

## CODE OF REGULATIONS

### INTERNATIONAL DOUBLE REED SOCIETY

#### ARTICLE I THE SOCIETY

**Section 1.** Name. The name of this corporation is the International Double Reed Society (the "Society"). The Society is organized as a nonprofit corporation under the laws of the State of Ohio with its principal office in Riderwood, MD.

**Section 2.** Replacement of Constitution. This Code of Regulations supersedes and replaces the Society's Constitution approved in July 2008.

**Section 3.** Purpose. The Society is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), or the corresponding section of any future federal tax code, including, without limitation:

- (a) Those purposes set forth in the Society's Articles of Incorporation.
- (b) To enhance the art of double reed playing (instruments related to the oboe and bassoon families) by encouraging:
  - the performance of double reed compositions.
  - the improvement of instruments, tools, and reed-making material.
  - the composition and arrangement of solo and ensemble music for double reed instruments, and to commission such works.
  - cooperation and an exchange of ideas between the music industry and the Society, while excluding any commercial influence in the governance of the Society.
- (c) To give performers, teachers, students, and manufacturers of double reed instruments, a medium through which communication can be fostered worldwide.
- (d) To serve as a repository and clearinghouse for information, ideas, and research into all fields pertaining to double reed instruments, for the benefit of and dissemination to the Society's members.
- (e) To provide four publications annually.
- (f) To conduct an annual general meeting at which members can discuss professional topics and vote upon the business of the Society, and to do such other lawful things as are incidental to the purposes of the Society.

(g) To maintain a website (www.idrs.org) for the purpose of dissemination of Society information to members and the double reed community.

Section 4. Powers.

(a) The Society shall have all powers granted to non-profit corporations by Chapter 1702 of the Ohio Revised Code, including the powers necessary and proper to the achievement of the purposes for which the Society is organized.

(b) The Society shall not conduct any activities not permitted to be conducted by a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code (or any successor provision).

(c) No part of the net earnings 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 in furtherance of the purposes set forth in Article I, Section 3. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) The Society may accept any unrestricted gifts, grants, or endowments that may be presented by any person, corporation, or other entity, and shall place such gifts, grants, or endowments in the general funds of the Society to be used as the Board of Directors may direct, for the aims and purposes of the Society.

Section 5. Fiscal Year. The fiscal year of the Society shall be the calendar year.

ARTICLE II  
MEMBERS

Section 1. Statement of Non-Discrimination. Membership in the Society is open without regard to race, gender, religion, age, sexual orientation, disability, or national origin. The Society is committed to including Members from historically excluded groups or backgrounds.

Section 2. Membership Categories. The Society has five types of membership: (a) individual members (regular or contributing), (b) student members (online only or print), (c) business members, (d) institutional members, and (e) associate organization members. The only distinction between the types of memberships will be the amount of dues applicable to each such type, and the manner by which the Society's publications are delivered. The Board of Directors shall determine the dues for each type of membership. Membership is open to all persons upon payment of annual dues, and all individual, student, associate organization, and business members will be entitled to all rights and privileges of membership, including a subscription to the Society's publications, the right to vote in elections of Directors and on such other matters presented to the members for a vote, and the right to speak on matters of interest to the Society.

Section 3. Rules of Conduct. The Society believes in a standard of non-discrimination and vigorous but civil debate. Members who violate these standards in their conduct towards other members, or members who violate these standards using Society facilities such as the website, journal, or conference, may be suspended or expelled from the Society after a simple majority vote by the Board of Directors and a refund of such member's dues. Members may reach out to any Director or member of the Diversity, Equity, and Inclusion Committee to bring a complaint.

Section 4. Associate Organization Members. The Society shall maintain a special category of Associate Organization Members for members of recognized double reed organizations outside of the United States. Associate Organization Members' benefits are limited to a special Society membership rate set by the Board of Directors, which permits attendance at the Society's annual conferences at member rates, and such other benefits as the Board of Directors may determine.

Section 5. Institutional Members. The Society shall maintain a special category of Institutional Members, for libraries, schools, and other educational institutions. Institutional Members will only receive a subscription to Society printed publications, and will not be entitled to any other rights and privileges of membership. The Board of Directors shall determine the dues for Institutional Members.

### ARTICLE III BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors (the "Board") of the Society shall consist of ten members. The members may increase or decrease the size of the Board of Directors at any meeting of the members called for the purpose of electing directors, if a quorum is present, by the affirmative vote of a majority of the voting members present in person. No reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director.

Section 2. General Powers. The management of the affairs of the Society shall be vested in the Board, who shall have complete discretion over the business activities, funds and properties of the Society, and who shall have complete authority with respect to expenditures and disbursements necessary to carry out the purposes and activities of the Society. A director shall perform their duties as a director of the Society, in good faith, in a manner they reasonably believe to be in the best interests of the Society, and with care that an ordinary prudent person in a like position would use under similar circumstances.

Section 3. Composition of Board. The following shall automatically be members of the Board of Directors, upon election to office: President, Vice President (President-elect), Secretary, Treasurer, Immediate Past President, and the remaining five members at-large shall represent professional performing double reed artists (2 members), Associate Organizations, the business community, and avocational double reed players.

Section 4. Demographics of the Board. The composition of the Board of Directors must include a minimum of 50% representation of BIPOC (Black, Indigenous, and people of color), gender balance, and representation from multiple nationalities.

**Section 5.** Nominating Committee (2021). A nominating committee of six members will be assembled to facilitate and implement the election process. The committee will be charged with recruiting and evaluating candidates for all open board positions. The committee will include: Immediate Past President (chair), President, outside member representing diversity, equity, & inclusion (to be selected by the Executive Committee in conjunction with the Subcommittee on Diversity, Equity, and Inclusion), and three outside members to be elected by the membership. The nominating committee will nominate the slate of candidates to replace those directors whose terms are set to expire. It is expected the 1<sup>st</sup> Vice President will become the nominee for President during the nomination process in their final year as 1<sup>st</sup> Vice President.

**Section 5a.** Nominating Committee (2022 and beyond). A nominating committee of six members will be assembled to facilitate and implement the election process. The committee will be charged with recruiting and evaluating candidates for all open board positions. The committee will include: Immediate Past President (chair), President, Chair of the Diversity Equity & Inclusion Committee, and three outside members to be elected by the membership. The nominating committee will nominate the slate of candidates to replace those directors whose terms are set to expire. It is expected the Vice President will become the nominee for President during the nomination process in their final year as Vice President.

**Section 6.** Election. An election shall be held to fill the seats of the directors whose term shall be expiring. This election shall occur between two and three months in advance of the expiration of the current director's term. Members may vote at this election by electronic means, or by mail.

**Section 7.** Term of Office of Directors.

(a) *Term*. Each director who is also an officer (President, Vice President, Secretary, Treasurer, and Immediate Past President) shall hold office for one three-year term. Each director at large shall hold office for a two-year term or until their successor is elected and qualified. No director at large shall hold office for more than two consecutive terms.

(b) *Removal*. Any director may be removed from office prior to the end of such director's term by the majority vote of the remaining directors, only for cause.

(c) *Resignation*. A director's resignation from the Board of Directors shall be deemed to take effect immediately upon its being received by a corporate officer other than an officer who is also the resigning director, unless some other time is specified therein.

(d) *Vacancies*. In the event any vacancy occurs on the Board of Directors caused by death, removal, resignation or otherwise, the remaining directors at any regular meeting of the Board of Directors, or at any special meeting called for that purpose, may fill the vacancy by election of a successor. The successor shall hold office during the unexpired term of the director whose place was vacant.

Section 8. Meeting of Directors.

(a) *Regular Meetings.* The Board of Directors shall hold regular business meetings at least once each year at a place and time to be determined by the President, or more frequently as determined by the Board of Directors. The President shall provide the Board of Directors with a minimum of two months prior notice of the date and location for the annual meeting of the Board.

(b) *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the President, or by call of a majority of the directors. Calls for special business shall be considered at such meeting.

(c) *Place of Meeting.* Any meeting of the Board of Directors may be held at such place within or without the State of Ohio as designated in the notice of such meeting. A director who is unable to attend a meeting in person can participate by using Authorized Communication Equipment (as described in Article VI).

(d) *Notice of Meeting and Waiver of Notice.* Notice of the time, place and purposes of any meeting of the Board of Directors shall be given to each director not less than five days before the date fixed for the meeting and as prescribed by law. Such notice shall be given by personal delivery, mail, overnight delivery service, or by means of Authorized Communications Equipment (as described in Article VI). Such notice, however, may be waived in writing by any director either before or after any such meeting, or by attendance at such meeting without protest prior to the commencement thereof. If any meeting is adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. No business shall be transacted at any such adjourned meeting except as might have been lawfully transacted at the meeting at which such adjournment was taken.

(e) *Quorum.* The presence of a majority of the directors of the Board of Directors then serving shall constitute a quorum at any meeting of the Board of Directors.

(f) *Voting.* At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the Board of Directors. Unless otherwise provided in this Code of Regulations, the affirmative vote of a majority of voting directors present at a meeting in which quorum is met shall be necessary for the authorization of any action voted upon by the Board of Directors.

(g) *Proxy.* A director shall not appoint a proxy for himself or herself, nor vote by proxy at a meeting of the Board of Directors.

Section 9. Action of Directors Without a Meeting. Directors are authorized to take any lawful action to carry out the purposes and activities of the Society, without a meeting, if authorized in writing and signed by all members of the Board of Directors. That writing shall be filed or entered into the records of the Society. Any transmission by Authorized Communications Equipment that contains an affirmative vote or approval by a director shall be considered a

signed writing for this purpose. The date on which the transmission by Authorized Communications Equipment is sent is the date on which the writing is deemed signed.

Section 10. Compensation of Directors. The directors shall not be entitled to any compensation for their services as a director. No director that is also an officer may participate in a vote to determine whether such director/officer shall be entitled to compensation for serving as an officer or the amount of such compensation.

#### ARTICLE IV OFFICERS; DIRECTORS AT-LARGE; STAFF

Section 1. Officers. The officers of this Society shall be a President, Vice President, Secretary, Treasurer, and Immediate Past President. Officers shall be elected by the Members, and shall serve one three-year term. All officers will serve without compensation. No director who is also an officer may participate in a vote to determine whether such director/officer is entitled to compensation or the amount.

Section 2. Duties of Officers. The officers shall perform such duties and exercise such powers as may be delegated to them by the Board of Directors.

(a) *President*. The President shall be the chief executive officer and active head of the Society, and, in the recesses of the Board of Directors, shall have general control and management of all its business affairs. In addition, the President shall make regular reports to the Board showing the conditions of the affairs of the Society, and make recommendations relating to the business and property of the Society as the President deems necessary; perform generally all of the duties inherent to the office of the President and as required or authorized by law; serve as an ex-officio member of all standing and special committees, with the power to fill vacancies on all committees.

(b) *Vice President*. Act in the absence of the President, chair the competitions committee, and accept such other responsibilities and assignments as the President may request.

(c) *Immediate Past President*. Facilitate the convening of meetings with current and future conference hosts and accept other responsibilities assigned by or agreed upon with the President.

(d) *Secretary*. Keep records of actions of the Board, including taking minutes at all Board meetings, send meeting notices, distribute meeting minutes and agendas to each director, and maintain corporate records.

(e) *Treasurer*. Oversee the management of the financial affairs of the organization; prepare an annual budget; regularly monitor and compare the actual revenues and expenses incurred against such budget; keep the Board apprised of key financial events, trends, and concerns; ensure the completion of required financial reporting forms (including the IRS Form 990) in a timely manner and make these forms available for the Board's review.

**Section 3.** Directors At-large. All At-large Directors will serve without compensation. No At-large Director may participate in a vote to determine whether such director is entitled to compensation or the amount.

**Section 4.** Duties of At-large Directors. The At-large Directors shall perform such duties and exercise such powers as may be delegated to them by the Board.

(a) *Orchestra/chamber - oboe (1) and bassoon (1).* Represent the perspective of the full-time performing double reed players; serve as members of the Competitions Committee; and serve in other capacities in which they may be of service, including but not limited to subcommittees.

(b) *Associate Organizations.* Maintain contact with Associate Organizations (arrange meetings with representatives), organize Honorary Membership committee, and act as a liaison between Associate Organizations and the editors of *The Double Reed*.

(c) *Business.* Represent and advocate for those members who advertise in *The Double Reed* and other IDRS platforms, vendors at the annual Conference, and those who provide products or services to the double reed community; work in tandem with administrative staff who also represent similar constituencies; assist other Board members when a business-related issue may arise.

(d) *Avocational.* Represent avocational and student members of IDRS; keep the Board apprised of the Sponsor-a-member program and other issues related to the advancement of double reed opportunities around the world.

**Section 5.** Staff. The Board of Directors may also appoint persons to manage the operations of the Society in paid and non-paid positions.

(a) *Paid staff.* Such persons may not be a director, may be compensated for their services, and may be engaged pursuant to a written agreement. Staff positions may include work in the day-to-day management of administration, communications, membership, publications, conference exhibitors, and others.

(b) *Non-paid staff.* Such persons may not be a director and may be engaged pursuant to a written agreement. Non-paid staff positions may include work in the management of competitions, sponsor-a-member program, digital resources, social media, and others.

## ARTICLE V COMMITTEES

**Section 1.** Committees. The Board of Directors may, at its discretion, appoint committees deemed necessary or appropriate, which committees shall have such powers and perform such duties as prescribed by the Board of Directors. Each committee will be led by a chair, to be appointed by the President in consultation with the Board of Directors.

**Section 2.** Quorum. A majority of the members of any committee shall constitute a quorum at any meeting. Each member shall have one vote.

Section 3. Standing Committees. The following committees operate on a regular basis:

(a) *Conference Artistic Committee*. Evaluate, select, and recommend artistic proposals for annual conferences (in-person or virtual) based on an established artistic vision for the conference. The Artistic Committee is appointed by and accountable to the Board

(b) *Competitions Committee*. Organize and manage the Norma Hooks Young Artist and Fernand Gillet - Hugo Fox Competitions.

(c) *Diversity, Equity, and Inclusion Committee*. Promote the goals of diversity, equity, and inclusion throughout all aspects of the Society, and advise [the Society] on related issues.

(d) *Honorary Membership Committee*. Coordinate the nominating process and select a slate of nominations for honorary membership to be presented to the Board for discussion and approval.

(e) *Commissioning Committee*. Organize all aspects of the Society's commissioning projects.

## ARTICLE VI USE OF AUTHORIZED COMMUNICATIONS EQUIPMENT

For all purposes related to the Society, including without limitation, providing notice of meetings, the use of all types of Authorized Communications Equipment is permitted. "Authorized Communications Equipment" means communications equipment which provides a transmission by telephone, telecopy, electronic mail, video conference or any other electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the persons involved. Additionally, with respect to meetings, Authorized Communications Equipment allows all persons participating in the meeting to contemporaneously communicate with each other. The Board of Directors may adopt procedures and guidelines for the use of Authorized Communications Equipment.

## ARTICLE VII MISCELLANEOUS

Section 1. Fiscal Year. Unless otherwise designated by resolution of the Board of Directors, the fiscal year of the Society shall be the calendar year beginning on January 1.

Section 2. Books and Records. The books and records of the Society shall be available to any director without the consent of the majority of the Board of Directors, or to any other person with the consent of a majority of the Board of Directors.

Section 3. Regional Chapters. The Society will encourage and assist the formation of regional chapters for the purpose of more frequent meetings of members, more varied activities of the Society between annual meetings, and to foster and encourage musical performances by the members.



**Section 4.** Insurance. The Society may, but is not obligated to, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer, or a member of a committee of the Society against any liability asserted against such person and incurred by such person in any such capacity.

**Section 5.** Deposit of Funds. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner authorized by the Board of Directors from time to time.

**Section 6.** Federal Tax Status. The Society shall at all times be organized and operated in a manner to qualify it as an organization exempt from federal income tax under the Internal Revenue Code.

**Section 7.** Dissolution. The Society will be dissolved only upon the affirmative vote of a 75% majority of the Board of Directors. In the event of any dissolution of the Society, all of the remaining property and assets will be disposed of in accordance with the Article Seven of the Society's Articles of Incorporation.

**Section 8.** Amendments. The Society's Articles of Incorporation and this Code of Regulations may be amended, supplemented or repealed by the affirmative vote of a two thirds majority of the Members during a meeting of the Members, provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting.

**Section 9.** Construction and Terms. If there is any conflict between the provisions of this Code of Regulations and the Articles of Incorporation of the Society, the provisions of the Articles of Incorporation shall govern.