

# Bylaws of The College Music Society

## I.

*Nature and Fiscal Year of the Society* — The Society shall be a non-stock corporation having a fiscal year from August 1 through July 31.

## II.

*Purposes* — The particular business and objectives of the Society be educational and professional, and shall be devoted to the general interests of music in colleges and universities. Its primary purposes shall be (1) to gather, consider, and disseminate ideas on the philosophy and practice of music as an integral part of higher education, and (2) to increase communications among the various disciplines of the music profession. No part of the net earnings of the Society shall inure to the benefit of any individual. The Society shall not participate or intervene in any political campaign on behalf of any candidate for public office.

## III.

*The Executive Committee* — The Executive Committee shall function as the operating committee of the Society and shall (1) implement the policy decisions of the Board of Directors; (2) have control and management of the affairs and funds of the Society between meetings of the Board of Directors; and (3) conduct the business of the Society. The Executive Committee shall be responsible to the Board of Directors. A quorum of the Executive Committee shall be four. In case of necessity, the members may communicate their votes on any matter by mail, telephone, or electronic media.

## IV.

*Officers* — Officers of the Society, their functions, and the manner of their election or appointment shall be as follows:

1. *Past President.* The Past President shall serve in this capacity automatically at the end of her/his term(s) of office as President. She/He shall serve as advisor to the President and dis-

charge any functions which may be appropriate to the office. She/He shall serve a one-year term. Upon completion of her/his term of office, she/he shall automatically become a permanent member of the Council of Past Presidents.

2. *President-Elect.* The President Elect shall automatically succeed to the office of the President at the end of her/his one-year term. She/He shall assist the President as requested and shall be a voting member of the Executive Committee.
3. *President.* Executive authority of the Society shall be vested in the President. The President shall preside at meetings of the Society, the Council of Past Presidents, the Board of Directors, and the Executive Committee. She/He shall appoint all committees with the concurrence of the Board of Directors, and shall be *ex officio* a voting member of all committees except the Nominations Committee. The President shall serve as a signator of the accounts of the Society. The President shall discharge other such functions as are customarily associated with the office.
4. *Vice-President.* The Vice-President shall discharge the functions of the President in case of the latter's disability or absence or at the latter's request, and serve in various capacities which may be appropriate to the office and the Society. The Vice-President shall also have responsibility for membership and chapter development and coordination and shall serve as chair of the Council of Presidents of Regional Chapters. Beginning in 2001, the Vice-President is elected for a three-year term.
5. *Secretary.* The Secretary shall be responsible for the documentation of the proceedings of the meetings of the Society. The Secretary shall take minutes of the meetings of the Board, Executive Committee, Council of Presidents of Regional Chapters, Publications Committee, and of the annual membership meeting. Beginning in 1999, the Secretary is elected for a three-year term.
6. *Treasurer.* The Treasurer shall be responsible for the funds of the Society. She/He shall be bonded in an amount determined by the Executive Committee. The Treasurer shall present a report at the annual membership meeting of the Society and shall make other reports as the Executive Committee may direct. The Treasurer shall prepare the proposed annual budget and arrange for the yearly audit by an outside agency in consultation with the Executive Director. The Treasurer shall be a signator of the accounts of the Society and shall serve as the chair of the Finance Committee. Beginning in 2000, the Treasurer is elected for a three-year term.
7. *Other Members of the Board.* The areas of composition, ethnomusicology/world music, music education, music in general studies, musicology, performance, and theory will be

represented on the Board of Directors. The Board Members shall represent the interests and concerns of their areas of expertise. They shall advise and assist the Executive Committee concerning the operations of the Society.

8. *Election or Appointment.* Voting for the Board of Directors and for the members representing the various disciplines shall be by the full membership of the Society. The officers and Board Members shall be elected by mail ballot not less than ten days before the annual membership meeting of the Society and shall serve until January 1 of the year following the election of their successors. Election shall be by individual ballot, and a majority of the ballots cast shall be requisite for election. Vacancies among the officers arising between annual membership meetings shall be filled by the Executive Committee.

V.

*Executive Director.*

1. The Executive Director shall be the chief staff officer of the Society and shall be compensated as a full-time employee. Acting on the authority of the Executive Committee, the Executive Director shall operate the National Office and shall act as the archivist for all records of the Society.
2. Acting on the authority of the Executive Committee, the Executive Director shall conduct the daily business, maintain membership rosters, assist officers and committees, conduct correspondence, issue publications, and perform other duties for the Society as requested by the President.

The Executive Director shall notify the members of the Society of the date and place of annual membership meetings not less than sixty days in advance, and shall notify all members of the Executive Committee, Board of Directors, and all committees of the date and place of their meetings.

The Executive Director shall notify all members of the Society of the procedures for and results of elections or appointments of officers.

3. The Executive Director, in consultation with the presiding officer, shall prepare the agenda for meetings of the Executive Committee, Board of Directors, Council of Past Presidents, Council of Presidents of Regional Chapters, and committees of the Society.

The Executive Director shall prepare for the annual national meeting and shall oversee the preparation of the meetings of Regional Chapters.

4. The Executive Director shall maintain the financial records of the Society, and shall assist the Treasurer with preparation of the annual audit and the proposed budget.

The Executive Director shall maintain the membership records of the Society and shall bill and receive all payments of dues.

The Executive Director shall be bonded in an amount determined by the Executive Committee and shall serve as a signator for the accounts for the Society.

5. The Executive Director shall establish liaison with education, business, and governmental organizations and shall represent the Society at meetings in consultation with the Executive Committee.

The Executive Director shall answer inquiries about membership in the Society and about the services and products it offers.

6. The Executive Director shall attend the meetings of the Executive Committee, Board of Directors, Council of Past Presidents, Council of Presidents of Regional Chapters, and, by invitation, other committees of the Society.
7. The Executive Director shall be appointed by the Executive Committee with concurrence of the Board of Directors and shall be subject to annual review by the Executive Committee.

## VI.

*The Board of Directors* — The functions, composition, and procedures of the Board of Directors shall be as follows:

1. **Functions.** The Board of Directors shall determine the general policies of the Society and shall carry out its general purposes. The Board shall manage the property and financial affairs of the Society with power to accept gifts made to the Society, construe the Bylaws, and provide for publications. It may delegate its functions from time to time in whole or in part to the Executive Committee and may revoke such delegation. The Executive Committee shall at all times be ultimately responsible to the Board of Directors.
2. **Composition.** The Board of Directors shall consist of twelve members (including the five officers who are members *ex-officio* of the Board of Directors with full voting rights).

3. Procedure. At meetings of the Board of Directors procedures in voting and otherwise shall be such as the Board of Directors itself prescribes. A quorum of the Board of Directors shall be eight. No absentee or proxy voting shall be permitted at meetings of the Board of Directors.
4. Meetings. The Board of Directors shall meet at least once annually, and the Executive Committee shall meet at least twice annually.

*The Councils* — There shall be the following Councils of the Society, which shall serve in an advisory capacity to the President and the Board:

1. Council of Past Presidents.
2. Council of Presidents of Regional Chapters, chaired by the Vice-President.

Advice generated from the annual meetings of the Council of Presidents of Regional Chapters shall be conveyed by the Vice-President to the President and the Board of Directors.

## VII.

*Members, Membership Dues, and Meetings of the Society* — Membership in and meetings of the Society are regulated by the following provisions:

1. *Membership.* The members of the Society shall have exclusive voting power at meetings of the Society. Membership shall be individual, not institutional, and shall be open to persons interested in furthering the purposes of the Society. Membership in the Society shall be without regard to race, creed, sex, or national origin. Application shall be made to the Executive Director of the Society. Membership dues are based on a twelve-month period.
2. *Annual Dues.* Annual dues in an amount to be established by the Board of Directors shall be paid by each member. The Executive Director shall each year send notice of dues payable. Any member not properly paying her/his dues may be suspended from membership in the Society.
3. *Meetings.* There shall be an annual meeting of the membership of the Society at a time and place fixed by the Executive Committee. Special meetings may also be held at places and on

dates fixed by the Executive Committee. The Executive Director shall, not less than sixty days before the date set for each annual meeting nor less than thirty days before a special meeting, mail written notice of the meeting to each member at her/his address as it appears upon the books of the Society. A quorum of the Society at any meeting whether annual or special shall be twenty-five voting members.

4. *Adjournment.* Any meeting of the members may be adjourned to any other place by the members present or represented at the meeting, although fewer than a quorum, or by any officer entitled to preside or to act as Secretary of such meetings, if no member is present. It shall not be necessary to notify any member of any adjournment. Any business which could have been transacted at any meeting of the members as originally called may be transacted at any adjournment thereof.
5. *Votes.* At all meetings of the members, those entitled to vote shall have one vote each.

VIII.

*Committees*

1. Members of committees shall be appointed by the President with the concurrence of the Board of Directors. *Ad hoc* committees may be established, appointed, or dissolved either by the Board of Directors or by the President with the concurrence of the Board of Directors.

IX.

*Amendments*

1. Amendments to the Bylaws may be proposed by a member of the Board of Directors or by any group of five voting members of the Society. Proposed amendments shall be circulated to the members of the Board of Directors at least one month in advance of a Board meeting at which they are to be considered.
2. An amendment to the Bylaws must be approved by three-fourths of the members of the Board of Directors.

X.

*Chapters* — Members of chapters shall pay annual national dues to which may be added the amount of local chapter dues, if any exist. Chapter members must maintain national membership in order to qualify for chapter membership.

XI.

*Dissolution* — In case of dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation pursuant to those provisions consistent with the law regarding the distribution of assets of a nonprofit corporation upon dissolution.