

# THE SOCIETY FOR MUSIC THEORY 2007 BYLAWS

## I.

### **Name, Nature, and Fiscal Year of the Society.**

The name of this organization shall be The Society for Music Theory. The Society shall be a not-for-profit corporation having a fiscal year from January 1 through December 31.

## II.

### **Purposes and Activities of the Society.**

The object of the Society shall be the advancement of teaching and research in all the various fields of music theory.

The activities of the Society shall not be pursued for profit to such an extent as to constitute a business. No part of the earnings of the Society shall be used to the benefit of any officer or employee of the Society or any other individual, except as reasonable compensation for goods or services required by the Society in pursuing its activities. No part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Society shall not participate or intervene in any way in political campaigns on behalf of candidates for public office, nor shall any part of the earnings of the Society be used to the benefit of any organization that engages in such activities.

## III.

### **Management of the Society.**

The Executive Board, comprising the Officers, Members-at-Large, and the Executive Director, designated in Section IV of the Bylaws, shall function as the operating committee of the Society and shall have control and management of the affairs and funds of the Society. The duties of the Executive Board shall be:

1. To call meetings of the Society.
2. To prepare the agenda for such meetings.
3. To order the taking of votes when such action shall be necessary or advisable.
4. To oversee the collection of dues from the members of the Society.
5. To cause the Treasurer's accounts to be audited.
6. To supervise the publications of the Society.
7. To prepare the Society's reports.
8. To oversee the affairs of the Society and to execute its decisions.

A quorum of the Executive Board shall be a majority of its voting members. In case of necessity, the members may communicate their votes on any matter by mail, telephone, or other electronic means.

The Executive Board shall constitute the Board of Directors of The Society for Music Theory, Incorporated. The President of the Society shall serve as Chair of the Board of Directors.

## IV.

### **The Executive Board of the Society.**

The Executive Board shall consist of a minimum of ten members including the Officers, the Members-at-Large, and the Executive Director. Their duties shall be as follows:

1. The **President** shall carry out the policies of the Executive Board and shall preside at all meetings of the Society and the Executive Board. The President, with the advice of the Executive Board, shall appoint all members of committees and shall

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be a member *ex officio* of all standing committees. The President shall represent the Society in its relations with other organizations and agencies. The President shall discharge such other duties as are customarily associated with the office.

2. The **Vice-President** shall assist and advise the President and shall discharge the duties of the President in case of the latter's absence or disability, or at the latter's request. The Vice-President shall perform other duties appropriate to the office.

3. The **Secretary** shall take the minutes of all meetings of the Society and the Executive Board. The Secretary shall conduct its correspondence, shall supervise the balloting and tally the results of Society elections, and shall perform other duties appropriate to the office. The Secretary, with the consent of the Executive Board, may delegate various duties of his or her office to the Executive Director.

4. The **Treasurer** shall maintain accurate and timely records of the Society's income from all sources and its expenses. The Treasurer shall collect revenues and other monies and shall deposit them in the name of the Society. The Treasurer shall be authorized to disburse funds and pay all bills on behalf of the Society. With the authorization of the Executive Board, the Treasurer shall invest any funds not needed for current disbursements. The Treasurer, with the consent of the Executive Board, may delegate various duties of his or her office to the Executive Director, including the authority to disburse funds in the name of the Society. The Treasurer shall make a financial report to the Society at the Annual Meetings, shall file any financial reports required by government agencies, and shall prepare any other reports as the Executive Board may direct.

5. The **President-Elect** shall assist and advise the President and shall perform other duties appropriate to the office.

6. The **Past President** shall assist and advise the President and shall perform other duties appropriate to the office.

7. Six **Members-at-Large** of the Executive Board shall assist, advise, and otherwise cooperate with the officers designated above and shall maintain general contact with the members of the Society.

8. The **Executive Director** of the Society shall be appointed by the President with the approval of the Executive Board. The Executive Director is responsible for the general administration of the Society's affairs and shall perform such duties as determined by the Executive Board under terms and conditions specified in writing by the Executive Board and accepted in writing by the Executive Director. The Executive Board may, in its sole discretion, authorize and empower the Executive Director to sign contracts on behalf of the Society. The Executive Director is a non-voting member of the Executive Board.

### V.

#### Election and Terms of Office of the Executive Board.

1. The Nominating Committee shall provide a list of candidates for the positions of President, Vice-President, and Member(s)-at-Large. For the positions of Secretary and Treasurer, the Executive Board shall draw up a list of candidates. In all cases, at least two candidates shall be proposed for each vacant position on the Executive Board.

2. All members of the Executive Board, with the exception of the Executive Director, shall be elected by the members of the Society and shall have voting privileges in matters that come before the Executive Board.

3. Elections to the Executive Board may be conducted by any suitable means. Ballots shall be sent to the members of the Society sufficiently in advance so that the results of the election can be announced at the Annual Meeting. Terms for all members of the Executive Board shall begin at the conclusion of the Annual Meeting.

4. The President shall be elected one year prior to the time at which he/she assumes office, during which year he/she shall serve as President-Elect. The President shall serve for a term of two years. Upon the completion of that term, the President shall assume the office of Past President and shall serve in that office for a term of one year.

5. The Vice-President shall be elected for a term of two years and shall take office at the same time as the President.

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6. The Secretary and Treasurer of the Society shall be elected for terms of four years. The Members-at-Large shall be elected for terms of three years.
7. No more than four members of the Executive Board shall be elected in any one year.
8. No member of the Executive Board shall hold the same office for more than two consecutive terms.
9. Vacancies among members of the Executive Board shall be filled by appointment by the Executive Board for the period of the unexpired term.

### VI. Membership in the Society.

Membership in the Society, in classifications of membership established by the Executive Board, shall be open to all persons interested in any aspect of music theory. The rates and schedule for payment of membership dues shall be determined by the Executive Board. Anyone whose dues payment is current shall be considered a member in good standing of the Society.

### VII. Meetings of the Society.

There shall be an Annual Meeting of the members of the Society at a time and place fixed by the Executive Board. The Annual Meeting shall include a program of scholarly presentations, related professional events, and a Business Meeting of the members of the Society. The Secretary shall send written notice of each meeting to members of the Society at least 30 days before the date set for the meeting. A quorum at all Business Meetings shall be twenty-five voting members. The rules contained in the latest edition of *Roberts' Rules of Order* shall govern procedure at the Business Meetings of the members, except in cases where they are inconsistent with the Bylaws of the Society. Members in good standing of the Society shall have voting power at Business Meetings of the members of the Society and shall have one vote each. Members may vote by mail or other suitable means on matters specifically designated by the Executive Board.

### VIII. Committees of the Society.

Standing committees of the Society shall include the following:

1. The **Nominating Committee** shall present a slate of candidates for the Society's annual election of officers and members of the Executive Board in accordance with Section V of the Bylaws.
2. The **Publications Committee** shall supervise the print and electronic publications of the Society.
3. The **Program Committee** shall prepare the program of papers, presentations, performances, and other activities at the Society's Annual Meetings.
4. The **Local Arrangements Committee** shall supervise the planning and arrangements for the Society's Annual Meetings.

The Executive Board may create additional standing committees, ad hoc committees, or other positions to serve the needs and interests of the Society. The Executive Board may, at its discretion, move to dissolve any Committees not enumerated in the Bylaws. The dissolution of such Committees designated as Standing Committees of the Society shall further require a two-thirds vote of the voting members present at a Business Meeting of the Members of the Society. The secretary shall inform the membership of any such votes at least 30 days in advance.

Appointments to all committees and positions shall be made by the President in consultation with the Executive Board.

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The Executive Board shall define the terms of office and duties of all committees and positions.

Members of such committees and holders of such appointive positions may serve as consultants to the Executive Board, but shall have no vote at Board meetings unless they are members of the Executive Board.

The Executive Board shall inform the Society of the membership, terms of appointment, and activities of all committees through the Society Newsletter, Website, or other suitable means.

**IX.  
Publications of the Society**

The Executive Board shall have the power to sanction various official publications of the Society. Editors of Society publications shall be chosen by the Executive Board in consultation with the Publications Committee. Editorial boards for Society publications will be appointed by the President in consultation with their respective Editors and the Publications Committee.

Continuing publications, such as *Music Theory Spectrum*, *Music Theory Online*, and the Society Newsletter, shall be published according to a schedule determined by the Publications Committee. The Newsletter shall publish information regarding the Annual Meetings of the Society. The Newsletter shall publish calls for nominations for officers and Society awards, notice of all official awards given by the Society, and other notices of interest to the membership.

**X.  
Amendments to the Bylaws.**

The Bylaws may be amended at any Business Meeting of the members of the Society by a two-thirds vote of the voting members present. Amendments to the Bylaws may be proposed by any group of five or more members of the Society. The Secretary shall circulate any proposed amendments to the members of the Society at least thirty days in advance of the meeting at which they are to be considered.

**XI.  
Dissolution of the Society.**

In case of dissolution of the Society, any assets remaining after the settlement of its obligations shall be disposed of at the discretion of the Executive Board, provided that such disposition of remaining assets shall be for charitable or educational purposes only.