

# THE LONG ISLAND TRADITIONAL MUSIC ASSOCIATION, INCORPORATED

## 1. NAME:

- 1.1. The name of this organization is The Long Island Traditional Music Association, Incorporated, also known as LITMA.

## 2. PURPOSE:

- 2.1. LITMA is a not-for-profit arts and education organization dedicated to the preservation and promotion of traditional forms of music and dance on Long Island through sponsorship of activities for members and/or the general public, such as:
  - 2.1.1. Regularly scheduled concerts, dances, workshops, and participatory sessions featuring traditional art forms
  - 2.1.2. Special events
  - 2.1.3. Informal gatherings
  - 2.1.4. Publications, including digital newsletters, for distribution to the membership and/or other interested parties
  - 2.1.5. Other activities related to, or generating support for, the purposes of the organization.

## 3. MEMBERSHIP:

- 3.1. Membership will be open to the general public with no discrimination with regard to creed, race, gender, sexual orientation, age or national origin.
- 3.2. An individual or a family may become a member by completing a membership application and paying dues. Those persons whose paid membership term has not expired are deemed members in good standing.
- 3.3. The length of membership shall be one year. The Board may offer as an option longer terms of membership. The membership term starts in the month the dues are paid. The membership dues shall be determined by the Board.
- 3.4. Types of membership are single and family.
  - 3.4.1. A single membership consists of one individual.
  - 3.4.2. A family membership consists of two or more individuals living at the same mailing address.
  - 3.4.3. The Board may grant, at its discretion, honorary lifetime memberships without annual membership fees and with full membership benefits.
  - 3.4.4. Membership may be refused any applicant for cause.

- 3.4.5.** Any member violating LITMA's rules or for other cause may be removed from membership upon a majority vote of the Board.
- 3.5.** There will be a two (2) month 'grace' period for membership renewal; however, the renewal shall take effect from the expiration date of the previous membership.
- 3.6. Benefits:**
  - 3.6.1.** Reduced admission fee to all LITMA events
  - 3.6.2.** Price reciprocity with other traditional music associations where applicable
  - 3.6.3.** The right to vote at all general membership meetings and elections. A single membership is entitled to one vote. A family membership is entitled to two votes. Voters must be eighteen (18) years or older
  - 3.6.4.** Attendance at Board of Directors meetings without vote
  - 3.6.5.** A copy of the current By-Laws of LITMA, upon initial enrollment.

## **4. MEMBERSHIP MEETINGS:**

- 4.1.** An **Annual General Membership Meeting (AGMM)** will be held in September or October. The date shall be established by the Board of Directors, at least sixteen (16) weeks in advance of its occurrence. The AGMM shall include, but not be limited to;
  - 4.1.1.** the Annual Report of the President,
  - 4.1.2.** the Annual Financial Report of the Treasurer,
  - 4.1.3.** the Report of the Election Committee on the results of the elections for Directors.
- 4.2.** A **General Membership Meeting** will be called if ten percent (10%) of all members eligible to vote have submitted a signed petition to both the President and Secretary. The Petition shall clearly state the purpose of the meeting and no other business may be transacted. The President shall call the General Membership Meeting at the earliest practical date.
- 4.3.** **Special General Membership Meetings** may be called by the Board of Directors as needed.
- 4.4.** Announcements of General Membership Meetings must be made in at least one mailing to the membership, mailed at least four (4) weeks prior to the meeting, including the date, time, location and business to be transacted. Announcements should also be made at preceding events.
- 4.5.** The **quorum** for the transaction of business at a GMM is ten percent (10%) of the eligible voting members.

## **5. BOARD OF DIRECTORS (the Board):**

- 5.1.** The responsibility for all business matters lies with the Board of Directors.

- 5.2.** The number of Directors shall be not less than seven (7) nor more than fifteen (15). The maximum number may be adjusted as required to meet government requirements. Directors shall be members in good standing.
- 5.3.** Directors shall be elected as described in Section 6 for two-year terms, to commence at the first Board meeting following certification of their election. In between elections, volunteers may be appointed to fill a vacancy. There shall be no limitation on the number of consecutive terms a person may serve as a Director. Directors may resign by submitting written notice to the President or Secretary of the Board.
- 5.3.1.** A Board Vacancy may be created when an Event or Event Series is established requiring fiduciary responsibility by a Director.
- 5.4.** The Board may establish standing committees and/or special committees.
- 5.5.** The Quorum for normal Board business is five (5) members. Selected Board actions may require a greater number of participating Directors as indicated in these Bylaws or in the Policy and Procedures manual.
- 5.5.1.** Board business is normally conducted in person, but also may be conducted via telephone or electronic conference.
- 5.5.2.** Directors unable to attend a meeting may designate a Proxy.
- 5.6.** The Board shall adopt a Policy and Procedures manual, a copy of which shall be supplied to all Board members and committee chairs
- 5.7.** **The officers of the Board of Directors will include**, but are not limited to, a President, a Vice President, a Secretary and a Treasurer, elected from the members of the current Board.
- 5.7.1. Officer Responsibilities:**
- 5.7.1.1. The **President** presides at meetings of the general membership and of the Board. The President is the official representative of LITMA in conducting its general affairs and promoting its purposes, serves *ex officio* on any committees except the Election Committee and reports annually to the members on the state of LITMA.
- 5.7.1.2. The **Vice President** performs the duties of the President in the absence or at the request of the President.
- 5.7.1.3. The **Treasurer** is official custodian of the funds of LITMA, acts as its disbursing officer and keeps a record of all receipts and disbursements. The Treasurer prepares and submits financial statements as requested by the Board, or at least quarterly, and an annual report for review and certification by the Board prior to distribution to the membership.
- 5.7.1.4. The **Secretary** keeps minutes of all meetings of the general membership and Board and circulates notices of meetings. The Secretary is responsible for maintenance of the list of members of

LITMA, the Board and its Officers, the Election Committee and all appointed committees and subcommittees. The Secretary shall be the keeper of the Corporate Seal, current By-Laws and Articles of Incorporation.

**5.7.2.** Officers are nominated and elected by the Board for one year terms following the general election of the Board or to fill a vacancy until the next AGMM.

**5.7.3.** Officers shall not serve more than four consecutive full terms in any one office.

## **6. ELECTION OF DIRECTORS**

**6.1.** The election of Directors shall be completely administered by the Election Committee.

**6.2.** The Election Committee shall be comprised of three LITMA members in good standing chosen by the Board. It shall include at least one person who is a member of the Board and at least one person who is not a member of the Board. No person shall serve more than three consecutive years. The President of the Board is not eligible to serve on this committee. The Election Committee shall be established a minimum of sixteen (16) weeks prior to the AGMM.

**6.3.** Election related announcements and/or materials shall be mailed to the membership. The inclusion of information pertaining to elections in mailings should be indicated on the outside of the mailing piece or email subject. Announcements should also be made at preceding events.

**6.4.** At least twelve (12) weeks prior to the AGMM, the Election Committee shall announce all of the following:

**6.4.1.** The number of vacancies on the Board and the number of one and/or two-year terms open. These numbers shall be determined by the Election Committee such that no more than six terms shall expire in any one year.

**6.4.2.** The opening of nominations.

**6.4.3.** The schedule for the election process.

### **6.5. Candidates:**

**6.5.1.** Candidates for Director shall have been a member in good standing of LITMA for six months and demonstrated support of LITMA's purposes.

**6.5.2.** Candidates may be nominated by the Election committee or by written petition supported by the signatures of five LITMA members in good standing and submitted to the Election Committee at least eight (8) weeks prior to the AGMM. The Election Committee is responsible for submitting a ballot to the general membership with sufficient qualified candidates for Director to fill all required Board positions.

**6.5.3.** The Election Committee must receive written assent and a statement for publication (maximum 150 words) from each candidate at least eight (8) weeks prior to the AGMM.

- 6.5.4.** Nominations will be completed and closed eight (8) weeks prior to the AGMM.
- 6.5.5.** A nominee who wishes to terminate his or her candidacy must do so in writing to the Election Committee.

## **6.6. Election:**

- 6.6.1.** When the Election Committee 'slate' nominates more candidates than are permitted on the Board, an Election polling the LITMA membership is required.
- 6.6.2.** The vote will be by secret ballot.
  - 6.6.2.1.** The candidates' statements, a ballot and voting instructions shall be physically mailed to the general membership at least four (4) weeks prior to the AGMM.
  - 6.6.2.2.** Candidates shall be listed alphabetically by last name on the ballot. The candidates' statements and ballot may be included in any general membership mailing.
  - 6.6.2.3.** The ballot shall allow the member to cast one affirmative vote per candidate. The maximum allowable number of votes a member may cast is equal to the number of vacancies on the Board or the number of candidates on the ballot, whichever is smaller.
  - 6.6.2.4.** The ballot must prominently indicate the latest date on which the Election Committee will receive ballots. This date may not be more than ten (10) days prior to the AGMM.
- 6.6.3.** The sealed ballot envelopes will be validated for current LITMA membership and the votes tallied by the Election Committee, in the presence of any interested members.
  - 6.6.3.1.** Board vacancies will be filled by the candidates receiving the largest numbers of votes.
  - 6.6.3.2.** Candidates receiving the larger numbers of votes will be elected to the longer open terms.
  - 6.6.3.3.** Should two or more candidates receive the same number of votes for the last available Board vacancy, selection shall be by decision of the Election Committee.
- 6.7.** The results of the election will be announced by the Election Committee at the AGMM and in the next general membership mailing.

## **7. DISMISSAL FROM BOARD OF DIRECTORS**

- 7.1.** A Board member may be dismissed for cause from the Board of Directors by a two-thirds (2/3) super-majority vote of all Board members.
- 7.2.** No individual may be dismissed unless he or she is given a two (2) week notice by certified mail of the cause for the proposed dismissal and the time and place of the meeting at which the vote will occur. He or she has the right to be present at this meeting prior to the vote.

## **8. FINANCIAL MANAGEMENT:**

- 8.1.** LITMA shall be operated so that it is entitled to exemption from Federal income tax under Section 501(c) (3) of the Internal Revenue Code.
- 8.2.** No part of LITMA's assets or net earnings may inure to the benefit of private individuals. This does not preclude the payment of any reasonable fees for goods or services provided to the organization.
- 8.3.** LITMA's fiscal year shall be from October 1 to September 30, inclusive.
- 8.4.** Review and audit of financial statements and grants will be made available to any member or governing body upon written request. Audits will be conducted as required by New York State law.

## **9. AMENDMENT TO BY-LAWS:**

- 9.1.** Proposed amendment(s) shall be originated by a majority vote of the LITMA Board or a majority of votes cast at a General Membership Meeting.
- 9.2.** Specific notice of the General Membership Meeting at which the proposal will be voted on and the complete text of the proposal shall be included in at least two general membership mailings prior to the meeting. The mailings shall be spaced at least two weeks apart, with the last mailing at least two weeks prior to the date of the meeting.
- 9.3.** The general membership shall have the opportunity to register their votes on the proposition in absentia prior to or at the General Membership Meeting. The Board shall be responsible for conducting, counting and certifying the balloting.
- 9.4.** If approved by a two-thirds (2/3) majority of votes cast by the general membership, the amendment is adopted.

## **10. PARLIAMENTARY AUTHORITY:**

- 10.1.** Those procedural rules not otherwise contained in these By-Laws or adopted as policy shall be governed by the most recent edition of [Robert's Rules of Order](#).

## **11. AVAILABILITY OF BY-LAWS:**

- 11.1.** A current copy of these By-Laws will be given to any member upon request.