

constitution & bylaws

Constitution

Article I: Name

The name of this registered non-profit organization shall be the Chicago Audio Society, referred to hereinafter as the CAS and the Society.

Article II: Objectives

The CAS is formed to furnish education, information and pleasure for all enthusiasts who share a common interest in appreciating fine audio equipment and music and hearing it reproduced at the highest quality each member can obtain; to facilitate the exchange and dissemination of accurate information concerning audio equipment and musical recordings; to support the identification and application of system modifications, both expensive and inexpensive, for achieving excellent musical reproduction; to examine the techniques of audio manufacturing, testing, repair, recording, broadcasting, etc.; and to encourage the maintenance of high standards in the performance, recording and transmission of music.

To these ends, the CAS will attempt to have at least four special meetings out of 12 scheduled each year at which qualified and recognized representatives from the industry will discuss and demonstrate their particular interests.

Reports of evaluations and tests by members of the CAS or its committees shall be for the information of the membership and shall represent solely the views of their authors. The CAS as a body shall neither endorse nor criticize any product, service, dealer, or manufacturer; indeed, it shall actively discourage, deny, disclaim, and dispute any such action.

Article III: Membership and Dues

Any person sharing the common interests of the members of the CAS as set forth in Article II may become a member upon sending to the treasurer the Society's dues and by joining agrees to accept the Constitution and Bylaws as listed on the website and in the newsletters.

The annual membership fee shall be recommended by the Executive Committee and approved by a simple majority vote at the annual general meeting.

Article IV: Officers

The CAS shall have four elected officers: president, vice president, secretary, and treasurer. Officers may serve as ex-officio members of all committees. Each officer's term shall be one year, after which a general election of all officers shall be held.

Article V: Executive Committee

The management of the affairs of the CAS shall be carried out by an Executive Committee, consisting of the four elected officers (see Article IV) and other interested members. The president shall be coordinator of the Executive Committee. All Executive Committee decisions shall be determined by majority vote.

The Executive Committee shall have the sole power to interpret the Constitution and Bylaws, and to decide upon matters not provided for therein. It also will review proposals for appropriate disciplinary action of any member. Decisions affecting Society members will be reported at the next monthly meeting.

Article VI: Meetings

Nominations of officers will take place at the December meeting each year.

General meetings shall normally be held monthly unless otherwise noted, and the one held in January shall be called the Annual General Meeting. If this meeting is cancelled due to inclement weather or other reasons, it shall be held at the earliest practical date thereafter. Election of officers will be held at this meeting.

Article VII: Committees

Article VIIa: Ad Hoc Committees

The Executive Committee may appoint ad hoc committees as needed and appoint their members and chairpersons except as covered under Article VIIb, below.

Article VIIb: Standing Committees

The Executive Committee may appoint standing committees as needed.

Article VIII: Amendment

This Constitution may be amended by consent of two-thirds of the members of the CAS who are eligible to vote. Members are eligible to vote if their dues are currently paid. The secretary shall obtain the vote of all members who are eligible to vote but who are not able to attend the general meeting when this vote occurs.

A copy of the proposed amendment(s) shall first be presented to the members and discussed by them at a general meeting. The secretary shall be responsible for mailing a

copy of the proposed amendment(s) to all eligible members before the next meeting in the newsletter. This copy shall include the recommendation of the Executive Committee. At the next general meeting the proposed amendment should be further discussed. At the next general meeting following presentation and discussion, a vote on the proposed amendment should take place.

Bylaws

Bylaw I: Fiscal Matters

Section 1: Dues and Other Fees

Dues shall be set on an annual basis by a simple majority vote at the annual general meeting. Dues shall be prorated for anyone joining the CAS after the beginning of the membership year. Dues are due in January and must be paid by March 1st to receive newsletters and have voting privileges and other member benefits.

There shall be not attendance fee for most meetings. If the Executive Committee, however, foresees the need for extra income to help offset the expense of a special meeting, a nominal fee may be required for all those attending, whether members or guests. All members shall be notified of the fee at least one week before the special program.

Section 2: Expenditure of Funds

The Executive Committee shall be responsible for all expenditures of the Society's funds, consistent with the objectives outlined in Article II of the Constitution. Payments may be authorized, for example, to individuals or organizations for services rendered, such as honoraria for speakers or as reimbursement for expenses incurred on behalf of the CAS.

Reimbursements will be made for members' out-of-pocket expenses where those expenses have been authorized by a simple majority vote of the Executive Committee. Officers having authority to disburse CAS funds in an emergency shall include the President, or the Vice President, in that order.

Bylaw II: Membership

Section 1: Membership Year

The membership year shall be January 1 through December 31.

Section 2: Rights of Members

Payment of dues shall entitle a member to participate in all the activities of the CAS.

Section 3: Expulsion of Members

The Executive Committee, acting on behalf or at the mandate of the membership, shall have the power to recommend expulsion of a member. The procedure for discussing and voting on an expulsion, together with members' voting eligibility requirements, shall be identical to that for amending the Constitution (see Article VIII of the Constitution). This extreme measure shall be recommended if the member is deemed to have abused the right of membership, such as persistently misrepresenting his connection with the CAS for his own personal gain, or by flagrantly disregarding the provisions of the third paragraph of Article II of the constitution.

Section 4: Industry Professionals

An Industry Professional is anyone who derives income or compensation from consumer electronics and related businesses.

Members who are Industry Professionals must promptly notify the Chicago Audio Society of their affiliation.

Industry Professionals shall be permitted to be members, provided they refrain from soliciting sales, promoting business, or volunteering information about their products or services on the meeting premises.

This Section does not apply to Industry Professionals who are conducting a meeting.

Bylaw III: Officers

Section 1: Duties

President: The president shall preside at all general meetings and Executive Committee meetings. The president shall have as his primary responsibilities the following:

- Ensure the continued solvency of the CAS.

- With the aid of the Program Committee, ensure that appropriate programs are provided for the general meetings.

- Share responsibility with the vice president for industry relations, described below.

- Share responsibility with the vice president and secretary for editing and publishing Society newsletters.

- Appoint, as appropriate, Committees to provide for special events undertaken by the CAS such as concerts, fund raisers and social events.

- Ensure that the normal business of the CAS is handled in a timely manner.

Function as the principal spokesperson for the CAS in all public forums as required.

Vice President: The vice president, in the president's absence, preside at general meetings or meetings of the Executive Committee or, in the secretary's absence, record the minutes. The vice president shall share in the duties of the president in a manner that both officers see fit. The vice president shall share responsibility with the president for industry relations; share responsibility with the president and secretary for editing and publishing newsletters.

Industry relations shall include acting as agent to represent the CAS in initiating and maintaining contacts with the audio, music and retail industries. The purpose shall be to develop and maintain beneficial relationships with those industries. An industry relations representative, with the approval of the Executive Committee, will assist the Program Committee in arranging for guest speakers and special programs for the education and benefit of CAS members and guests.

Secretary: The secretary shall conduct and maintain records of general correspondence of the CAS (including copies of the president's correspondence with those outside the CAS); compile and mail the minutes for each general meeting (these minutes will be included as part of the newsletter), which shall include: a) a record of any business conducted, b) a brief description of the contents of the program, c) a record of members' opinions and decisions, d) a list of those present, and e) brief minutes of the last Executive Committee meeting; prepare and mail announcements of meetings, elections, and proposed amendments of the Constitution and Bylaws (these can be included in the minutes described above); determine the eligibility of any member to vote; obtain votes of members who are eligible to vote but who are not present at meetings when decisions on amendments and expulsions are made; and provide the president with any notes necessary for reporting on the last Executive Committee meeting to the membership. The secretary, or other member of the Executive Committee as mutually agreed upon, shall be responsible for editing and documenting CAS activities in the newsletter each month in accordance with the objectives stated in Article II. A clear notice per Article II shall always be printed, stating that "Any personal opinions of the editor, members, or guest writers (or reprints) are solely the opinion of the authors and not of the CAS as a body." The editor also may act as publisher or ask the Executive Committee to appoint a publisher to assist in the production and distribution of the newsletter. The editor shall also be responsible for maintaining the CAS archives. In lieu of publication of the newsletter during summer or other breaks, the editor and/or publisher, with the assistance of the Program Committee, will be responsible for notifying the membership of upcoming meetings and activities.

Treasurer: The treasurer shall collect membership dues; make recommendations to the members and the Executive Committee concerning the setting of dues; manage the Society's funds in a manner approved by the Constitution, Bylaws, and Executive Committee; respond to all enquiries about membership and process all replies; supply

the Executive Committee with a general report at each meeting; and provide not less than one more detailed report in writing each year concerning the financial condition of the CAS and the purposes for which its monies are being spent.

Section 2: Election to Office

The elective offices of the CAS shall be filled at the January Annual General Meeting. Announcements for nominations shall be done at the November meeting.

Nominations shall be accepted from the floor at the December general meeting.

Elections shall be by simple majority of the members in attendance. A member is eligible to vote by fulfilling the eligibility requirements in the first paragraph of Article VIII of the Constitution. Members eligible to vote but who cannot attend the meeting may vote by a signed ballot mailed to the CAS secretary and postmarked no later than one week before the Annual General Meeting. If no candidate for a given office receives a majority of the votes cast, a run-off between the two leading candidates shall be held at the same meeting.

Section 3: Terms of Office

Terms of the elective offices shall be February 1 through January 31, coinciding with the membership year. There shall be no limits placed on the number of terms an elected officer may serve.

Section 4: Removal from Office

The tenure of any officer may be terminated for acting in a manner deemed contrary to the Society's best interests. Any member can petition the Executive Committee to consider that petition within one month. The office in question and the other members shall be informed of this petition in the secretary's minutes. At the Executive Committee meeting the officer in question will have the opportunity to respond to the petition, and the other Committee members shall vote on a recommendation for or against removal from office. At the next general meeting of the CAS attended by a quorum, the Executive Committee shall convey its recommendation to the membership, the officer in question can give a defense, and the members shall vote on the recommendation. A three-quarters majority of those voting shall be required to remove an incumbent from office.

Section 5: Vacancies

If a vacancy occurs during a term of elective office, a special election to fill this vacancy shall be announced in the minutes and held within two months at a general meeting. A simple majority shall be required to elect the officer. If such a vacancy occurs within three months of the end of a term, it may be filled for the remainder of the term by Executive Committee appointment.

If a vacancy exists due to lack of a volunteer for an office such as secretary or treasurer, the other officers shall share the duties of that office as mutually agreed upon until the vacancy is filled.

Bylaw V: Meetings

Section 1: General Meetings

A general meeting shall normally be held on the third Sunday of each month at 2:00 PM unless otherwise announced at the previous meeting, or by other means. A notice of each general meeting shall be contained in the minutes of the previous meeting. Members will be reminded at the beginning of all meetings to refrain from conversations during meeting presentations. The ranking officer, or in their absence an Executive Committee member, shall do this.

Section 2: Special Meetings/Events

In addition to general meetings, the CAS may undertake other activities it deems appropriate, such as field trips, receptions, concerts, test clinics, etc.

Section 3: Procedure

Questions of procedure that arise at general meetings shall be decided by the presiding officer, who shall follow Roberts' Rules of Order.

Article VI: Committees

The president, with the approval of the Executive Committee, shall have the power to form committees and to appoint their members and chairpersons.

Article VII: Amendments

These Bylaws may be amended in the same manner as the Constitution of the CAS (see Article VIII of the Constitution). The voting eligibility requirements shall also be the same.