **collaborative pianists** with professional training. Associate Members have full power of vote, but may hold office only at the chapter level.
- d. **Student Members are actively training to be teachers of singing or collaborative pianists, or are beginning teachers or collaborative pianists, enrolled full-time in an undergraduate or masters degree program. Student members may only vote or hold office in SNATS Chapters. Student membership is separate from membership in a SNATS Chapter. A Member who holds status as an Associate or Full Member may not convert to Student Member status.**
- e. Affiliate Members. Affiliate Members may be individuals in fields related to the teaching of singing, institutions such as schools, colleges, and universities, and business firms associated with music as determined by the Board of Directors. Affiliate Members may not vote or hold office at any level.

Section 3. Dues.

Payment of national dues in an amount determined by the Board from time to time is a condition of membership in the Association. Only Members have the right and privilege of using the NATS name **and logo** in conjunction with their own, and of participating in members-only events. **Members shall only use the NATS name and logo as instructed or directed by the Association from time to time.**

- a. The Board shall establish the amount of dues, the date on which dues are payable, prorating of dues, and establishment of various fees and administrative charges.
- b. The dues established above shall pay for the implementation of the stated purposes of the Association and shall entitle the paying Member to receive a full subscription to the Journal of Singing.
- c. A Member who has not paid dues by the date payable is not in Good Standing, as defined in Article V, Section 4. The Board will determine a date beyond the date payable after which membership is automatically terminated.

Section 4. Standing.

- a. Good Standing. Good Standing is reserved for Members of the Association who are current in payment of dues **and who have complied with all other terms of Membership, including, compliance with the Code of Ethics and these Bylaws. Good Standing and** is a requirement for all privileges associated with each class of membership, as cited in Article V, Section 1. All Emeritus Members are presumed to be in Good Standing. Any Member who voluntarily resigns from the Association is considered a former member and will automatically be returned to Good Standing upon payment of current dues.
- b. Lapsed Standing. Any Member who is delinquent in payment of dues is considered to be in Lapsed Standing. The Board may establish a date from time to time after which privileges of membership, including the right to vote and participate in Chapter events, are suspended. Lapsed Members will automatically be returned to Good Standing upon payment of dues and administrative costs for reinstatement as determined by the Board from time to time.

Section 5. Disciplinary Action.

- a. Allegations of violation of the Code of Ethics or Bylaws, or of conduct detrimental to the welfare and best interests of the Association may be brought against a Member as follows: (1) by written report of any three Full, Emeritus, ~~or Associate~~, or Student Members in Good Standing; or (2) by written report from a non-Member. Said report shall be submitted to the President of the Association, or to the President Elect if the complaint is against the President. If the President or President Elect deems the case non-frivolous, it shall be forwarded to the Ethics Committee for resolution.
- b. ~~Following referral of a matter to the Ethics Committee, the Ethics Committee shall investigate as it deems appropriate, and seek such resolution of the matter as is deems prudent and in the best interest of both the Association and the accused Member, in light of the circumstances.~~
- c. In the event that the Ethics Committee is unable to resolve the allegations, the President of the Association shall present the case to the Board for a hearing. The accused party(ies) shall be given a thirty days' prior written notice of the hearing and shall be permitted to appear in person, ~~in writing, by proxy and with or without an attorney's presence or assistance. and/or be represented by an attorney or proxy.~~ At least one Member of the Ethics Committee shall attend said hearing. The Board holds the right to terminate membership, based on the results of that hearing.
- d. The Board may immediately terminate the membership of any Member convicted of a felony, or of a misdemeanor involving moral turpitude, breach of trust, or sexual misconduct.
- e. Regions and Chapters shall immediately terminate the membership of a persons whose Association membership has been terminated.

Section 6. Resignations.

Members in Good Standing may resign from the Association by submitting letters of resignation to the ~~Executive Director~~ Association, ~~who~~ which will remove those Members from the active membership roll.

Section 7. Reinstatement.

- a. Members who resign in Good Standing may reactivate their memberships by requesting such action, ~~and sending a check~~ submitting payment for current dues to the Association, ~~and recertifying their acceptance of the Membership Terms, Code of Ethics and these Bylaws, as each may be adopted or amended by the Association from time to time.~~
- b. Lapsed Members who have been terminated for non-payment of dues may reactivate their memberships by requesting such action and ~~sending a check~~ submitting payment for current dues plus a reinstatement fee to the Association

Section 8. Membership in Chapters.

- ~~a. As set forth in Section 1 above, all Members must pay dues to the Association. Thereafter, Members who choose to join NATS Chapters are entitled to do so upon payment of Chapter dues as determined by the Chapter.~~
- ~~b. National membership is a condition for membership in all NATS Chapters except student Chapters (SNATS), chartered under Article VII, Section 4.~~

Active Members of the Association in Good Standing who are in compliance with the Membership Terms, Code of Ethics and these Bylaws, as each may be adopted or amended from time to time, may join a NATS Chapter (other than Student Chapters chartered under Article VII Section 4 below), upon payment to the Association of applicable Chapter dues and compliance with applicable Chapter membership requirements.

ARTICLE VI:

Meetings of Members

Section 1. Meetings and Notice.

The Association shall hold General Business Meetings during National Conferences on dates determined by the Board, upon call of the President. Notice shall be given to all Members at least sixty days before the date by: (i) publication in the Journal of Singing or Inter Nos; (ii) direct postal mail; or (iii) electronically.

Section 2. Manner of Acting.

At any General Business Meeting of the Association each Full, Emeritus, and Associate Member in Good Standing shall be entitled to speak, make motions, and vote on all business matters brought before the membership.

Section 3. Voting by Mail.

A vote of the Association may be taken by mail. The vote of a majority of responses shall constitute the vote of the Association, provided that at least 5% of the membership eligible to vote has returned a valid ballot by the date specified. The result of such a vote shall be published to the entire membership. The date by which ballots must be returned in order to be counted shall be specified on the ballot.

Section 4. Electronic Voting.

A vote of the Association may be taken electronically. In any electronic ballot, however, Members may request a paper ballot. The vote of a majority of responses shall constitute the vote of the Association, provided that at least 5% of the membership eligible to vote has returned a valid ballot by the date specified. The result of such vote shall be published to the entire membership. The date by which ballots must be returned in order to be counted shall be specified on the ballot.

Section 5. Quorum.

- a. Fifty (50) Members of the Association, including at least four Association officers, shall constitute a quorum at the General Business Meeting of the Association.
- b. Receipt of ballots from at least five percent (5%) of the membership eligible to vote shall constitute a quorum for mail and electronic meetings.

ARTICLE VII:

Chapters

Section 1. Establishing a Chapter.

Any group of active Full, Emeritus, or Associate Members of the Association may petition the Board for a chapter charter for their geographic area. Chapter membership shall not be restricted by regional or district boundaries, but Chapters must be located within North America. Chapters shall abide by Association Bylaws, policies, and guidelines for the betterment of the membership and fulfillment of the Association's purpose.

Section 2. Chapter Policies and Procedures.

Chapters will establish their own Bylaws and operating procedures consistent with these Association

Bylaws, and with the review and consent of the Board. Chapters shall accept and allow as chapter Members only Members of the Association.

Section 3. Chapter Officers.

Chapters will be responsible to elect officers, and annually report the name and full address of each chapter President to the Regional and District Governors and the Executive Office.

Section 4. Student National Association of Teachers of Singing (SNATS).

A Student NATS chapter (SNATS) consists of students under the sponsorship of a Member of the Association. A SNATS charter is issued upon the request of a sponsoring Member to the Association and approved by the Vice President for Outreach. ~~Discretionary Funds and Field Activities.~~ Membership in a SNATS chapter does not constitute membership in the Association.

Section 5. Association Events.

Chapters may assist the Association, at the Board's request, with various Association events. In such cases, however, the Association shall be ultimately responsible for Board approved costs incurred in connection with the events, and shall be entitled to retain all fees, tuition, and other payments received in connection with the events.

ARTICLE VIII:

Regions and Districts

Section 1. Regions.

- a. The Board shall define and establish regional boundaries. There shall be a Governor for each designated region of the Association who shall be a Full Member in Good Standing of the Association, and who shall be elected by the membership of that region by vote, which may be conducted at a Regional Meeting, by mail, or electronically. Regional Governors shall assume office at the conclusion of the annual Board meeting or National Conference, serve for two years, and may succeed themselves once. Regional Governors who have served two terms in office may seek election to additional terms after a hiatus of at least four years following their most recent term in office.
- b. Regional Governors shall have direct responsibility over the affairs of their regions and for the coordination and operation of the districts falling within their regional boundaries according to these Bylaws.
- c. Regional Governors appoint District Governors and are authorized to appoint those regional officers they deem necessary for the successful operation of regional activities. Regional Governors shall be provided an annual approved reimbursement fund, in an amount determined by the Association from time to time, for the carrying out of their responsibilities.
- d. The Regional Governor may appoint a Regional cabinet made up of present officers at all levels and past Regional Governors who reside within the region, provided they remain full or Emeritus Members of the Association. This cabinet shall act as a Regional Board and assist the Governor in proper administration of the region.
- e. Prior to the end of each two-year term of office, it is the duty of the Regional Governor to appoint a nominating committee for the region to recommend a candidate or candidates for the office of Regional Governor. A current Regional Governor may not serve as a member of any Regional nominating committee for that region.
- f. Regional Governors may obligate their regions for only those funds available in their regions, through grants from the discretionary fund, or the regional allocations of the Association. Obligations beyond that level must have the approval of the Board of the Association. No

Regional Governor shall have the authority to act as agent for the Association nor have the power to bind the Association.

Section 2. Districts.

- a. The Board shall define and establish district boundaries within each Region. Each District of a Region shall have a District Governor, appointed by and responsible to the Regional Governor. District Governors shall serve terms of two years and may succeed themselves once. District Governors who have served two terms in office may be appointed to additional terms after a hiatus of at least four years following their most recent term in office, unless otherwise approved by the Board.
- b. District Governors shall be responsible for the administration and initiation of appropriate Association activities in their areas, ~~including assist with various NATS Artist Award~~ competitions, and will be provided with funds, through the Regional Governor, from the regional budget to assist in the work.
- c. District Governors shall be responsible for the recruitment of new Members and the communication of Association affairs, events, and proceedings to the local Members. District Governors may also initiate the organization of appropriate chapters within their geographic areas or in conjunction with other appropriate geographic areas.

ARTICLE IX:

Board of Directors

Section 1. General Powers.

- a. The Board shall derive its powers from the Association and shall have full authority to act for the Association, within the limitations defined by these Association Bylaws. The Board is responsible to the Association for all such actions, and shall keep accurate minutes of all its deliberations and decisions. An accurate report of the transactions of the Board shall be rendered to the Association by the Secretary/Treasurer at every meeting of the Association.
- b. The Board at its own discretion may study and formulate policies deemed necessary or expedient for the welfare of the Association.
- c. The Board shall consider, and upon its consent confirm all committee appointments made by the President and shall have final authority in establishing membership dues and the annual budget submitted to it by the President.
- d. The Board shall define and establish regional boundaries and may subdivide any Region into Districts functioning under District Governors for more effective communication and administration of Association business.
- e. The Board shall have power of approval of all requests for the establishment of a chapter.
- f. The Board shall have authority to establish new educational and executive activities of the Association within the limits of these Bylaws.

Section 2. Regular Meetings.

The Board shall meet during every conference held by the Association and at other times, in person or electronically, determined by resolution of the Board.

Section 3. Special Meetings.

Special meetings of the Board may be called by the President, or by any three (3) other Directors. Directors may attend Special Meetings in person, by telephone, or other electronic means approved by the Board. Subject to Article IX, Section 4 "Waiver of Notice" below, written notice of the time of any special meeting shall be given to each Director either by hand delivery, courier, FedEx or similar commercial

delivery, e-mail, or facsimile transmission, at least two (2) days prior to the meeting.

Section 4. Waiver of Notice.

Notice of any special meeting or the place of any annual meeting of the Board of Directors shall be deemed to have been validly given to any Director who signs a waiver of notice of such special or annual meeting, whether such waiver of notice be signed either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which the meeting has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5. Quorum.

Two-thirds of the Directors, including the President, shall constitute a quorum for transaction of business. Proxy voting is not permitted in meetings of the Board. A Regional Governor who is unable to attend meetings of the Board may send a Member in Good Standing from that region in his or her place, who will have full power of vote.

Section 6. Vacancies.

- a. If any office on the Board, except President, falls vacant by reason of death, resignation, disqualification, or inability to act, the Directors remaining, by a majority vote, shall elect a successor, who shall hold office for the unexpired term or until a successor shall have been elected by the Members of the Association, and in the event of a tie vote by the Board, the President shall cast the deciding vote. In the event of a vacancy in the office of President, the Past President shall serve the balance of the unexpired term.
- b. Any Director, whether elected or appointed, shall cease to hold office upon termination of membership, or may be removed from office by two-thirds vote of the Members voting at any regular meeting of the Association, or by two-thirds vote of the Directors.

Section 7. Action Without a Meeting.

Any action required to be taken or which may be taken at any committee meeting or any meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all Directors or committee members is filed in the minutes of the proceedings of the Board. Such consent shall have the same effect as a meeting vote, and shall be effective the date the last Director or committee member signs the consent or on the date otherwise specified in the written consent.

Section 8. Financial Responsibility and Indemnification.

Neither the Board, nor any individual Director, officer, representative, or agent, shall be required to accept financial responsibility for, and the Association shall indemnify and defend such individual against all damages, costs, claims, causes of action, liabilities, and expenses including reasonable attorney's fees incurred in connection with, duly authorized activities of the Association carried on in good faith, and in pursuit of the purposes and activities prescribed or authorized by these Bylaws.

Section 9. Compensation.

Directors shall not receive any salaries for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each meeting of the Association, regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Section 10. Committees.

The Board may act by committees, consisting of two or more Directors, which shall have and may exercise all of the authority of the Board to the full extent allowed by law, except as limited by the resolution appointing the committee.

ARTICLE X:

Association Officers

Section 1. Officers.

The Association officers shall include a President, President Elect, Past President, four Vice Presidents, and a Secretary/Treasurer. Each Association officer shall be elected by vote of the membership as provided in these Bylaws. The person elected for the position of President Elect shall serve one two-year term in that office, one two-year term as President, and one two-year term as Past President, and may not succeed himself or herself in any of these offices. Vice Presidents and the Secretary/Treasurer shall serve for two years and may succeed themselves once. Officers must be Full Members in Good Standing of the Association when elected and remain so throughout their terms of office.

Section 2. Election.

- a. The Association Nominating Committee shall submit a slate of candidates for Association officers to the Board for approval one year prior to the beginning of the terms of the offices up for election. The slate of candidates, the date of distribution of the ballots, and the deadline for the return of ballots for the election shall be published in Inter Nos and NATS Online in the fall following the Board's approval of the slate. There shall be a ninety-day interval between the publishing of the slate and the deadline for the return of the ballots.
- b. Election of Association officers shall be by poll of the membership. Following the close of nominations, a full roster of duly nominated candidates shall be distributed to all voting members with a non-identifiable return ballot. The ballot will state the deadline for returning the ballot to the Secretary/Treasurer. Three Members appointed by the Secretary/Treasurer will count the ballots. No candidate may serve on the counting committee. A majority of all votes cast is necessary for election and those elected shall take office effective at the end of the national conference, or another time as determined by the Board from time to time.

Section 3. Vacancies.

National officers of the Association, whether elected or appointed, shall cease to hold office upon termination of membership, or may be removed from office by two-thirds vote of the Members voting at any regular meeting of the Association, or by a two-thirds vote of the Directors. Such action will be taken when it appears evident that an officer has been or is unable to serve or is otherwise disqualified. Any vacancy, however occurring, in any office, may be filled by action of the Board, provided, however, that the office of Past President may only be filled by a Member in Good Standing who formerly served as President of the Association.

Section 4. President.

- a. There shall be one President who shall serve as the Chief Executive Officer of the Association, presiding at all General Business Meetings of the Association and conferences of the membership, and shall preside at meetings of the Board, with the right and duty of exercising leadership in the programs of the Association, as defined in these Bylaws.
- b. The President shall be the primary point of contact between the Board and the Executive Director on matters of new policies and programs.

- c. The President shall see that the Bylaws of the Association are implemented and followed, and shall serve as representative of the Association with outside agencies, with the teaching profession, and with the general public.
- d. The President shall administer the overall policies adopted by the membership and the Board, and shall appoint all committees, including the national conference committee, in accordance with the Bylaws. The President shall determine the size, personnel, chair, and tenure of all special committees, and shall serve as an ex-officio member of all committees except nominating committees.
- e. The President shall assist the Executive Director, Secretary/Treasurer, and other appropriate Association officers, to prepare and submit the annual budget to the Board for final action.
- f. The President shall initiate an annual external audit of the Association's financial affairs by a competent certified public accountant designated by the President. This audit shall be published annually.

Section 5. Past President.

- a. There shall be one Past President, who shall be the immediately preceding President of the Association, and who shall serve for a period of two years.
- b. The Past President shall assist the new President as requested in the assumption of duties. The Past President shall also serve as chair of the Association nominating committee and director of the intern program.
- c. The Past President shall assume the chair at meetings in the absence of the President. In the event the Past President is not available, the President shall designate one member of the executive committee as chair.
- d. In the event of a vacancy in the office of President, the Past President shall serve the balance of the unexpired term.

Section 6. President Elect.

- a. There shall be one President Elect, elected by the Members of the Association, who shall serve concurrently with the new President for a period of two years.
- b. The President Elect shall be responsible to the President and shall undertake those duties assigned by the President. **The President Elect shall serve as the Association's liaison with the NATS Foundation.**
- c. The President Elect shall succeed to the presidency without further election unless due cause has been shown to break this automatic succession, in which case the Association nominating committee will present a new candidate for election to the office of President.

Section 7. Vice Presidents.

- a. There shall be four (4) Vice Presidents, each of whom shall serve a term of two years, and can succeed themselves once, as follows:
 - 1. ~~The Vice President for Artist Awards (NATSAA) shall schedule, promote, and conduct the National Association of Teachers of Singing Artist Awards competition, and serve as a consultant for preliminary and regional auditions.~~ **The Vice President for Auditions shall oversee the National Association of Teachers of Singing Artist Awards, National Student Auditions, and National Music Theater Competition. The Vice President for Auditions will actively schedule, promote, and conduct one of these while overseeing the work of those appointed to supervise the others.**
 - 2. ~~The Vice President for Discretionary Funds and Field Activities shall promote and administer the discretionary funds, shall assist in promoting regional activities and conference programming, and shall encourage and assist in promotion of chapter activities.~~ **The Vice President for Outreach shall actively encourage, promote and**

- oversee SNATS and student engagement in the Association, and shall promote and administer the discretionary funds.
3. The Vice President for Membership shall promote and encourage new memberships and, with the assistance of the Executive Office and the membership committee, process new Member applications. The Vice President for Membership shall be the chair of the Membership Committee.
 4. The Vice President for Workshops shall schedule, promote, and oversee Association workshops. **The Vice President for Workshops will involve successors in planning as early as possible in order to meet long-range planning needs of this function.**
- b. Each Vice President shall submit an annual written report to the President, who shall include these reports in the Association's Annual Report.

Section 8. Secretary/Treasurer.

- a. There shall be one Secretary/Treasurer who, with assistance from the Executive Office when requested, shall keep accurate minutes and records of Association and Board proceedings. These records shall be open to inspection by the membership during regular business hours upon reasonable prior notice. A written annual report shall be submitted to the President, who shall include this report in the Association's Annual Report.
- b. The Secretary/Treasurer shall be responsible for the issuance of all official notices and votes required to be given by, or in behalf of, the Association, and shall conduct whatever other correspondence or record-keeping is directed by the President.
- c. The Secretary/Treasurer shall supervise the keeping of the financial records of the Association and the handling of all savings and investments of the Association, according to the provisions of these Bylaws and shall be an ex officio member of the Investment Advisory Committee.

ARTICLE XI:

Other Officials

Section 1. Editor in Chief of the Journal of Singing.

There shall be an Editor in Chief of the Journal of Singing who shall be selected by the President and approved by the Board in a regular or special meeting. This appointment shall be reviewed every two years by the Board and may be ended at any time by a two-thirds vote of the Board. The Editor in Chief shall receive a salary determined by the Board. The Board shall decide the amount of the budget, which the Editor in Chief will administer. The Editor shall be a nonvoting member of the Board.

- a. The Editor in Chief shall be responsible for the selection of Associate Editors and staff for the publication, and shall submit these selections to the Board for approval.
- b. The Editor in Chief, with advice from an Editorial Board ~~consisting of between one and five members~~, approved by the Board and appointed by the President, will determine the content of the various issues of the Journal. The Editor in Chief shall also determine format, cover, advertising rates, and other details of publication.

Section 3. International Coordinator.

There shall be an International Coordinator who shall be selected by the President and approved by the Board. This appointment shall be reviewed every two years by the Board and may be ended at any time by a two-thirds vote of the Directors. The International Coordinator shall maintain communication with international Members of the Association and other established voice teacher organizations. The coordinator shall facilitate the formation of other organizations related to singing where interest is expressed.

Section 4. Historian.

The President may appoint a Historian of the Association, selected by the President and approved by the Board. The appointment shall be reviewed every two years by the Board and may be ended at any time by a two-thirds vote of the Directors. The Historian shall provide a narrative of all national conferences, and may assist the Executive Office to collect, describe, preserve, and compile documentary sources significant to the history of the Association. The Historian shall have access to books, documents, papers, and records that are pertinent to the history of the Association.

Executive Director

There shall be an Executive Director of the Association recommended by the President, for Board approval, who serves at the pleasure of the Board. The Board shall determine the salary.

- a. The Executive Director shall be in charge of the Association's Executive Office, as directed by the Board and defined in these Bylaws.
- b. The Executive Director, with the assistance of the President, Secretary/Treasurer, and other appropriate Association officers, shall prepare and submit the annual budget to the Board for final action.
- c. The Executive Director shall supervise the collection of Association dues through the sending of notices and shall record all payments.
- d. The Executive Director shall supervise the processing of all applications for membership, changes in membership status, requests for dues adjustments, and updating of the membership roll and computer roster of the Association.
- e. The Executive Director shall serve as public relations officer of the Association, and at the direction of the President, shall handle all national announcements and news releases pertinent to the business and activities of the Association.
- f. The Executive Director shall prepare quarterly financial statements for the executive committee. The Executive Director shall maintain complete and accurate financial records of the Association, which shall be open to inspection by the membership at all times during regular business hours, given reasonable prior notice.
- g. The Executive Director shall serve as a nonvoting member of the executive committee, and shall attend meetings of the Association and Board.
- h. The Executive Director shall serve as a nonvoting member of the Board.

ARTICLE XIII:

Committees

Section 1. Standing Committees.

The following committees shall be established and shall consist of the following Directors and/or other Association Members, for the purposes set forth below:

- a. Executive Committee.
The Executive Committee shall consist of the President, Past President, President Elect, Vice Presidents, and the Secretary/Treasurer. The Executive Director shall serve as a nonvoting member. This committee shall serve in an advisory capacity to the Board and shall assume powers and duties as deemed necessary and delegated to it by the Board, to which it shall be responsible.
- b. Association Nominating Committee.
An Association nominating committee shall be appointed at the beginning of each President's term. The Past President shall be a member of the committee and its chair. It shall be responsible for the nomination of persons to fill the offices of President Elect, Vice Presidents, and Secretary/Treasurer. There shall be no fewer than five Members in Good Standing on this

- committee. Members on the Board may be selected to serve on the committee, with the exception of the President.
- c. **Membership Committee.**
The President shall appoint a membership committee, with the Vice President for Membership as chair. The committee shall assist the Vice President in membership promotion, recruitment, and retention, and be available to advise the Vice President for Membership and Executive Office on applications for membership.
 - d. **Investment Advisory Committee.**
An Investment Advisory Committee shall be appointed by the President. It shall be responsible for studying and recommending the investment of surplus funds and advise on the condition of funds in trust. The Secretary/Treasurer shall be an ex-officio member.
 - e. **Journal of Singing Editorial Board.**
An Editorial Board for the Journal of Singing shall be appointed by the President. This Editorial Board shall conduct peer review and assist the Editor in Chief in all matters pertinent to the publication of the Journal.
 - f. **Ethics Committee**
There shall be an ethics committee of three Members, appointed by the President. Its responsibilities shall be the resolution of alleged violations of the Code of Ethics, and resolution of cases involving a Member's conduct alleged to be detrimental to the welfare and best interests of the Association.

Section 2. Other Committees.

Each President, upon assumption of office, may appoint those committees deemed necessary to the on-going business, operation, projects, and publications of the Association.

Section 3. Terms of Office.

All committee appointments must be ratified by the Board and shall have tenure not to exceed the term of the President. Committee appointments may be terminated at any time by two-thirds majority vote of the Directors.

All Association Committee Chairs shall submit annual written reports to the Board, which shall be incorporated into the printed minutes of the Board meetings.

ARTICLE XIV:

Financial Policies and Procedures

Section 1. Funds.

- a. The Board shall be the legal custodian, within the provisions of the Association's charter and Bylaws, for all monies, bank accounts, records, and properties of the Association. The Secretary/Treasurer shall supervise the receiving and disbursing of all Association funds. Except as otherwise set forth by the Board from time to time, all checks shall bear two of the following three signatures: Executive Director, President, Secretary/Treasurer, or such officers as may be determined by the Board.
- b. The Association shall see that employees and Directors are bonded against dishonesty in the handling of Association funds and other assets.

Section 2. Contracts.

Except as otherwise set forth by the Board from time to time, and in consultation with the Executive

Director, the President and either the Executive Director or the Secretary/Treasurer shall sign all major written contracts and statements of obligation of or to the Association that have been approved by the Board, and only contracts so approved and signed shall be valid. The Board will establish the definition of major contracts from time to time. Either the President or Executive Director shall sign all other contracts.

Section 3. Records.

Records of all transactions and all savings and investments shall be open to the membership at all times during regular business hours, given reasonable prior notice.

ARTICLE XV:

Rules of Procedure and Amendment

Section 1. Rules of Order.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of the Board, Association, its regions, districts, and chapters, in cases in which they are not inconsistent with these Bylaws or standing rules. Special rules of order for governing meetings of Members or the Board may be made at any time by vote of the Members present. Any motion or resolution offered for consideration shall be written if requested by any Member prior to action.

Section 2. Proxies.

Proxy voting is not permitted at any meeting of the Association or the Board.

Section 3. Amendment of Bylaws.

Any and all Bylaws may be amended or new Bylaws adopted at any regular meeting of Members of the Association, or by ballot. A two-thirds approving vote of all Full, Emeritus, and Associate Members participating is required. A quorum as stated elsewhere in these Bylaws is required. Notification of contemplated changes or amendments must be submitted to the membership in writing at least thirty days prior to the vote.

Approved by the Board of Directors, June 27, 2015

Approved by the NATS Membership,