

By-Laws for AGMA Arizona Local #A440

ARTICLE I: Meetings

Section 1: Quorum. A quorum shall be necessary for all meetings of the membership. A quorum shall consist of not less than fifty percent (50%) of all members in good standing. A quorum must be present from the beginning of the meeting to the conclusion of same. A member may be present in person, by proxy (original or facsimile), or by teleconference. If no quorum is present, the presiding officer shall adjourn the meeting to a day and hour fixed by him not later than fifteen (15) days distant. If no quorum at the adjourned meeting, further adjournments may continue as directed by the presiding officer until a quorum is obtained. Any meeting held at any adjourned date at which a quorum is present shall have the same effect as if held on the date originally set.

Section 2: Organization. At all meetings of AGMA ARIZONA A440, the Steward, or in absence of the Steward the Phoenix Vice-Steward, or in his absence the Tucson Vice-Steward, or in his absence the Secretary/Treasurer, or in his absence the member-at-large or his delegate shall act as Chairman. The Secretary/Treasurer or his delegate shall act as Secretary of the meeting.

ARTICLE II: Executive Committee

Section 1: Meetings. At least three (3) quarterly meetings of the Executive Committee shall be held. Additional meetings may be called at any time upon the written request of the Steward, either Vice-Steward, or three (3) members of the Executive Committee. Not less than twenty-four (24) hours notice shall be given of the said meeting.

Section 2: Delegation of Duties. The Executive Committee shall have the power to assign duties to individual members or committees as necessary to fulfill AGMA ARIZONA A440's goals. Any duties or assignments so assigned or delegated may be withdrawn by decision of a majority of the Executive Committee.

Section 3: Vacancies. The Executive Committee shall have the power to fill any vacancy occurring in the Executive Committee, and such appointee shall hold office until the next regular election.

Section 4: Quorum. A quorum of the Executive Committee shall consist of three (3) members thereof. Members may be present by proxy or teleconference.

Section 5: Indebtedness and Expenditures. No indebtedness shall be incurred except by the Executive

Committee or by its authorization. The Executive Committee shall have the power to define the purposes for which expenditures may be made or indebtedness incurred.

Section 6: Removal. A call for the removal of the Executive Committee may only be initiated by petition signed by at least twenty-five percent (25%) of the active members in good standing and filed with the Steward or Secretary/Treasurer. Said petition shall be voted upon in a mail referendum of the membership ordered by the Executive Committee within forty-five (45) days of the receipt of the petition under rules and regulations prescribed by it. Said petition for recall and removal shall be effected by an affirmative vote of the majority of the active members in good standing voting thereon. Said petition for recall shall state the reasons therefor, and together with a statement by the Executive Committee member involved (not to exceed one thousand words) shall be sent to each active member in good standing. The office of such officer or Board member so removed shall be considered vacant and shall be filled in such manner as is provided for the filling of vacancies.

Section 7: Minutes. The Executive Committee shall keep written minutes of all its meetings, said minutes to be prepared by the Secretary/Treasurer or his delegate.

ARTICLE III: Officers

Section 1: Number and Designations. The Officers shall be those stated in the Constitution. All officers must be active members in good standing of both AGMA and AGMA ARIZONA A440.

Section 2: Steward. The Steward shall be the first Executive Officer of AGMA ARIZONA A440, and the principal AGMA delegate and AGMA A440's liaison between both AGMA and the Arizona Opera Company (AOC). The Steward shall preside at meetings of AGMA ARIZONA A440 and of the Executive Committee, and shall perform such duties as from time to time the Executive Committee may determine. The Steward, at the time of election, shall have served at least one (1) term as Vice-Steward of either Phoenix or Tucson.

Section 3: Vice-Steward. The Phoenix and Tucson Vice-Stewards shall be residents of the respective city from which they are elected. The Vice-Stewards shall monitor contract compliance by all parties in their respective cities and shall have such other powers and perform such duties as the Executive Committee from time to time may determine. Should the Steward be absent or unable to act, the Phoenix Vice-Steward shall discharge the duties of the Steward. Should the Phoenix Vice-Steward be absent or unable to act, then the Tucson Vice-Steward shall act in his place, or shall appoint a delegate to so act.

Section 4: Secretary/Treasurer. The Secretary/Treasurer shall have charge of all funds, securities, receipts, and disbursements of AGMA ARIZONA A440. He shall deposit all monies to the credit of AGMA ARIZONA A440 in such banks and trust companies as the Executive Committee may designate, and shall disburse the same by such means and in such manner as the Executive Committee may direct. The Executive Committee shall determine what bond, if any, shall be given by him. The Secretary/Treasurer shall pay no bills unless they are properly certified as directed by the Executive Committee.

The Secretary/Treasurer shall record and keep the minutes of the meetings of the AGMA ARIZONA A440 membership and the Executive Committee. He shall safely keep the books, papers and other records of AGMA ARIZONA A440, and he shall have such other powers and perform such other duties as the Executive Committee may, from time to time, determine.

Section 5: Member-at-Large. The Member-at-Large of the Executive Committee shall have such powers and perform such duties as the Executive Committee may, from time to time, determine. The election to office of the Member-at-Large shall differ from the other officers in the following way; the Member-at-Large shall be elected from whichever city has minority representation on the Executive Committee. If there is not a distinct minority, or if no one city holds a distinct majority, the Member-at-Large will be elected from whichever city did not have such representation the previous year.

ARTICLE IV: Contracts

No agreement, contract or obligation involving the payment of money or the credit or liability of AGMA ARIZONA A440 shall be made unless the same be authorized and directed by the general membership of AGMA ARIZONA A440, and duly entered in the minutes of the meeting where such authorization was granted.

ARTICLE V: Initiation Fee and Dues

Section 1: Payments. Any and all initiation fee, dues, assessments or other money payments required of a member, and the time of payment or waiver thereof, shall be determined by the AGMA ARIZONA A440 membership. Such fees, dues, and/or assessments shall be in addition to those monies due pursuant to AGMA membership.

Section 2: Delinquencies. Failure of any member to pay AGMA ARIZONA A440 any dues owing to it on the due date shall make the person so failing a delinquent member and should said delinquency continue for a period of ninety (90) days, said member shall be notified that he is no longer considered an active member in good standing.

ARTICLE VI: Committees

Section 1: Standing Committees. The standing committees of AGMA AGMA A440 shall be the Executive Committee, the Finance Committee, the Membership Committee, and the Education Committee.

Section 2: Other Committees. The Executive Committee may elect to form any other committees which it may deem necessary at any given time.

ARTICLE VII: Amendments

The AGMA ARIZONA A440 membership may amend these By-Laws by a two-thirds (2/3) vote of the active members in good standing present and voting. Any proposed amendment shall be reduced to writing and be acted upon. No action shall be taken unless twenty (20) days shall have elapsed since the amendment was proposed and notice of same given to the AGMA ARIZONA A-440 membership, unless the Executive Committee by unanimous consent of those present shall otherwise order. Such changes in the By-Laws shall be disseminated to the AGMA ARIZONA A440 membership within twenty (20) days of adoption by the Executive Committee.

ARTICLE VIII: Referendum Voting

The AGMA ARIZONA A440 membership may at any time propose amendments or revisions to the organizational structure by way of referendum. Any proposed amendment or revision shall be presented to the Executive Committee in writing and accompanied by the endorsement of at least forty percent (40%) of the members in good standing. Such referenda items shall be presented for vote to the membership within sixty (60) days from the date of presentation to the Executive Committee.

ARTICLE VIII: Rules of Order

The rules of order shall be governed by the latest edition of "Robert's Rules of Order".

ARTICLE IX: Definition of Active Member in Good Standing

An active member in good standing for the purpose of ARTICLE IV of the Constitution shall be any member who meets the requirements of that ARTICLE, who is an active member in good standing of AGMA (as defined by that entity), and who has not been delinquent in payment of his dues due and owing to AGMA ARIZONA A440 for a period of more than ninety (90) days at voting time, at the time of his nomination, election or during his continuance in office or service.
