

# **ARIZONA AUDIO VIDEO CLUB BYLAWS**

Adopted \_\_\_\_\_, 2009, by membership vote  
The following Bylaws, adopted as of the date noted above,  
shall supersede all prior dated and/or undated Bylaws

## **CHAPTER 1 -- GENERAL**

### **CHARTER**

The Arizona Audio Video Club (the Club) is an organization dedicated to furthering the enjoyment of home audio and video reproduction. Club officers do not receive any monetary compensation for their services to the Club, and the Club maintains no connections to, nor endorses, any commercial organizations or products. The Club has no employees, full- or part-time, and distributes all membership dues and other miscellaneous income for the benefit of the Club's membership.

### **PURPOSE**

To bring together individuals to further their enjoyment and knowledge of audio and video in the home through shared information, ideas and experiences.

### **NAMES**

The names ARIZONA AUDIOPHILE SOCIETY, ARIZONA AUDIO VIDEO CLUB and its membership lists are owned by the Club and are confidential.

### **RULES OF ORDER**

Robert's Rules of Order or such other rules of order as adopted by the Steering Committee and are consistent with the Bylaws of the Club shall be used at all Steering Committee meetings and all elections, which shall be conducted in an orderly fashion.

## **CHAPTER 2 -- GENERAL ORGANIZATION, MEETINGS, AND NEWSLETTER**

### **STEERING COMMITTEE**

The Steering Committee is responsible for overall operation of the Club and shall hold monthly planning meetings and special meetings as necessary to organize and foster the progress of the Club. The Steering Committee shall coordinate Activity Groups, propose written Bylaws, maintain records, provide a means of communication with the membership and conduct day-to-day operation of the Club within the framework of the Bylaws.

### **GENERAL MEETINGS**

At the Steering Committee's discretion, the Club shall hold monthly general meetings for its membership in evening hours on the last Tuesday in the month. These meetings shall attempt to contain an inspiring audio and/or video program of interest to members. If deemed necessary by the Steering Committee, a portion of the general meeting may contain Club-related business.

### **SPECIAL MEETINGS**

The Steering Committee may call special meetings of the Club and reschedule monthly general meetings when special audio and/or video activities are available that don't coincide with a regular monthly general meeting date. Every effort will be made to provide members maximum advance notice of special meetings.

### **STEERING COMMITTEE MEETINGS**

The Club President shall convene monthly meetings of the Steering Committee in order to plan future general Club meetings, as well as to accomplish any other Club objectives or the planning of

any other Club activities. All Club members in good standing are welcome to attend Steering Committee meetings in a nonvoting status. Each Steering Committee member is required to attend at least 50% of the convened Steering Committee meetings each calendar year and may be removed from such Steering Committee position by vote of a majority of the Steering Committee members for failure to do so.

### **ACTIVITY GROUPS**

Smaller, special-interest Activity Groups allow Club members to explore specific audio and/or video related subjects in greater detail than can be accomplished in general Club meetings or which may not be suitable for large gatherings. Activity Groups topics may include jazz, classical, blues and/or rock music listening, equipment evaluation and/or construction, live performance or any other Club-related subject deemed appropriate.

### **NEWSLETTER**

A monthly newsletter shall be distributed to all Participating and Industry members in good standing which shall include, but not be limited to, member's articles or other articles relating to the interests of the Club, Steering Committee planning and decisions, general and special meetings and Activity Groups dates and locations, classified ads for members, activities of similar clubs, and other information that relates to the activities of the Club. The newsletter may contain commercial ads as an accommodation and/or for Club income.

## **CHAPTER 3 -- FISCAL**

### **MEMBERSHIP AND FISCAL YEAR**

The membership and fiscal year of the Club shall be the calendar year.

### **USE OF INCOME**

The Club's assets are to be used to benefit the general membership, for instance rent for facilities for Club meetings, newsletter printing and postage, guest-speaker expenses, procurement of equipment to be owned by the Club, and such other purposes to enhance the operation of the Club.

### **CONTROLS**

The Steering Committee shall oversee the work of the Treasurer. The Treasurer shall provide an accounting of income and expenditures monthly to the Steering Committee and shall be available to any Participating member of the Club. Account status will be published in the newsletter. Steering Committee approval is required for the incurrence of any nonrecurring expenses.

### **PROPERTY CONTROL**

Use of Club property is not permitted without written consent of the Club's President. The Treasurer shall maintain a record of property owned by the Club, including the value and location of each item. Unauthorized removal of property by a member and failure to return such property when requested shall constitute grounds for termination of membership and action as deemed necessary for the safe recovery of said property or its appropriate replacement value.

### **DISTRIBUTION OF ASSETS**

In the event of the dissolution of this Club, all assets and properties, after payment and satisfaction of all claims and liabilities of the Club, shall be donated to charity, educational institutions, or other organizations that further the pursuits of Club interests. Full accounting records shall be presented by the Treasurer to the Steering Committee for approval prior to any disbursements. The recipients shall be chosen by the Steering Committee.

## **LIMITATION OF LIABILITY**

Members shall not be personally liable for any debt, liabilities, or obligations of the Club, and all creditors shall look only to the assets of the Club for payment.

## **CHAPTER 4 -- MEMBERSHIP AND GUESTS**

### **GENERAL**

There shall be two classes of memberships: Participating and Industry. Each member in good standing shall receive a Club membership identification card.

### **PARTICIPATING MEMBERS**

Any person interested in sharing the purpose of the Club may become a Participating member by submitting an appropriate application including the proper dues. Participating members with fully paid dues shall receive the Club's newsletter, may attend Club functions and contribute a portion of their time, energies, and talents toward the Club's stated purpose, goals and objectives. Each participating member carries a single vote when required at the Club's monthly meetings and/or special meetings as deemed necessary by the Steering Committee.

### **INDUSTRY MEMBERS**

Industry memberships are special memberships bestowed by the Steering Committee on persons or organizations devoted to high-end audio and/or video who support the Club's stated purpose, goals, and objectives and have indicated an interest in furthering these goals. Industry members shall receive the Club's newsletter and may attend club activities but have no voting rights. They shall be eligible for Steering Committee positions and, thereby, possess voting rights with respect to matters directly related to that position and the execution of its responsibilities. No annual dues are required of Industry members.

### **GUESTS**

Nonmembers and Participating members who have not renewed their membership are considered to be guests and may attend one meeting per calendar year without charge. Guests may not offer any business or any item for a vote and may not participate in any voting.

### **CONTRIBUTIONS RESPONSIBILITIES, AND PRIVILEGES OF MEMBERSHIP**

All members have the responsibility to contribute time to the objectives of the Club, to respect the Club's policies and leadership, contribute to the Club via participation in meetings, sharing their expertise and taking responsibilities. Such contributions shall include, but not be limited to, serving on the Steering Committee or on any committee designated by the aforementioned committee [change this to Steering Committee ??]; serving as an initiator, coordinator or host of an Activity Group; accepting the responsibility of performing certain essential tasks when asked by any Steering Committee member or committee chairperson; contributing articles to the Club's newsletter; and assisting in Club-sponsored events. With the exception of prearranged accommodations from dealers, members agree not to use the Club's name or their involvement in the Club for their personal gain.

### **LEADERSHIP POSITIONS**

No one will be allowed to hold any volunteer, appointed, or elected leadership position at any level of the Club unless such person is a member of record and in good standing. A member in good standing is one whose dues are paid, who is not under any disciplinary action, and is not known to have committed any breach of Club ethics.

### **DUES AND TERM**

The annual dues for each class of membership shall be in the amount determined by the Steering Committee, and they may exempt any class from dues. A member's dues shall be for a period not to

exceed one year and will terminate on December 31 of that year. [Discuss proration and 4th quarter for next year].

### **MEMBERSHIP RENEWAL**

The Secretary shall provide notice of renewal at least 30 days prior to each renewal date. Renewal dues are required for a member to maintain full and continuous membership privileges. All existing memberships are renewed upon timely payment of the then-current annual dues, unless a member is under pending or official disciplinary action. At the discretion of the Steering Committee, renewals may be denied.

### **TERMINATION OF MEMBERSHIP**

Membership shall terminate upon death, resignation, or for nonpayment of annual dues. The Steering Committee may, by majority vote, terminate an existing membership or refuse to renew a membership of any member who advocates, in a disruptive and derogatory way, policies averse to the fundamental interests or functioning of the Club or who acts in an unethical or belligerent manner. This applies to activities within the Club and to activities outside the Club when representing oneself as a Club member to dealers, manufacturers or others.

The Steering Committee shall notify the member at least 15 days preceding the date of the next Steering Committee meeting at which time the suspension or removal will be considered. The member shall be provided an opportunity to respond to the charges and address the Steering Committee on these issues before final recommendation is made. The membership of any Steering Committee member cannot be suspended or canceled unless that person has first been removed from office.

### **IDEAS AND SUGGESTIONS**

Members are encouraged to submit ideas to the Steering Committee at monthly meetings or in writing. The Steering Committee will determine if an idea requires further investigation, a special meeting or is eligible for immediate implementation. Each written submission shall include a clear explanation of the idea and why that member feels the idea will benefit the Club.

Anonymous submittals will not be considered. When a determination on an idea has been made, the Steering Committee shall so advise the originator. All determinations of the Steering Committee are final.

### **TRANSFER OF MEMBERSHIP**

Membership is not transferable.

## **CHAPTER 5 -- STEERING COMMITTEE**

### **GENERAL**

The Steering Committee shall work as one coordinated leadership team and is responsible for creating an exciting and informative Club. The Steering Committee shall plan monthly general meetings, coordinate Activity Groups, establish written bylaws, maintain financial and membership records, and provide a means of communication with the membership.

At the October and November general meetings, the President will solicit members for positions on the Steering Committee and have the resulting nominations ready for a majority vote of members attending the January general meeting. Nominees shall include both Participating and Industry members who are in good standing with no disciplinary concerns. Nominees must agree to work as part of a team and to fully carry out the duties of the position while maintaining the objectives of the Club.

To facilitate a smooth transfer of responsibilities, after the January election, past Steering Committee members shall be "on call" for a period of three months to assist new Steering Committee members.

The term of each Steering Committee position shall be for one year. There is no limitation on the number of terms served. Any officer or member may be removed from the Steering Committee by a majority vote of the Steering Committee members.

Election or appointment to the Steering Committee shall not, of itself, create any contract rights.

### **PRESIDENT**

The President, as operational leader, is responsible for planning and setting goals in advance, leading the Steering Committee team, and rallying the Club members toward those goals. The President coordinates, organizes and schedules meetings and activities, stimulates information exchange, chairs Steering Committee meetings and meetings of the general membership and provides a monthly "President's Message" to the newsletter Editor. The President shall exercise general supervision over the Steering Committee members and the affairs of the Club and shall have such other powers and duties as are prescribed by these Bylaws or by the Steering Committee.

### **VICE PRESIDENT**

The Vice President assists the President. In the absence or disability of the President, the Vice President shall perform all the duties of the president, and in so acting shall have all the powers of the President. The Vice President shall have such other duties as may be prescribed from time to time by the President and the Steering Committee. The Vice President shall establish an ongoing program to increase membership, especially potential Club leaders. At general meetings, the Vice President shall provide sign-up sheets, greet guests, and promote Club benefits to potential members. The Vice President may appoint other Club members to assist in membership duties.

### **SECRETARY**

The Secretary shall keep a complete record of the Club's proceedings, prepare accurate minutes of Steering Committee meetings, maintain membership records, send membership renewal notices, collect and record membership dues prior to forwarding to the Treasurer and be responsible for the Club's mailing list and distribution of the club's newsletter. For elections and voting on significant issues, the Secretary shall establish a system to assure that only votes from qualified members are counted.

### **TREASURER**

The Treasurer prepares and manages the Club's fiscal records, pays appropriate bills in a timely manner and establishes written fiscal procedures. The Treasurer shall provide monthly accounting of income and expenditures and, when deemed necessary by the Steering Committee, aid in preparing an annual fiscal plan for the Club.

### **NEWSLETTER EDITOR**

The Newsletter Editor is responsible for assembling and editing the Club's monthly newsletter in addition to coordinating the printing. The Newsletter Editor shall forward a sufficient number of newsletter copies to the Secretary for final sealing, postage and mailing to all Club members in good standing along with paid subscription and complimentary copies to others as deemed appropriate by the Steering Committee.

### **PROGRAMS COORDINATOR**

The Programs Coordinator works with the Steering Committee and the Activity Groups Coordinator and is responsible for developing stimulating programs for both monthly general and special meetings, organizing the details and, if required, reserving meeting space and assuring that all

necessary equipment is available. The Programs Coordinator may appoint other Club members to aid in carrying out the duties of this position.

### **ACTIVITY GROUPS COORDINATOR**

The Activity Groups Coordinator is responsible for fostering the formation of Activity Groups, then maintaining the Activity Groups rosters and stimulating the scheduling of events of the Activity Groups.

Other Participating and Industry members may serve on the Steering Committee in a Member-At-Large capacity. Members-At-Large shall provide general advice and guidance to the Steering Committee regarding Club objectives and activities and may be called upon to assist other Steering Committee members in the accomplishment of their duties.

## **CHAPTER 6 -- BYLAWS RATIFICATION AND AMENDMENTS**

### **RATIFICATION AND AMENDMENTS**

The Club shall distribute a copy of the original Bylaws or amendments and a ballot to all Participating members at least three weeks before the voting deadline. A simple majority of ballots received shall determine the outcome.