

# CONSTITUTION OF THE INTERNATIONAL TROMBONE ASSOCIATION

## ARTICLE I - NAME

This non-profit, educational organization shall be known as the International Trombone Association and hereafter referred to as "ITA" or as the "Association." The name or initials of the International Trombone Association, or the titles or names of official publications of the ITA or the names of any of the affiliates of the ITA, or any logos or trademarks that may be adopted by the ITA for use by the Association or any of its affiliates, may NOT be used by individuals, groups, educational institutions, or businesses for their own use no matter what the purpose of such use may be. In addition, any name, title, or logo that may tend to be confused with official names, titles, and logos of the ITA or its affiliates may NOT be used by other individuals, groups, educational institutions, or businesses no matter whether such use is intentional or accidental.

## ARTICLE II - PURPOSES

Section 1. PURPOSE OF THE ASSOCIATION. The purpose of the Association shall be to promote communications among trombonists around the world; to improve the artistic level of performance, teaching and literature associated with the trombone family; and to function as a clearing house for trombone related ideas and information. The association is formed exclusively for charitable purposes including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future tax code laws.

Section 2. MISSION STATEMENT. The ITA shall promote, nurture and celebrate the trombone and trombone related activities.

Section 3. VISION STATEMENT. The ITA is a fully inclusive organization and the hallmark for the trombone.

## ARTICLE III - AFFILIATED ORGANIZATIONS AND RELATIONSHIPS

Section 1. AFFILIATED ORGANIZATIONS. A group of active members of the Association, number to be determined by the ITA Board, may organize an affiliated organization to be called a society or chapter of the ITA. Application should be made to the President, and affiliated organizations may exist at local, national, or international levels.

Section 2. RELATIONSHIPS. The Association shall attempt to maintain a relationship with national music associations, national and international meetings and festivals of trombonists, and with other music and educational associations.

## ARTICLE IV - MEMBERSHIP

Section 1. ACTIVE MEMBERSHIP. Any person interested or concerned actively with any aspect of the trombone may become an active member of the Association upon payment of the yearly-prescribed dues. Active members whose dues are paid shall have the privileges of participation in the activities of the Association, including the rights of voting and holding office, admission to General Meetings upon the member's compliance with registration requirements, and a subscription to the *ITA Journal*.

Lifetime memberships may be offered periodically to the membership at large. Lifetime members have the same rights and privileges as other active members.

Section 2. STUDENT MEMBERSHIPS. Any trombone student regularly enrolled in an accredited school, college, or university, who is not employed as a full-time trombonist or trombone teacher, or otherwise employed full-time, may become a student member of the Association upon payment of the prescribed dues. Student members shall have all the privileges of active membership, except the right of holding office.

Section 3. HONORARY MEMBERSHIP. Honorary membership in the Association may be conferred by unanimous vote of the ITA Board. Such membership shall be conferred to individuals in recognition of distinguished service, and shall entitle said members to attend general meetings and functions of the Association, and to receive a free subscription to the *ITA Journal*.

**Section 4. HONORARY LIFE MEMBERSHIP.** Honorary life membership in the Association may be conferred by unanimous vote of the ITA Board. Such membership shall be conferred to individuals in recognition of distinguished service, and shall entitle said members to attend general meetings and functions of the Association, and to receive a free subscription to the *ITA Journal*.

**Section 5. PATRON MEMBERSHIP.** Patron membership shall be open to any person, company, or firm. In the case of a company or firm, one person would be designated as the ITA member representing the firm or company. Patron members shall receive all ITA publications free, special recognition in each issue of the *ITA Journal*, and the ITA Board may specify such other benefits as. Patron members are entitled to voting privileges and may, as individuals, hold office in the ITA.

## ARTICLE V - GOVERNMENT

**Section 1. OFFICERS.** The officers of the Association shall consist of a President, a First Vice President, a Second Vice President, a Secretary-Treasurer, and the Immediate Past President. The First Vice President is the President Elect.

**Section 2. ITA EXECUTIVE BOARD.** The ITA Executive Board has ultimate responsibility for all the activities of the Association. The ITA Executive Board shall consist of three members including a Chair, a Vice-Chair and the Secretary-Treasurer appointed by the Board of Advisors for three year terms. One member will be appointed each year and members may be re-appointed. Two-thirds of the ITA Executive Board in attendance at meetings, or responding by mail, fax or e-mail shall constitute a quorum in which to transact business. Decisions are made by a simple majority of those voting. The Executive Director shall normally attend meetings of the ITA Executive Board but have no voting rights.

**Section 3. BOARD OF ADVISORS.** The Board of Advisors shall consist of the President, the First Vice President, the Second Vice President, Board of Advisor Members and shall be not fewer than twelve (12) members of truly international representation, which are elected tri-annually by the membership. The terms of the Board of Advisors shall last three (3) years and each member may be re-elected once. The Board of Advisors will have no formal responsibilities or voting rights on the ITA Executive Board and will appoint, oversee vacancies or removal from office of ITA Executive Board members.

**Section 4. COUNCIL OF PAST PRESIDENTS.** All Past Presidents of the Association shall automatically become members of the Council of Past Presidents after their terms as ITA Presidents end. The Council is chaired by the Immediate Past President.

**Section 5. STUDENT COUNCIL.** The membership of the ITA Student Council shall be determined by the ITA Board. Each Student Council member must be an ITA member. The Council shall elect its own Chair (approved by the ITA Executive Board).

**Section 6. ITA STAFF POSITIONS.** The ITA Staff positions are: Advertising Manager (*ITA Journal*), Advertising Manager (ITA Website), Affiliate Societies Membership Manager, AIM Coordinator, Archivist, "Ask the Experts" Moderator, Assistant *Journal* Editor (Audio/Visual Reviews), Assistant *Journal* Editor (International), Assistant *Journal* Editor (Literature Reviews), Assistant *Journal* Editor (Programs and Literature Announcements), Associate *Journal* Editor (General), Associate *Journal* Editor (Jazz), Bookkeeper, Competitions Coordinator, Operations Director, Executive Director, Local Chapters Coordinator, Membership Manager, Regional Representative, Trombone News Coordinator, Web Assistant, and Webmaster.

**Section 7. STANDING COMMITTEES.** The standing committees of the Association shall be: The Standing Committee on Audit, the Standing Committee on Awards, the Standing Committee on Competitions, the Standing Committee on Governance, and the Standing Committee on the ITA Press. The ITA Executive Board shall appoint Chairs of standing committees.

**Section 8. OTHER COMMITTEES.** Other appointments in the Association may be made at the discretion of the ITA Executive Board, and shall include Chairs of *ad hoc* committees, projects, and positions of administrative function.

**Section 9. ADVISORY COUNCILS.** The advisory councils of the Association shall be: The Advisory Council on Diversity, the Advisory Council on Literature, the Advisory Council on Pedagogy, the Advisory Council on Performance and the Advisory Council on Research. Council chairs and members shall be appointed by the ITA Executive Board.

**Section 10. LEGISLATIVE POWERS.** The legislative power of the Association shall be in the membership and the ITA Executive Board.

**Section 11. TERMS OF OFFICE, CONDITIONS OF ELECTION OR APPOINTMENT.** The terms of office for the ITA Executive Board Chair, Vice-Chair and Secretary-Treasurer shall be three (3) years and any Executive Board member may be re-elected. Members of the Board of Advisors shall be elected for a three (3) year-term and may be re-elected once.

**Section 12. ELECTIONS.** The membership will elect a First Vice President (President Elect) and Second Vice President every three years to three year terms. The First Vice President shall become the President. The ballot for the Board of Advisors and Officers must be approved by the Council of Past Presidents.

**Section 13. VACANCIES.** The President, with the approval of the Board of Advisors, shall appoint any ITA Executive Board member should a position become vacant. This appointment shall not be counted as his/her regular term of office. The First Vice President shall assume the position of President should the President be unable to continue his/her service, and this service shall not be counted as his/her regular term of office as President. Should both the President and the First Vice President be unable to fulfil the duties of their offices, the ITA Board of Advisors shall appoint an interim President.

**Section 14. REMOVAL FROM OFFICE.** The ITA Executive Board by a two-thirds vote, may remove from office any ITA Executive Board member, administrator, director, or chairperson who is unable to fulfil his/her duties, when in the opinion of the ITA Executive Board, the effectiveness of the Association is impaired. The decision to remove an Executive Board member must be approved by the Board of Advisors.

#### ARTICLE VI - MEETINGS AND ACTIVITIES

**Section 1. ITA GENERAL MEETING.** The ITA General Meeting shall be held at a time and place designated by the ITA Executive Board, usually the International Trombone Festival. The Secretary-Treasurer shall plan and be responsible for the agenda of this meeting.

**Section 2. AREA MEETING.** Area meetings and programs may be held at various times and places as determined by the cooperating affiliates.

**Section 3. OTHER MEETINGS AND ACTIVITIES.** Other meetings and activities needed to further promote the purposes of the ITA may be called or initiated by the ITA Executive Board Chair with the approval of the ITA Executive Board. The officers shall meet at least once a year.

#### ARTICLE VII - FUNDS

**Section 1. MONIES RECEIVED.** Any monies received from any source whatsoever shall be rendered to the Bookkeeper and properly receipted. Under the direction of the Secretary-Treasurer, a professional review of all ITA accounts shall be conducted annually.

**Section 2. DISBURSEMENT OF FUNDS.** Funds of the Association shall be disbursed by the Executive Director in accordance with an annual budget approved by the ITA Executive Board.

**Section 3. FINANCIAL STATEMENT.** The Secretary-Treasurer shall draw up complete financial statements each year and submit them to the Association. The financial statements shall be published in the *ITA Journal* and/or on the ITA Website.

#### ARTICLE VIII - QUORUMS

**Section 1. QUORUM OF THE ITA EXECUTIVE BOARD.** Two-thirds of the members of the ITA Executive Board at a meeting duly assembled or two-thirds of the members of the ITA Executive Board responding by mail, fax or e-mail shall be necessary to constitute a quorum for the transaction of business and the act of a majority of the ITA Executive Board, by the above, shall be the act of the ITA Executive Board.

**Section 2. QUORUM OF THE MEMBERSHIP.** The members or authorized proxies at a meeting duly assembled and sanctioned by the President and the ITA Executive Board, or the members responding to the Secretary-Treasurer by mail, fax or e-mail shall constitute a quorum for the transaction of business and the act of a majority of the membership, by the above, shall be the act of the membership.

**Section 3. QUORUM OF THE ITA BOARD OF ADVISORS.** One half of the members of the ITA Board of Advisors at a meeting duly assembled or two-thirds of the members of the ITA Board of Advisors responding by

mail, fax or e-mail shall be necessary to constitute a quorum for the transaction of business and the act of a majority of the ITA Board of Advisors, by the above, shall be the act of the ITA Board of Advisors.

#### **ARTICLE IX - RULES OF ORDER**

Roberts Rules of Order (revised) shall govern all General Meetings of the ITA.

#### **ARTICLE X - AMENDMENTS**

Proposed revisions to the Articles of this Constitution shall be presented to (1) the ITA Executive Board Chair, (2) the ITA Executive Board, and (3) the membership by mail ballot, fax, or e-mail or at the ITA General Meeting.

#### **ARTICLE XI - PRIVATE PROPERTY**

The private property of individual members of this Association shall not be liable for Association debts.

#### **ARTICLE XII - BY-LAWS**

The Association may make and alter By-laws consistent with the provisions indicated heretofore and in accordance with the provision contained in Articles VI and VIII relative to meetings and quorums.

#### **ARTICLE XIII - PRIVATE GAIN, POLITICAL ACTIVITY, AND RESPONSIBILITIES**

**Section 1. PRIVATE GAIN.** No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members or officers, or other private persons, except that the Association 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 II hereof.

**Section 2. POLITICAL ACTIVITY.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation 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 these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision in these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation recognized as exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

**Section 3. RESPONSIBILITIES.** The ITA though it encourages the development of unique activities among its affiliates, is not responsible for the activities of its affiliates. It is the duty and responsibility of the officers, officials, and members of the affiliates to assume total responsibility for their activities.

#### **ARTICLE XIV - DISSOLUTION OF THE ASSOCIATION**

Upon the dissolution of the association, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

# BY-LAWS OF THE INTERNATIONAL TROMBONE ASSOCIATION

## ARTICLE I - PARTICULAR PURPOSES

In pursuit of the general purposes of the Association, the Association, its affiliates, and members may:

- A. Support trombone festivals, regional meetings, and international meetings.
- B. Commission trombone compositions and offer competitions and prizes for musical works for tenor trombone, bass trombone, alto trombone, trombone ensembles, and trombone in various combinations so as to encourage new works and make available worthy compositions that are not published.
- C. Encourage and promote performance of solo, trombone ensemble, and chamber works which include trombone(s).
- D. Publish a journal of scholarly articles.
- E. Offer assistance to composers and arrangers in understanding and effectively writing for the various trombones.
- F. Make suggestions and recommendations to instrument manufacturers.
- G. Present honors and recognition for distinctive services in the cause of the trombone to persons deemed worthy by the Association.
- H. Establish various scholarship funds.
- I. Encourage communication among trombonists and assist in projects and needs of members.
- J. Encourage publishers to publish new works for trombone and to correct misprints in old publications.
- K. Publish an ITA Site on the World Wide Web.

The Association is not necessarily required to pursue all of the above or to be limited to only the above so long as the activities fit within the scope of the general purposes of the Association.

## ARTICLE II - DUTIES OF OFFICERS

**Section 1. PRESIDENT.** The President shall chair the Board of Advisors and act as the figure-head for the Association. The President shall be elected to a three-year term and may not serve as a member of the ITA Executive Board and shall have no formal responsibilities or voting rights on the ITA Executive Board. He/She shall normally not attend meetings of the ITA Executive Board unless invited to do so.

**Section 2. FIRST VICE PRESIDENT.** The First Vice President is the President Elect. The First Vice President shall be elected to a three-year term and may not serve as a member of the ITA Executive Board and shall have no formal responsibilities or voting rights on the ITA Executive Board. He/She shall normally not attend meetings of the ITA Executive Board unless invited to do so.

**Section 3. SECOND VICE PRESIDENT.** The Second Vice President shall be elected to a three-year term and may not serve as a member of the ITA Executive Board and shall have no formal responsibilities or voting rights on the ITA Executive Board. He/She shall normally not attend meetings of the ITA Executive Board unless invited to do so.

**Section 4. IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall chair the Council of Past Presidents. The Immediate Past President may not serve as a member of the ITA Executive Board and shall have no formal responsibilities or voting rights on the ITA Executive Board. He/She shall normally not attend meetings of the ITA Executive Board unless invited to do so.

**Section 5. SECRETARY-TREASURER.** The Secretary-Treasurer shall be an officer of the Association and is appointed to the ITA Executive Board by the Board of Advisors. The Secretary-Treasurer shall be responsible for preparing and distributing the agenda and supporting materials for Executive Board meetings, taking and distributing minutes of Executive Board meetings, liaising between the ITA Committees and Councils to receive reports and inform them of relevant Executive Board decisions or requests, overseeing the financial management, fiscal policies and procedures of the association, and liaising with the Executive Director in the preparation of the annual budget.

### ARTICLE III - DUTIES OF ITA STAFF POSITIONS

Section 1. ADVERTISING MANAGER (ITA JOURNAL). The Advertising Manager (ITA Journal), a salaried (on commission) position, appointed by and reporting to the Journal Editor (approved by the Executive Director) shall be responsible for the management of advertising in the ITA Journal.

Section 2. ADVERTISING MANAGER (ITA WEBSITE). The Advertising Manager (ITA Website), a salaried (on commission) position, appointed by and reporting to the Webmaster (approved by the Executive Director) shall be responsible for the management of advertising on the ITA Website.

Section 3. AFFILIATE SOCIETIES MEMBERSHIP MANAGER. The Affiliate Societies Membership Manager, a non-salaried position, appointed by and reporting to the Operations Director (approved by the Executive Director), shall be responsible for the administration of membership of all affiliate societies.

Section 4. AIM COORDINATOR. The Assistance for International Members Coordinator, a non-salaried position, appointed by and reporting to the Operations Director (approved by the Executive Director) shall be responsible for the management of the Assistance for International Members program.

Section 5. ARCHIVIST. The ITA Archivist, a non-salaried position, appointed by and reporting to the Executive Director (approved by the ITA Executive Board) shall be responsible for maintaining and recording historical materials of the activities of the International Trombone Association

Section 6. "ASK THE EXPERTS" MODERATOR. The "Ask the Experts" Moderator, a non-salaried position, appointed by and reporting to the Webmaster (approved by the Executive Director) shall be responsible for moderating the "Ask the Experts" forum on the ITA Website. The identity of this person shall be confidential to ITA Members.

Section 7. ASSISTANT JOURNAL EDITOR (AUDIO/VISUAL REVIEWS). The Assistant Journal Editor (Audio/Visual Reviews), a non-salaried position, appointed by and reporting to the Journal Editor (approved by the Executive Director) shall coordinate the collection and dissemination of audio/visual materials for review.

Section 8. ASSISTANT JOURNAL EDITOR (INTERNATIONAL). The Assistant Journal Editor (International), a non-salaried position, appointed by and reporting to the Journal Editor (approved by the Executive Director) shall coordinate the collection and dissemination of articles, news, and reports from around the world.

Section 9. ASSISTANT JOURNAL EDITOR (LITERATURE REVIEWS). The Assistant Journal Editor (Literature Reviews), a non-salaried position, appointed by and reporting to the Journal Editor (approved by the Executive Director) shall coordinate the collection and dissemination of literature materials for review.

Section 10. ASSISTANT JOURNAL EDITOR (PROGRAMS AND LITERATURE ANNOUNCEMENTS). The Assistant Journal Editor (Programs and Literature Announcements), a non-salaried position, appointed by and reporting to the Journal Editor (approved by the Executive Director) shall coordinate the collection and dissemination of programs and literature announcements.

Section 11. ASSOCIATE JOURNAL EDITOR (GENERAL). The Associate Journal Editor (General), a non-salaried position, appointed by and reporting to the Journal Editor (approved by the Executive Director) shall assist the Journal Editor in the solicitation, preparation and editing of feature articles for the ITA Journal

Section 12. ASSOCIATE JOURNAL EDITOR (JAZZ). The Associate Journal Editor (Jazz), a non-salaried position, appointed by and reporting to the Journal Editor (approved by the Executive Director) shall assist the Journal Editor in the solicitation, preparation and editing of jazz articles for the ITA Journal

Section 13. BOOKKEEPER. The Bookkeeper, a salaried position, appointed by and reporting to the Operations Director (approved by the Executive Director) shall be responsible for maintaining suitable records of all the Association's financial transactions.

Section 14. COMPETITIONS COORDINATOR. The Competitions Coordinator, a salaried position, appointed by and reporting to the Executive Director (approved by the ITA Executive Board) shall be responsible for the management, administration and marketing of all ITA Competitions.

Section 15. OPERATIONS DIRECTOR. The Operations Director, a salaried position, appointed by and reporting to the Executive Director (approved by the ITA Executive Board) shall assist the Executive Director in managing the operations of the association. He/She shall deputize for the Executive Director when required.

Section 16. EXECUTIVE DIRECTOR. The Executive Director, a salaried position, appointed by and reporting to the ITA Executive Board shall be responsible for the overall administration, management and development of the Association.

**Section 17. LOCAL CHAPTERS COORDINATOR.** The Local Chapters Coordinator, a non-salaried position, appointed by and reporting to the Operations Director (approved by the Executive Director) shall be responsible for the setting up and liaising with ITA-affiliated Local Chapters.

**Section 18. MEMBERSHIP MANAGER.** The Membership Manager, a salaried position, appointed by and reporting to the Operations Director (approved by the Executive Director) shall be responsible for administration and management of the ITA membership database.

**Section 19. REGIONAL REPRESENTATIVE.** The Regional Representative (state/province), a non-salaried position, appointed by and reporting to the Operations Director (approved by the Executive Director) shall assist the ITA in national efforts to develop membership, including promotion and discussion of local strategies for membership retention and recruitment

**Section 20. TROMBONE NEWS COORDINATOR.** The Trombone News Coordinator, a salaried position, appointed by and reporting to the Journal Editor (approved by the Executive Director) shall coordinate the collection and dissemination of trombone-related news in the ITA Journal, on the ITA Website and to the Trombone News email service

**Section 21. WEB ASSISTANT.** The Web Assistant, a non-salaried position, appointed by and reporting to the Webmaster (approved by the Executive Director) shall assist the Webmaster by offering technical assistance.

**Section 22. WEBMASTER.** The Webmaster, a salaried position, appointed by and reporting to the Executive Director (approved by the ITA Executive Board) shall be responsible for the preparation and maintenance of the ITA Website.

#### **ARTICLE IV – ITA EXECUTIVE BOARD**

**Section 1. GENERAL DUTIES.** The ITA Executive Board shall be responsible for the general program of activities of the Association. The ITA Executive Board shall appoint all committee and council chairs and members. Executive Board members shall have a Duty of Care, Duty of Loyalty, and Duty of Obedience to the Association. The Executive Board's key responsibilities shall be:

1. Oversee the Association's day to day operations
2. Prepare, monitor and evaluate the annual plan of the Association
3. Review and approve all policies on behalf of the Association
4. Liaise and refer matters to the advisory councils, standing committees or ad-hoc committees
5. Prepare and approve the ITA Budget, in consultation with the Executive Director
6. Determine the organization's mission and purposes
7. Select the executive director
8. Support the executive director and assess his or her performance
9. Ensure effective organizational planning
10. Ensure adequate resources
11. Manage resources effectively
12. Determine, monitor, and strengthen the organization's programs and services
13. Enhance the organization's public standing
14. Ensure legal and ethical integrity and maintain accountability
15. Recruit and orient new Executive Board members and assess Executive Board performance

**Section 2. NOMINATIONS.** One (1) member, for all elections held by the Association, shall represent the ITA Executive Board on the Governance Committee.

**Section 3. CONTROL OF FUNDS.** The ITA Executive Board shall be notified of expenditures exceeding two thousand U.S. Dollars, not provided for within the approved annual budget.

**Section 4. CONSTITUTION AND BY-LAWS.** The ITA Executive Board shall be responsible to ensure that the ITA Constitution and By-laws serve the purpose and goals of the ITA.

**Section 5. CHAIR.** The Chair of the ITA Executive Board shall chair meetings of the ITA Executive Board and the Annual General Meeting of the Association and sign all written contracts on behalf of the Association. His/her nomination must be approved by the Board of Advisors.

**Section 6. VICE-CHAIR.** The Vice-Chair of the Executive Board shall support the Chair in the fulfilment of his/her responsibilities and shall assume the role of Chair of the Executive Board in the Chair's absence. His/her nomination must be approved by the Board of Advisors.

## **ARTICLE V – DUTIES OF STANDING COMMITTEES**

### **Section 1. STANDING COMMITTEE ON AUDIT.**

#### **Standing Charge:**

The Standing Committee on Audit shall assist the ITA Executive Board with its financial oversight responsibilities of all the Association's activities.

#### **Key Responsibilities:**

- To review the ITA budget income and expenditure accounts and balances
- To recommend, for approval by the ITA Executive Board, a Certified Public Accountant to undertake an annual review of the Association's accounts and fiscal policies and procedures
- To review all grants, major capital expenditure and contracts regarding their fiscal implications
- To oversee the integrity of the Association's financial accounting process and systems of internal controls regarding finance, accounting, use of assets and to evaluate and recommend fiscal policies and procedures for approval by the ITA Executive Board
- To oversee the independence and performance of the independent auditors and staff with finance responsibilities

#### **Membership:**

The Committee shall consist of three (3) members with experience in financial management. The Secretary-Treasurer shall be a non-voting ex-officio member of the Committee. The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as to anyone in the organization. The Audit Committee has the authority to retain, at the Association's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. All members of the Audit Committee shall be free from any relationship that would interfere with the exercise of his or her independent judgment.

### **Section 2. STANDING COMMITTEE ON AWARDS.**

#### **Standing Charge:**

The Standing Committee on Awards shall oversee and facilitate the nomination, election and presentation of the ITA Award, Neill Humfeld Award for Excellence in Trombone Teaching, the Orchestra Recognition Award, the Lifetime Achievement Award and the Legacy Circle Award.

#### **Key Responsibilities:**

- To prepare the selection criteria and selection process for each award annually for approval by the ITA Executive Board
- To manage all aspects of the nomination, election and presentation process
- To recommend to the ITA President individuals or organizations the committee feels should be considered for an ITA President's Award
- To review, evaluate and recommend the Association's award policies and procedures for approval by the ITA Executive Board

#### **Membership:**

The Committee shall consist of three (3) members representing the diversity of the trombone community and the International Trombone Association. It shall include at least one (1) past winner of the ITA Award or one (1) past winner of the Neill Humfeld Award for Excellence in Trombone Teaching. An individual may not be appointed to the Committee if he/she is a current nominee for the ITA Award, Neill Humfeld Award, Lifetime Achievement Award and/or Legacy Circle Award. Should a nomination be received during his/her tenure, the committee member must resign or withdraw from consideration.

### **Section 3. STANDING COMMITTEE ON COMPETITIONS.**

#### **Standing Charge:**

The Standing Committee on Competitions shall oversee all aspects of the ITA Solo and Ensemble Competitions.

**Key Responsibilities:**

- To prepare the rules, regulations and judging procedures for each competition annually for approval by the ITA Executive Board
- To oversee all aspects of the competition process, managed by the Competitions Coordinator
- To approve a list of suitable judges for each competition
- To review, evaluate and recommend the Association's competition policies and procedures for approval by the ITA Executive Board

**Membership:**

The Committee shall consist of three (3) members and the Competitions Coordinator shall be a non-voting, ex-officio member of the Committee.

**Section 4. STANDING COMMITTEE ON GOVERNANCE.**

**Standing Charge:**

The Standing Committee on Governance shall oversee and facilitate the nomination and election for the Officers, ITA Executive Board members and Board of Advisors of the Association triennially.

**Key Responsibilities:**

- To prepare the election processes and procedures for approval by the ITA Executive Board
- To oversee and manage all election processes and procedures
- To assess the Executive Board's current composition and identify missing qualities and characteristics
- To draft a recruitment plan and continuously cultivate new prospects
- To develop job descriptions for Executive Board members
- To orient new Executive Board members and continue to educate all members of regarding their responsibilities
- To ensure that the board regularly engages in self-assessment
- To review, evaluate and recommend the Association's governance and election policies and procedures for approval by the ITA Executive Board
- To nominate a candidate for each of the positions of Chair, Vice-Chair & Secretary-Treasurer for the ITA Executive Board to be approved by the Board of Advisors.

**Membership:**

This committee shall consist of one (1) ITA Executive Board member and two (2) ITA members representing as many professional interests and as wide a geographical area as possible. An individual may not be appointed to the committee if he/she is a current nominee for an office or Board of Advisors. Should a nomination be received during his/her tenure, the committee member must resign or withdraw from consideration.

**Section 5. STANDING COMMITTEE ON THE ITA PRESS.**

**Standing Charge:**

The Standing Committee on the ITA Press shall oversee all aspects of the ITA Press

**Key Responsibilities:**

- To prepare the selection criteria and selection process for each composition annually for approval by the ITA Executive Board
- To solicit, review, and approve compositions for publication by the ITA Press
- To oversee production, distribution, marketing and pricing of all ITA Press compositions
- To distribute royalty statements and payment to composers annually
- To review, evaluate and recommend the Association's ITA Press policies and procedures for approval by the ITA Executive Board

**Membership:**

The Committee shall consist of three (3) members. The ITA Press Manager shall be an ex-officio, non-voting member of the committee.

## **Section 7. GENERAL GUIDELINES FOR ITA STANDING COMMITTEES.**

- A. **Role of Standing Committees.** Standing committees are formally constituted committees that function on an ongoing basis rather than for a finite task. ITA Standing Committees perform three main functions:
1. Preparatory work leading to an Executive Board decision, e.g. developing policy options and recommendations for the consideration by the Executive Board.
  2. Carrying out specific tasks on behalf of the Executive Board.
  3. As a training ground for future Executive Board members.
- B. **Membership.** Each committee shall be composed of three (3) persons of whom one shall be the Chair. Committee Chairs, appointed by the ITA Executive Board, shall serve a term of four (4) years. Committee members shall be appointed by the Executive Board Chair, in consultation with Committee Chairs, to four-year terms; members may serve consecutive full terms. All appointments are subject to renewal but should be considered as continuing unless notified otherwise.
- Ex-officio members participate in committee activities “by reason of office” rather than through election or appointment. The term ex-officio does not directly relate to the individual’s ability to vote. Whether an ex-officio committee member may vote is stated in the Association’s By-laws.
- C. **Role of Committee Chairs.** The duties of a Committee Chair include:
1. Working with the ITA Executive Board, committee members and other key Association staff to plan the committee’s goals and strategies.
  2. Recommending and consulting with the Executive Board Chair on committee member appointments.
  3. Leading committee meetings – fostering discussion, creative thinking, analysis and implementation of strategies to meet goals.
  4. Maintaining records and reporting on the progress of the committee.
  5. Evaluating the work performed by the committee and its members.
- D. **Committee Reports and Evaluation.** The Secretary-Treasurer is responsible for the management of committee organization and evaluation. Each Committee Chair should prepare an annual written report on the committee’s activities and present this to the Secretary-Treasurer by January 31<sup>st</sup> of each year. The report should include a general review of the committee’s actions, evaluation of the committee’s work, and recommendations for future projects. Where possible, the Committee Chair shall present the report at the ITA General Meeting.

## **ARTICLE VI – DUTIES OF ITA ADVISORY COUNCILS.**

**Section 1. ADVISORY COUNCIL ON DIVERSITY.** The Advisory Council on Diversity shall be responsible for expanding the Association’s focus to represent a more varied and broader group of trombonists.

**Section 2. ADVISORY COUNCIL ON LITERATURE.** The Council on Literature shall advise the ITA Executive Board on all matters related to trombone literature and commissions.

**Section 3. ADVISORY COUNCIL ON PEDAGOGY.** The Council on Pedagogy shall advise the ITA Executive Board on all matters related to the art and science of teaching the trombone.

**Section 4. ADVISORY COUNCIL ON PERFORMANCE.** The Council on Performance shall advise the ITA Executive Board on all matters related to trombone performance.

**Section 5. ADVISORY COUNCIL ON RESEARCH.** The Council on Research shall advise the ITA Executive Board on all matters related to research in all areas of trombone related activity.

## **Section 6. GENERAL GUIDELINES FOR ITA ADVISORY COUNCILS.**

- A. **Role of Advisory Councils.** The duties of the Advisory Councils:
1. To advise the ITA Executive Board on matters relating to the Council’s specialist field.
  2. To recommend short, medium and long-term goals and strategies for the Association.
  3. To review, evaluate and recommend policy for approval by the ITA Executive Board.
  4. To recommend one or two projects annually to develop the Association’s activities in the Council’s specialist field

- B. **Membership.** Each council shall be composed of not less than five (5) persons of whom one shall be the Chair. All members and the Chair shall be appointed by the ITA Executive Board. Council members shall be appointed to four-year terms and may serve consecutive full terms. Members should be recognized as world leaders in their specific fields.

Ex-officio members participate in council activities “by reason of office” rather than through election or appointment. The term ex-officio does not directly relate to the individual’s ability to vote. Whether an ex-officio council member may vote is stated in the Association’s By-laws.

- C. **Role of Council Chairs.** The duties of a Council Chair include:
1. Working with the ITA Executive Board, council members and other key Association staff to plan the council’s goals and strategies.
  2. Recommending and consulting with the ITA Executive Board on council member appointments.
  3. Leading council meetings – fostering discussion, creative thinking, analysis and implementation of strategies to meet goals.
  4. Maintaining records and reporting on the progress of the council.
  5. Evaluating the work performed by the council and its members.
- D. **Council Reports and Evaluation.** Each council chair should prepare an annual written report to the ITA Executive Board on the council’s activities. The report should include a general review of the council’s actions, evaluation of the council’s work, and recommendations for future projects. Where possible, the Council Chair shall present an annual report at the ITA General Meeting.

## ARTICLE VII – DUES, FEES, AND GIFTS

Section 1. ACTIVE MEMBERSHIP. The annual dues and procedure for payment thereof for active membership shall be determined and may be changed from time to time by the ITA Executive Board.

Section 2. STUDENT MEMBERSHIP. The annual dues and procedure for payment thereof for student membership shall be determined and may be changed from time to time by the ITA Executive Board.

Section 3. HONORARY MEMBERSHIP. There shall be no dues for honorary members.

Section 4. HONORARY LIFE MEMBERSHIP. There shall be no dues for honorary life members.

Section 5. PATRON MEMBERSHIP. The annual dues and procedure for payment thereof for patron membership shall be determined and may be changed from time to time by the ITA Executive Board.

Section 6. DUES. All dues shall be placed in the general fund of the Association.

Section 7. FEES. Additional fees and assessments may be made for the financing of specific projects or as admission fees to certain concerts, lectures, demonstrations, exhibits, workshops, discussion groups, and social events.

Section 8. GIFTS. The Association may accept financial or other gifts, which shall be used at the discretion of the Association for the purposes of the Association.

## ARTICLE VIII – OFFICIAL PUBLICATIONS

Section 1. INTERNATIONAL TROMBONE ASSOCIATION JOURNAL. The ITA Journal may:

1. Publish reports and attempt to standardize techniques and notations for trombone connected with new music;
2. Print scholarly articles of significant information relevant to trombone teaching and/or playing;
3. Establish a listing of playing and teaching openings;
4. Circulate news, information concerning materials, literature, scholarly work in the field, programs, recordings, mouthpieces, mutes, instruments, etc. Encourage prominent trombone teachers/ players/ historians to share their ideas in the ITA Journal;
5. Publish and review new materials, literature, and trombone related items and formulate a recommended list of trombone literature;
6. Discuss information related to early instruments and trombone doubling (bass trumpet, euphonium, etc.)

The Journal does not necessarily have to include all of the above nor is it required to include only those items listed above.

Section 2. OTHER PUBLICATIONS. Other bulletins, pamphlets, dictionaries, brochures, or books furthering the cause of the ITA and promoting the purposes of the Association, as set forth in Article II of the Constitution, may be published with the consent of the ITA Executive Board.

#### ARTICLE IX – AFFILIATED ORGANIZATIONS

Section 1. AUTHORIZATION. A group of active members of the Association, number to be determined by the ITA Executive Board, may apply in writing for authorization to organize an affiliated organization. Upon authorization, an organizational meeting with election of officers shall be held as soon as possible and an appropriate report thereof made to the Association. Upon approval of the ITA Executive Board, the group may function as an approved affiliate of the Association. Members of affiliated organizations must be members of ITA but may set their own local dues and activities.

Section 2. FUNDING. Affiliated organizations may apply to the Association for funds for the pursuit of the aims and purposes of the Association. If such funds are not used for the intended purposes within thirty (30) days, they shall forthwith be returned to the Association.

Section 3. AUTHORITY AND POWERS. The authority and powers of each affiliated organization shall be limited by the Constitution and By-laws of the Association, by the acts of the ITA Executive Board, and by the following limitations:

1. Not less than a two-thirds vote of the membership of an affiliated organization shall be required for its dissolution.
2. An affiliate charter designation is not transferable, and upon dissolution of an affiliated organization, its charter must be surrendered to the Association.
3. No affiliated organization shall have the power to contract any financial obligations on behalf of the Association.
4. All official correspondence should include the statement, “an affiliated organization of ITA.”

#### ARTICLE X – AMENDMENTS

The By-laws may be amended at any time upon approval by a majority vote of the ITA Executive Board of the Association. Proposed revisions to the By-laws of this Constitution shall be presented to (1) the ITA Executive Board Chair, and then to (2) the ITA Executive Board for final approval.

*Revised at the Meeting of the International Trombone Association Board on 9/23/2007.*