



# WORLD CONCERTINA CONGRESS BY-LAWS

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## ARTICLE I

### Name and Nonprofit Policy

**Section 1. Name:** The name of the organization shall be the **World Concertina Congress, Inc.**, hereinafter referred to as “WCC”. It was organized and operated under and through the State of Michigan Department of Commerce on the 17<sup>th</sup> day of May, 1984 in conformity with Act 162, Public Acts of 1982 Lansing Michigan and incorporated as a 501(c) (4) registered charitable, non-profit organization on the 30<sup>th</sup> day of June, 2014 in the State of Wisconsin Department of Financial Institutions under the 1997 Wisconsin Act 79.

**Section 2. Nonprofit Policy:** The WCC is a non-profit organization of Chemnitzer Concertina enthusiasts. It shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its Articles of Incorporation and By-Laws, as the same may from time to time be amended.

## ARTICLE II

### Purpose and Goal

**Section 1. Purpose:** The purpose of the WCC is to honor the living and to commemorate the deceased who in time have labored and contributed unselfishly toward the production, preservation and promotion of the Chemnitzer Concertina and its diverse cultural music across the globe.

**Section 2. The Goal:** The Goal of the WCC is to recognize, preserve, educate and provide live musical performance(s):

- a. To preserve and promote the diverse cultural music of those playing the Chemnitzer Concertina
- b. To elevate the image of the Chemnitzer Concertina as a musical instrument
- c. To provide students and the public with educational opportunities
- d. To promote the Annual Hall of Fame Induction Ceremony
- e. To recognize individuals for promoting the concertina with a “Certificate of Appreciation”
- f. To collaborate and partner with other Chemnitzer Concertina organizations and clubs
- g. To solicit donations, grants and philanthropic awards to assure perpetuation of the organizations funds
- h. To research, document and disseminate information on the musical heritage of the Chemnitzer Concertina

## ARTICLE III

### Board of Trustees

**Section 1. Election and Powers:** The Board of Trustees shall have custody, control and direction of the WCC, its collections, property and other assets. Trustees, formerly Vice-Presidents shall be elected or appointed at the January Meeting of the Board and each Trustee shall serve until his or her successor is elected and qualified, unless his or her Trusteeship be theretofore vacated by resignation, death, removal, or otherwise.

**Section 2. Number:** The number of Trustees constituting the entire Board of Trustees shall be no less than six (6), or more than twelve (12). Initially six Trustees will be appointed by the President, two to a one year term, two to a two year term, and two to a three year term. This will allow for a minimum of two (2) Trustees to be elected every year. The Trustees must be an active WCC member or a President or representative of an active area Chemnitzer concertina club. (A concertina club is defined as a group of concertina players/enthusiasts having five or more members.) The Board of Trustees, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number of Trustees to the extent permitted in the By-Laws of the WCC, provided that no decrease shall shorten the term of any incumbent Trustee. A Chemnitzer Concertina Club President or representative, who cannot make the annual meeting, may be elected to the Board if he/she sends a letter of intent to the WCC President via US Mail or signed PDF email, one month prior to the annual meeting.

**Section 3. Vacancies:** In case of any vacancy in the Board of Trustees, a majority of the remaining Trustees may elect a successor to serve until his or her successor shall have been duly elected and qualified. Additional Trustees so elected shall serve until their successors shall have been duly elected and qualified.

**Section 4. Absences:** If any Trustee shall fail to attend three (3) consecutive meetings of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee shall be deemed to have resigned and the vacancy shall be filled. Absences without notification will be deemed as an unexcused absence. Notification consists of notifying an officer before the board meeting starts.

**Section 5. Removal:** At any meeting of the Board of Trustees duly called, any Trustee may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Trustee so removed.

**Section 6. Meetings:** The Annual Meeting of the Board of Trustees shall be held via Conference Call in January of each year on such date and at such time and place as may be designated by the Board of Trustees. Regular Meetings of the Board of Trustees shall be held at such times as the board may, from time to time, determine. Special Meetings of the Board of Trustees shall be held at any time, on call by the President of the Board, or by the Secretary on the request of a Board member.

**Section 7. Agenda for Meetings:** The agenda or order of business for WCC meetings shall include the following:

- a) Call to order
- b) Pledge of Allegiance (general meetings only)
- c) Roll Call
- c) Approval of Minutes
- d) Financial report
- e) Report of the President
- f) Reports of Regular Committees
- g) Reports of any other Committees
- h) Old business
- i) New business
- j) Adjournment

**Section 8. Notice of Meetings:** Notice of the time and place of every meeting of the Board shall be distributed not less than seven (7) nor more than thirty-one (31) days before the meeting, to each Trustee at his or her email address. Emails will be sent with Return Receipt and Read requests.

**Section 9. Quorum:** A majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Trustees present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 10. Personal Attendance by Conference Communication Equipment:** Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or Committee, with the consent of all the members of such Board or Committee present in person at such meeting, by means of a conference telephone call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

**Section 11. Executive Committee:** The Board of Trustees shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee. The Executive Committee shall consist of the officers of the organization, including the President, Vice-President, Secretary, Treasurer and Sargent-At-Arms. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Trustees all the authority of the Board of Trustees, except that the Executive Committee shall have no authority as to those matters prohibited under any provision of applicable law. The Executive Committee shall report all its actions to the next meeting of the Board of Trustees. Any reference in these By-Laws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provides.

**Section 12. Volunteers:** A person who voluntarily offers himself or herself to the WCC for a service or undertaking willingly and without pay will be considered a volunteer. A volunteer does not have authority, voting privileges or fiduciary responsibilities to the WCC. A volunteer is encouraged to attend regular board meetings or committee meetings that pertain to their affiliated topic.

**Section 13. Committees:** As soon as practicable each year following the Annual Meeting of the Board of Trustees and upon the recommendation of the President, the Board shall appoint the following Committees, each of which shall consist of at least two (2) Trustees or otherwise noted in these By-Laws and shall have the authority to carry out its purposes as set forth in this Section 13. In making, these appointments, the Board shall designate the Chairman of each committee other than the Finance Committee.

**(a) Finance Committee.** There shall be a Finance Committee that will be chaired by the Treasurer. The Finance Committee shall review and audit policies and provide an annual audit report to the Board. The Finance Committee shall be responsible for:

- Conducting an Annual Audit by two Board members or an independent outside auditor if required
- Budgets
- Grants
- Accounting
- Government Financial Reporting
- Insurances (Liability for Events and Officers and Trustees litigations or defamation of character premium to be paid by the WCC.)

**(b) Advancement Committee.** There shall be an Advancement Committee that will be chaired by the Secretary. The Advancement Committee will be responsible for:

- All Legal issues including, Indemnification, Confidentiality, Conflict of Interest, Discrimination and Harassment and maintaining the Whistleblower and Conflict of Interest Policies as stated in Article VI
- Review, maintain and update the WCC By-Laws annually

- Insure Government Regulatory Compliances (Non-Financial)
- Copyright protection of logo and name
- Maintain Historical information, archives and any artifacts

**Hall of Fame Committee.** There shall be a Hall of Fame Committee that will be responsible for:

- Reviewing Nominations and selecting nominees for Induction into the WCC Hall of Fame. There shall be one Hall of Fame Committee. It shall be the duty of the Hall of Fame Committee to receive applications presented each year and select the person(s) living and deceased or pioneer who in their opinion most nearly epitomizes in the word and spirit, the Purpose and Goal of the World Concertina Congress.
- The Hall of Fame Committee shall consist of five (5) members appointed by the Board from the membership and approved by a simple majority of the Board. Appointment to the Hall of Fame Committee shall be for a two-year term with two seats being filled each year. For the initial Hall of Fame Committee, two members will be appointed to a one-year term and two members will be appointed to a two-year term. The Board should strive to establish geographically diverse representation on the Committee.
- Out-going Committee members shall be eligible to be reappointed. The Board shall appoint one member of the committee members to serve as Hall of Fame Committee Chair and one member to serve as Committee Vice-Chair. Each position will have a two-year term with the Committee Vice-Chair succeeding the Committee Chair after the Chair's two-year term has been completed. The out-going Committee Chair shall be eligible to be reappointed to Committee Vice-Chair.
- The Hall of Fame Committee shall be responsible for establishing and maintaining the process and criteria used to determine a candidate's eligibility for consideration to induction in the Hall of Fame. This includes, but is not limited to the Hall of Fame application document, required application supporting material, application process schedule and retention of candidate application materials with a designated Hall of Fame Historian, and final candidate presentation to the Board.
- Each year, to the extent that they receive a sufficient number of candidate applications, the Hall of Fame Committee shall strive to present the Board with a minimum of three (3) and a maximum of eight (8) Hall of Fame candidates for their consideration.
- Each candidate's induction into the WCC Hall of Fame shall be approved by a simple majority of the Board. Approved candidates into the Hall of Fame shall be presented with an award of distinction and induction into the Hall of Fame with a ceremony that is part of a formal awards function endorsed by the World Concertina Congress.

**(c) Certificate of Appreciation Committee.** There shall be a Certificate of Appreciation (CoA) Committee that will be responsible for:

- Reviewing Nominations and selecting nominees for a Certificate of Appreciation. The Certificate of Appreciation Committee duty is to receive applications presented each year and select the person(s), living and deceased, who in their opinion have contributed to the promotion and continuation of the concertina.
  - (a) This award can be presented to anyone and nominations can be made from anyone who over time has dedicated time and effort to the support the Chemnitzer Concertina.

- (b) A short biography and picture of the nominee is also required and will be used for publication in an upcoming Newsletter.
- (c) Candidates for recognition must have a completed Nomination Form with one endorser and two recommendation signatures.
- (d) A \$10.00 application fee is required with each submission.
- (e) Upon approval, the endorser will be sent a Certificate of Appreciation for presentation to the recipient.

- The Certificate of Appreciation Committee shall consist of two (2) members appointed by the Board from the membership and approved by a simple majority of the Board. Appointment to the Certificate of Appreciation Committee shall be for a two-year term with one seat being filled each year. For the initial Certificate of Appreciation Committee, two members will be appointed to a one-year term and one member will be appointed to a two-year term. The Board should strive to establish geographically diverse representation on the Certificate of Appreciation Committee.

- Out-going Committee members shall be eligible to be reappointed. The Board shall appoint one member of the Certificate of Appreciation Committee to serve as Committee Chair each year.

- The Certificate of Appreciation Committee shall be responsible for establishing and maintaining the process and criteria used to determine a candidate's eligibility for consideration for a Certificate of Appreciation. This includes, review of supporting material and retention of candidate application materials by the Certificate of Appreciation committee. All candidates will be presented to the Board for approval.

- The Certificate of Appreciation Committee shall present the Board with candidates for their consideration after review.

- Each candidate under consideration for a Certificate of Appreciation shall be approved by a simple majority of the Board. Approved candidates shall be presented with a Certificate of Appreciation award by the sponsor at a local ceremony.

- Certificates will be sent via mail or pdf and the endorser will provide a suitable frame for presentation.

**(d) Membership/Events/Fundraising Committee.** There shall be an Events Committee, which will be responsible for:

- Membership Drive
- Annual WCC Hall of Fame Induction presentations
- Special Events (A special event is an event that is created, supported and managed by the WCC)
- Fundraising / Development- Raffles (donated concertina/dance proceeds/Annual Awards Banquet)
- Merchandise (Caps, Polo Shirts, Sheet Music, CD's, etc.)

**(e) Public Relations & Education Committee.** There shall be a Public Relations Committee that will be responsible for:

- Media Relations
- Website
- Social Media (Facebook page, email listing)
- Graphics and Branding
- Electronic Newsletter
- Community Outreach includes participation in area festivals (Concertina Bowl, Jam Session, etc.)
- Digital Chemnitzer Musical Library
- Provide musical instructions to new concertina students

- Artifacts / donations
- Digital Archiving / WCC web site
- Advertising (Microphones, straps, concertina sales, repair and tuning, etc.)

**Section 14. Special Committees.** The President, with the approval of the Board of Trustees, may designate additional committees, each of which shall consist of at least two (2) Trustees and may include other persons who need not be Trustees. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 13 or on any regular Committee by Section 14 of this Article.

## ARTICLE IV

### Officers

**Section 1. Election of Officers:** The Board of Trustees and the WCC membership via election mail shall elect a President, a Vice-President, a Secretary, and a Treasurer of the WCC. Each such officer shall be elected from among the Trustees at the Annual Meeting of the Board for a term of two years. The Board of Trustees shall fill any vacancy in the above offices as soon as practicable. Nominations for any office must be submitted verbally or in writing to a Board Member or Officer by November 1<sup>st</sup> prior to the January elections.

**Section 2. Removal:** At any meeting of the Board of Trustees duly called, any Officer of the WCC may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

**Section 3. President:** The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of the WCC. He or she shall act as Chairman of and preside at all meetings of the Board and of the Executive Committee. He or she shall oversee all committees, except the Hall of Fame and Certificate of Appreciation Nominating Committees, in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Board.

**Section 4. Vice-President:** At the request of the President, or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Trustees or the President.

**Section 5. Secretary:** The Secretary shall be responsible for the keeping minutes of all meetings of the board of Trustees and the Annual Membership meeting. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the WCC. The Secretary shall also be responsible for all official correspondence of the WCC and insure that the "Yellow Rose Tribute" is sent to the family of a WCC Hall of Famer who has passed away. The Secretary shall have such other powers and duties as may be designated by the Board or the President. The WCC Secretary is the WCC Compliance Officer for complaints and the Chairperson of the Advancements Committee. The Secretary shall work with a designated Historian, appointed by the President, to store and maintain artifacts and maintain and provide an inventory list.

**Section 6. Treasurer:** The Treasurer shall have supervision over the financial records of the WCC. The Treasurer shall provide the Board of Trustees at each of its regular meetings, and upon written request, with a statement of the financial condition of the WCC. He or she shall serve as Chairman of the Finance Committee and shall have such other powers and duties as may be designated by the Board.

**Section 7. Sergeant-At-Arms:** The sergeant-at-arms shall maintain order and decorum at all meetings and functions of the WCC. He or she shall require all members to show their membership cards to attend the annual meeting and other meetings determined by the executive board. He or she shall maintain a record of member attendance at all

meetings and perform other duties as delegated by the president and/or the executive board. He or she is responsible for presenting and displaying of the flag and leads the meeting with the Pledge of Allegiance.

## ARTICLE V

### Membership and Fees

**Section 1. Members:** Membership is open to all Chemnitzer Concertina enthusiasts and not restricted to concertina players and musicians. Members must be willing to support the Purposes of the WCC as laid out in Article II of these By-Laws.

**Section 2. Membership Application:** All potential new members must complete the WCC Membership Application form in order to become a member of the organization. There are two types of membership terms, Annual Membership and Lifetime Membership. Annual Membership Fees are \$10.00 per year. Annual Membership payments may be made any time during the current membership year. Annual Membership payments made after October 1 of the current year will be considered paid for the entire next calendar year. Lifetime Membership Fees are \$50 for applicants who are ages 65 years and older, and \$100 for applicants who are ages less than 65 years. Lifetime Membership payments may be made at any time and no proof of age is required. Annual and Lifetime Membership payments are payable to the WCC Treasurer using the WCC Membership Application form sent via post mail or using an electronic online payment option made available on the WCC website of choice.

Membership Benefits Include:

- WCC Membership Card
- “Yellow Rose Tribute” sent to all WCC Hall of Famers family upon notification of his/her death
- Concertina music and concertina lessons, available through interaction with club members
- Consideration for nomination to WCC Hall of Fame
- Quarterly Newsletter
- Access to all WCC meetings, minutes and media
- Web Site listing on Who’s Who Page
- Merchandise Discounts (Straps, microphones, nameplates, etc.)
- Updated Listing Concertinas for Sale, Concertinas Wanted

**Section 3. Membership Card:** A receipt in the form of a WCC Membership Card, either Annual Membership or Lifetime Membership, will be issued to all paid members. Replacement cards will be supplied upon request.

**Section 4. Concertina Club Affiliation:** Any area Chemnitzer Concertina Club across the globe can be affiliated with the WCC by agreeing to its bylaws and encourage and enlist their members to join the WCC membership.

## ARTICLE VI

### Amendments and Other Provisions

**Section 1. Amendments:** These By-Laws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Trustees, shall be distributed not less than seven (7) nor more than thirty-one (31) days before the meeting at which any amendment shall be voted upon. Written notice of the proposed amendment shall be distributed to each member of the Board, together with a concise statement of the changes proposed to be made.

**Section 2. Conduct of Meetings:** Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of Trustees, all meetings of the Board or of any committee designated by the Board shall be conducted

in conformity with Robert's Rules of Order, Revised, as amended from time to time. If an Officer, Trustee or Visitor/Guest becomes unruly or disruptive during a Board meeting, by vote of two-thirds (2/3) of the Board, the individual or individuals will be asked to leave the premises, or asked to leave the conference call.

**Section 3. Financial Reporting:** For financial reporting purposes, the WCC fiscal year will run from January 1 to December 31 of each year.

**Section 4. Indemnification:** The WCC shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or in testate, is or was a Trustee or Officer of the WCC and (b) any Trustee or Officer of the WCC who served on any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the WCC, in the manner and to the maximum extent permitted by the Notfor-profit Corporation Law of Wisconsin, as amended from time to time; and the WCC may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

**Section 5. Confidentiality:** It is the policy of the WCC that each Board Member, Officer, Volunteer or Guest shall keep confidential any and all information relating to discussions at WCC Board meetings. While results of Board agenda items may be disclosed, information concerning the discussions during the Board meetings is prohibited. Anyone who violates this policy may be subject to discipline including termination of his/her position.

**Section 6. Conflict of Interest:** It is the policy of the WCC to comply with a Conflict Of Interest Policy to deal with conflicts and related party transactions. The WCC seeks transparency in its transactions and to avoid the appearance of impropriety. Therefore the Board will distribute each year a Conflict Of Interest Policy that is to be reviewed and signed by each Board Member. This Conflict Of Interest Policy will include a Statement of the Conflict of Interest Policy as well as the following: 1) Discloser 2) Board Action 3) Records of Conflict 4) Other Procedures as needed or required by Law. (Refer to the WCC Conflict of Interest Policy)

**Section 7. Discrimination and Harassment:** The WCC does not discriminate against anyone and will not tolerate any form of harassment. This includes but is not limited to discrimination based upon race, creed, religion, gender, sex or any other category of class. If anyone encounters what they believe to be discrimination, we request that you immediately report it to a Board Member in writing.

**Section 8. Whistleblower:** The WCC requires its Board Members, Officers, Volunteers and Guests to observe high standards of ethics in the conduct of their duties and responsibilities. The WCC strives to maintain integrity and honesty in fulfilling its responsibilities to comply with all applicable laws and regulations.

This Whistleblower Policy is intended to encourage awareness of any concerns of violations of the By-Laws or suspected violations of law or regulations that govern the WCC's operations. There will be no retaliation for good faith reporting of violations or suspected violations. Anyone who retaliates is subject to discipline including termination.

To report any concerns or complaints, please provide a written report of the alleged incident to any Board Member who is then obligated to investigate any complaint. The WCC Secretary is the WCC Compliance Officer for complaints and the Chairperson of the Advancements Committee who will advise the Board of any complaint and investigation. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an investigation. (Refer to the WCC Whistleblower Policy)

## ARTICLE VII

### Dissolution and Perpetuation



**Section 1. Dissolution:** This association shall not be dissolved without the written consent of eighty percent (80%) of the Board of Trustees. And that, in the event of its dissolution, any assets remaining after payment of all claims against the organization are to be distributed to an organization described in Section 501(c)(4) of the Internal Revenue Code.

**Section 2. Perpetuation:** To ensure the continued perpetuation of the World Concertina Congress Hall of Fame in the event that the WCC organization ceases to exist. A majority vote by the Board of Trustees would establish the World Concertina Congress Hall of Fame as a separate entity and rename it to the World Concertina Hall of Fame. This action allows for continued perpetuation of the Hall of Fame by existing concertina clubs.

**Section 3. Existence:** At such time that it is necessary for the daily operations to be passed on to an existing concertina club, the Board of Trustees will determine the criteria for eligibility and their role. The proposed club(s) will be evaluated and voted on by the existing Board of Trustees of the WCC organization and carried out by the President to insure perpetuation of the World Concertina Hall of Fame.

*Revised to repeal the 26 May 2015 Constitution and By-Laws and adopted at a Board Meeting on 6 February 2019*

***Approved Revision 1: 2/6/2019***

*Revised 18 May 2020 to correct wording to commemorate and approved by the board on 18 May 2020.*

*Revised 9 July 2020 Annual Review*

***Approved Revision 2: 7/20/2020***

***Approved Revision 3: 9/18/2023 to address Hall of Fame Committee and Hall of Fame Application changes.***

***Approved Revision 4: 11/13/2023 to add Lifetime Membership option and clarify membership payments.***