

SOUTH CENTRAL REGIONAL CONFERENCE OF THE
PIANO TECHNICIANS GUILD

BYLAWS

[Revised and ratified 7/2018]

HISTORICAL PREAMBLE

Recognizing the need for an organization which could sponsor an annual seminar for continuing education for piano technicians and desiring that such an organization be formed, representatives of various chapters of the Piano Technicians Guild met in July 1977, during the annual national Piano Technicians Guild Convention held in Dallas, Texas, to explore the possibility of establishing a Texas State Association of the Piano Technicians Guild. In October 1977, the first Texas State Association Seminar was held in Wichita Falls, Texas, at which meeting, the organization of the Texas State Association was ratified by the majority of Texas Piano Technicians Guild chapters. The Articles of Incorporation were filed with the Secretary of State of the State of Texas, and were approved in December 1984.

ARTICLE I

The name of this organization was changed from Texas State Association (TSA) to the South Central Regional Conference of the Piano Technicians Guild, Incorporated, hereinafter referred to as SCRC, a non-profit corporation under the laws of the state of Texas, ratified in October of 2007.

ARTICLE II

PURPOSE, OBJECTIVES, AND PRINCIPLES

The primary purpose of SCRC shall be to provide the management capabilities to organize and conduct a recurring conference for continuing education which shall contribute to the improvement of the technical and tuning abilities of piano technicians, attract new members to the Piano Technicians Guild, provide possibilities to start new chapters, help existing chapters to become more active, and produce publicity for the Piano Technicians Guild.

The objectives of SCRC shall be to promote the highest possible standards for piano service, and to effectively promote and improve the piano tuning and

servicing industry. SCRC shall be democratic in its government and all its functions; promote the interests of the piano technician; promote music and especially the use of the piano. The operation and function of SCRC shall not be inconsistent with the bylaws, regulations, codes and principles of the Piano Technicians Guild, Inc., hereinafter referred to as PTG.

Any subject not covered by these bylaws shall be handled in accordance with the Texas Non-Profit Corporation Act, Article 1396.

ARTICLE III

MEMBERSHIP

1. Any PTG member in South Central Region 3 in good standing who is a registrant at the SCRC conference, or is a current member of the SCRC Board, is considered a member of SCRC from the beginning of the conference at which they are registered until the beginning of the following conference.
2. A quorum shall consist of 10% of the registered membership.
3. A business meeting shall occur during the regional conference, and may occur other times during the planning period.
4. Each member of SCRC attending a business meeting shall be entitled to one vote on each matter submitted for a vote, either in person or electronically.
5. The members of SCRC shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE IV

OFFICERS

1. The elected officers of SCRC shall be President, Vice President, Secretary, and Treasurer. A conference director or consultant may be appointed if needed.
2. Elected officers may be nominated by the Nominating Committee, but must be elected in the conference business meeting.
3. Additional nominations for any officer may be made from the floor by the members.
4. All elections shall be by ballot except where there is only one nominee for an office, in which case the election may be made by voice vote or show of hands.
5. A majority vote shall be required for election to any office except that a two-thirds (2/3) vote shall be required for re-election to a third (or more) continuing term in the same office.
6. Officers, with the exception of Treasurer, shall assume office at the conclusion

of the conference at which they are elected and shall hold office, until a successor assumes office.

7. The new Treasurer shall assume office 60 days after the current conference concludes, to give the incumbent Treasurer time to finalize any outstanding financial business. They shall hold office until a successor assumes office.
8. An officer who holds an office for more than six months shall be considered to have served a full year in calculating the re-election requirements.
9. In case of a vacancy in the office of President, the Vice President shall become the President.
10. A vacancy in any other elective office may be filled for the balance of the term by appointment by the President, in consultation with the SCRC Board of Directors.
11. A candidate for any office must be contacted and consent to serve in that office before they can be elected.
12. According to the Articles of Incorporation, the initial registered agent of TSA was Dean Baker.
 - A. The registered agent was changed to: Dale E. Probst at the annual members business meeting in October 2002.
 - B. The registered agent was changed to: Steve Walthall at the members business meeting in September 2017.
13. Duties of the officers:
 - A. President
 - (1) The President shall serve as Chair of any business meeting and of the Board of Directors.
 - (2) The President shall make all non-elective committee appointments, and fill vacancies in any committee, both elected and non-elected.
 - (3) The President shall be an ex-officio member of all committees except the Nominating Committee.
 - (4) The President shall exercise a general supervision over all affairs of SCRC, including the filing of IRS tax documents each year.
 - (5) The President shall sign the contract with the proposed conference facility after the contract is reviewed by the Board of Directors.
 - B. Vice President
 - (1) The Vice President shall assist the President in the discharge of presidential duties, and in the absence or disability of the President, shall perform the duties of President.
 - (2) The Vice President shall serve as Chair of the Bylaws Committee.
 - (3) If the office of President is vacated, the Vice President shall become the President.

(4) The Vice President shall serve as a member of the Board of Directors.

C. Secretary

- (1) The Secretary shall serve as Secretary to any members business meeting and the Board of Directors, and shall be responsible for the accurate production of minutes of all meetings.
- (2) The Secretary shall maintain a current copy of the SCRC Bylaws.
- (3) The Secretary shall keep a permanent file of correspondence, brochures, newsletters, and other papers, which may be delivered to them from time to time by the officers and committees.
- (4) The Secretary, in cooperation with the Treasurer, shall serve as Registrar for the regional conference.
- (5) The Secretary shall submit a request to the South Central Regional Vice President within 60 days after the conference site has been chosen, for PTG approval of the date of the conference.
- (6) The Secretary shall serve as a member of the Board of Directors.

D. Treasurer

- (1) The Treasurer shall maintain current true and accurate financial records with the full and correct entries made with respect to all financial transactions of SCRC, including all income and expenditures, in accordance with generally accepted accounting practices.
- (2) The Treasurer shall make disbursements as authorized at the members business meeting or by the Board of Directors.
- (3) The Treasurer shall select a financial institution in which to place all SCRC funds. All accounts into which SCRC funds are placed shall be fully insured by the FDIC, or the FLIC, or the SIPC, or the NCUA.
- (4) The Treasurer shall be bonded in the amount of money for which s/he is caretaker.
- (5) The Treasurer shall prepare a financial report to be presented at the members business meeting and shall provide current SCRC financial status as requested.
- (6) The Treasurer shall file appropriate income tax documents with the IRS each and every year.
- (7) The Treasurer shall assist the Secretary with the conference registration.
- (8) The Treasurer shall serve as a member of the Board of Directors.

ARTICLE V

THE BOARD OF DIRECTORS

1. The elected officers of SCRC shall comprise the Board of Directors along with the current Regional Vice President (RVP) of the South Central Region. The RVP shall be a voting member of the Board.
2. The duties of the Board of Directors shall be to administer the business of SCRC in conformity with the SCRC Bylaws and exercise general supervision over all SCRC affairs.
3. The Board of Directors shall meet at the time of the regional conference, and be in regular contact throughout the planning period. If possible, a mid-year board meeting should be at the site of the next conference.
4. The Board of Directors may meet in person more often if urgency or business requires a special meeting.
5. Board members shall not receive any compensation for services as either officers or board members.
6. Board members shall be reimbursed for reasonable, necessary expenses incurred in the performance of properly authorized SCRC business, and shall present all requests for reimbursements at least within two months following the conclusion of the conference.
7. A quorum of the Board of Directors shall be three members.
8. The President shall serve as Chair of the Board of Directors.

ARTICLE VI

COMMITTEES

1. SCRC may have the following committees:
 - Nominating Committee
 - Bylaws Committee
 - Awards Committee
2. All committees except the Nominating Committee shall be appointed by the President in consultation with the Board of Directors.
3. Special committees may be formed by a members business meeting or by presidential appointment. Such committees shall have their formation reviewed each year at a members business meeting.
4. All committees, unless otherwise provided in the Bylaws, shall be composed of at least three members.
5. Committee members shall receive no remuneration for their services but may be reimbursed for reasonable, necessary expenses incurred in the performance of

properly authorized SCRC business, and shall present all requests for reimbursements to the Treasurer at least within two months of the conclusion of the conference.

6. Duties of committees:

A. The Nominating Committee elected at a business meeting, shall serve for the ensuing time period through the next conference, and shall select their own Chair immediately following the election. They shall nominate a candidate for each office after contacting each candidate concerning their willingness to serve.

B. Bylaws Committee:

(1) The Bylaws Committee shall consult with any member or members wishing to amend the Bylaws, and present to the Board of Directors and then to a members business meeting, any resolutions to amend the Bylaws, together with their recommendations to adopt or reject the proposed amendment, with full reasons assigned.

(2) The Bylaws Committee shall make a biennial review of the Bylaws and recommend changes, as necessary, to the Board of Directors and then at a members business meeting.

(3) The Bylaws Committee shall execute changes in the Bylaws as directed by a members business meeting, and the Secretary shall post the new changes to the region.

C. Awards Committee:

(1) This committee may select the recipient(s) of the "Jimmy Gold Award", named after the man who began this regional conference. It will recognize individuals who have made outstanding contributions to this region.

(2) The committee may select the recipient(s) of the "Dale Probst Award", which recognizes excellence in teaching within the region.

(3) The award(s) shall be presented at the discretion of the Awards Committee.

ARTICLE VII

FINANCIAL POLICIES

1. Proceeds from SCRC are to be deposited into the SCRC treasury.
2. The fiscal year of SCRC shall be from January 1 through December 31.
3. All accounts into which SCRC funds are placed shall be fully insured by the FDIC, or the FSLIC, or the SIPC, or the NCUA.

4. All SCRC funds will accrue to the Conference and shall not be divided with or among chapters, individuals, or other entities.
5. No part of SCRC funds shall insure to the benefit of or be distributed to any officer or private individual except that reasonable compensation may be paid for services rendered to or for the organization effecting one of its purposes.
6. All expenditures shall be reviewed by the Board of Directors at a members business meeting.
7. The following expenses may be paid for SCRC officers at the conference or at a mid-year board meeting: registration, banquet ticket, room expense (not including room service), and travel to and from the conference.
8. Spouses of SCRC officers attending the conference may be required to pay for registration and banquet tickets.
9. Mileage rates for those traveling by car whose expenses are paid by SCRC shall be concurrent with IRS Rules.
10. There shall be at least two signers of the signature card(s) at the financial institution(s) in which SCRC funds are deposited. Either signer may sign checks or other papers giving access to funds. One signer shall be the Treasurer and the other shall be the President.
11. To protect the solvency of SCRC and ensure its ability to carry out its objectives, an Emergency Reserve fund shall be established in the amount of \$5000.00. This fund is intended as a "safety net" for genuine emergencies. It shall be used at the discretion of the SCRC Board of Directors and in accordance with the SCRC Bylaws.

ARTICLE VIII

THE REGIONAL CONFERENCE FOR CONTINUING EDUCATION

1. SCRC may conduct a recurring conference for continuing education located within the South Central Region 3.
2. In the event that it is not possible to conduct a regular conference, or if it is needed, the members may meet during the year to conduct the business of SCRC.
3. A business meeting of SCRC members shall be held during the SCRC conference. Failure to hold the meeting at the designated time shall not cause dissolution of the corporation.
4. The regional conference shall be conducted in accordance with the purposes of SCRC as outlined in the Bylaws.
5. The SCRC Board of Directors shall have complete responsibility for planning and conducting the regional conference.

ARTICLE IX

PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order Newly Revised shall be the rule of SCRC in all cases not specifically covered by these bylaws or other SCRC rules or documents.

ARTICLE X

BYLAWS AMENDMENTS

1. The SCRC Bylaws may be amended at any members business meeting by 2/3 vote of the members in attendance, or by electronic means.
2. Amendments may be proposed to the Bylaws Committee by any member of SCRC.
3. Proposed amendments must be submitted in writing or by electronic means, with supporting arguments, to the Chair of the Bylaws Committee no later than 45 days prior to the voting meeting.
4. The Bylaws Committee shall process the proposed amendments in accordance with the duties of that committee and submit them with recommendations to the Board of Directors.
5. The Board of Directors shall send electronic or mailed copies of any proposed Bylaws changes to the members at least 30 days prior to a members meeting.
6. Emergency Provision: Any exception to the procedure for giving notice of proposed amendment(s) to the Bylaws must first be approved by a majority of the Board of Directors. The amendment(s) may be presented to the members in person or electronically. A 2/3 vote of the members in favor of considering the amendment(s) shall be required, before it may be placed on the "floor" for debate and vote. A 3/4 vote, in person or electronically, shall be required for adoption of the amendment(s).