

Constitution of the International Double Reed Society

**Revised and approved by the General Assembly
June, 1997 at Evanston, Illinois**

ARTICLE I - NAME

The name of this not for profit corporation shall be the International Double Reed Society, (IDRS).

ARTICLE II - LOCATION

The principal office of the corporation is Columbus, Ohio.

ARTICLE III - OBJECTIVES AND PURPOSES

The objectives and purposes of the Society are:

(a) Those purposes set forth in the corporation's Articles of Incorporation.

(b) To enhance the art of double reed playing by encouraging the improvement of instruments, tools, and reed-making material; encouraging the composition and arranging of music for double reeds, both as solo and ensemble instruments, and to commission such works; assisting teachers and students of double reed instruments to attain high standard of performance; encouraging cooperation and an exchange of ideas between the music industry and the Society, excluding any commercial influence in the governing of the Society.

(c) To give double reed musicians, and all those interested in the problems peculiar to performers, teachers, students, and manufacturers of double reed instruments, a means and body through which communication can be fostered on a world-wide basis.

(d) To serve as a clearing house for ideas of general interest by maintaining a repository for the receipt and dissemination to the Society's members of information, ideas, and research into all fields pertaining to double reeds.

(e) To provide four publications annually.

(f) To conduct a yearly general meeting at which business of the Society will be voted upon, to provide members and the general public opportunities for meeting for the discussion of professional topics, and to do other such lawful things as are incidental to the purposes of the Society.

(g) To maintain an IDRS web-site (IDRS WWW) for the purpose of dissemination of IDRS information to members and the double reed community.

ARTICLE IV - POWERS

Section 1.

(a) The Society shall have the powers necessary and proper to the achievement of the aforementioned purposes for which the Society is organized.

(b) The Society shall have the power to engage and retain the services of an Executive Secretary-Treasurer to facilitate the orderly transaction of all daily business of the Society, including maintenance of financial records, the collection of dues and other moneys, and the disbursement of funds for usual and ordinary operating expenses. The Executive Secretary-Treasurer shall provide periodic financial statements to the Executive Committee, and an annual report to the membership.

(c) The Executive Secretary-Treasurer shall serve at the pleasure of the Executive Committee for an indefinite period. Incapacity to act, fraud, or other acts of malfeasance shall be grounds of immediate termination of the service contract with the Executive Secretary-Treasurer. The Executive Secretary-Treasurer shall receive an honorarium for services, and reimbursement for certain expenses as may be established by the Executive Committee. The amount of the honorarium shall be established by the Executive Committee.

(d) The Executive Secretary-Treasurer shall be a non-voting member of the Executive Committee.

Section 2.

Notwithstanding any other provisions of these articles, the Society shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue code (or the corresponding provision of any future United States Internal Revenue Law).

Section 3.

No part of the net earning of the Society shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Society shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.

The Society may hold real estate, and own copyrights and property. No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to specific instances.

Section 5.

The Society may accept outright any unrestricted gifts, grants, or endowments that may be presented by any person, firm, or corporation, and such gifts, grants, or endowments shall be placed in the general funds of the Society to be used as directed by the Executive Committee, for the aims and purposes of the Society.

Section 6.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by the Executive Secretary-Treasurer. The President shall have authority in all event that the Executive Secretary-Treasurer is unable to attend to his/her duties. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as selected by the Executive Committee.

Section 7.

Dues from the membership will support the activities of the Society and provide for subscription to the Society's publications.

Section 8.

The fiscal year of the Society shall be the calendar year.

ARTICLE V - MEMBERSHIP

Section 1.

The founding membership of this Society shall consist of the members of this corporation's predecessor in interest, that being the International Double Reed Society, a Michigan non-profit corporation as those members were listed on the membership rolls of said corporation as of December 31, 1980.

Section 2.

(A) Membership of this Society shall be open to all persons interested in double reeds upon payment of annual dues, and all members shall be entitled to all rights and privileges of membership in the Society, including a subscription to the Society's publications. Members shall pay annual dues, shall have the right to voice and a right to vote for electing officers and for other such matters presented for voting.

Section 3

There shall be three types of memberships: (2) regular member, (b) student member, and (c) contributing member. The only distinction between these memberships shall be the amount of dues to be paid. The dues for (a) regular member and (b) student member will be determined by the Executive Committee and must be approved by a majority of the general membership voting by a mailed ballot. The dues for (c) contributing members will be determined by the Executive Committee.

Section 4.

Application for membership, with dues, shall be sent to the Executive Secretary-Treasurer of the Society.

Section 5.

As memberships are received from countries other than the United States, the Executive Committee shall take appropriate action to ensure their representation in the Society, and to foster a truly international organization.

Section 6.

A special category of Honorary Membership shall be maintained for persons of unusual distinction. Such persons may be nominated at any time by the Society's membership and elected to honorary status upon receiving two-thirds vote of the voting members at the annual business meeting.

Section 7.

A special category of Associate Membership may be created for members of the bona-fide national double reed organizations outside of North America. Associate members' benefits are limited to attendance at annual conference at member rates and other benefits as may be determined by the Executive Committee.

Section 8.

A special category of Institutional Subscriber shall be maintained for libraries, schools and the institutions. Instructional Subscribers will only receive a subscription to IDRS publications, and will not be titled to any other rights and privileges of membership in the Society. The dues for Institutional Subscriber will be determined by the Executive Committee.

ARTICLE VI - OFFICERS

Section 1.

The officers of the Society shall consist of elected and appointed members. The elected and appointed officers shall form the Executive Committee.

a) Elected officers shall be: President; 1st Vice-President; 2nd Vice-President, Secretary; Immediate Past President; and two Members-at-Large. These officers shall be elected from the membership ballot. The elected officers shall hold office for two years with the possibility of succession to a maximum of four consecutive years. The Executive Committee shall be empowered to carry on the business of the Society between annual meetings.

b) The following officers shall be appointed by, and will serve at the pleasure of the elected officers for an indefinite period: Executive Secretary-Treasurer, Business Liaison, Editor(s) of Publications, Archivist, and Editor of IDRS On-Line Publications. The Business Liaison shall have voting privileges. All other appointed officers shall serve on the Executive Committee without voting privileges.

Section 2.

The Executive Committee by a two-thirds vote may remove from office any officer who is unable to attend meetings and is unable to attend to the duties of his office when, in the opinion of the committee, the effectiveness of the Society is impaired. If a vacancy occurs the President, with the consent of the Executive Committee, shall appoint an interim officer to serve until the next general meeting. Should the vacancy occur in a non-election year a special election will be held at the general meeting to fill the office for the remaining year of the term.

Section 3.

The duties of the elected officers are:

(a) The President (and in absentia the 1st Vice-President) shall preside at all meetings of the Society, shall be the chief executive officer of the Society, shall be an "ex-officio" member of all standing and special committees with the power to fill vacancies on all committees. The President may engage necessary secretarial assistance.

(b) The 1st Vice-President shall act in the absence of the President, and accept other such responsibilities and assignments as the President may request.

(c) The 2nd Vice-President shall act as an international representative to the Society.

(d) The Secretary shall be responsible for recording the proceedings of all meetings of the Society, and presentation of these minutes to the following meeting.

(e) The Immediate Past President and two At-Large officers shall act in an advisory capacity to the Executive Committee and accept other assignments as requested by the President.

Section 4.

The Business Liaison will be responsible for matters pertinent to the Society's relationship with members of the music industry.

Section 5.

The Editor(s) of Publications shall be responsible for the annual publications of the Society. The Editor(s) of Publications may select a staff to assist in the preparation of these periodicals.

Section 6.

The Archivist shall be responsible for maintaining the archives of the Society. The Archivist may engage assistance in the work and operation of the archives.

Section 7.

The Editor of On-Line Publications shall be responsible for the IDRS web site (IDRS WWW) and IDRS OnLine. The Editor of On-Line Publications may select a staff to assist in the work and operation of IDRS WWW and IDRS OnLine.

ARTICLE VII - COMMITTEES

The President of the Society shall appoint any other committees as needed and shall be an "ex-officio" member of all committees. The President may change or remove members and dissolve such committees.

ARTICLE VIII - MEETINGS**Section 1.**

There shall be a annual general meeting, including a business meeting, of all members, the time and place to be determined by the Executive Committee.

Section 2.

There shall be a minimum of one meeting a year of the Executive Committee. Additional meetings of this Committee may be called by the President alone or at the request of a majority of the Committee. The President shall determine the time and place of such meetings.

Section 3.

The President, after consultation with the Executive Committee, may call special meetings to plan for the particulars of ad hoc projects.

Section 4.

Sufficient time must be given to members to plan attendance at all meetings, with two months a minimum notice for Executive Committee meetings. There will be no time minimum notice for special meetings.

Section 5.

A quorum at general meetings shall be those in attendance. If voting includes a ballot by mail, these shall be counted as in attendance. A quorum at Executive Committee meetings shall be a majority of filled seats of the Committee. There shall be no voting by proxy at any meeting. The Rules and Order of Business of Robert's Rules of Order shall govern the Society in all cases where they are applicable and in which they are not inconsistent with the Constitution and by laws of the Society. A general report on the affairs of the Society shall be submitted at the annual general meeting of the Society, by the Executive Committee.

Section 6.

Any member may propose new business to the Executive Committee to be brought before the membership for discussion and voting.

ARTICLE IX - PUBLICATIONS

The publication of the Society shall normally include a scholarly *Journal of the International Double Reed Society* and three issues of *The Double Reed* published annually.

ARTICLE X - REGIONAL CHAPTERS

The Society will encourage and assist the formation of regional chapters for the purpose of more frequent meetings of members, more widely varied activities of the Society between annual meetings, and to foster and encourage musical performances by the members.

ARTICLE XI - AMENDMENTS

The Constitution of this Society may be altered, amended or repealed by a two-thirds majority of the votes cast by the membership.

ARTICLE XII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to (an only) one or more organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the International Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine.