

## **American Musical Instrument Society Bylaws**

### **Article I Purpose**

The purpose of The American Musical Instrument Society, Inc., is to promote the knowledge of all aspects of musical instruments, particularly pertaining to the collecting, history, performance on, use, construction and restoration of musical instruments of all ages and all peoples.

### **Article II Membership**

The classes of membership shall be: Regular Membership, Joint Membership (two members in the same household), Institutional Membership, Honorary Membership. The Board of Governors is authorized to create Contributing and Sustaining Memberships at its discretion.

Any person who is interested in the purpose of the Society may become a Regular Member (or Contributing or Sustaining Member, if such there be) upon application to the Treasurer and payment of dues. Such members shall enjoy full and equal privileges.

Any organization may become an Institutional Member by payment of dues, but its representative shall not be entitled to vote or hold office unless he or she is also a dues-paying individual member.

The Board of Governors may from time to time confer Honorary Membership but such members shall not pay dues, vote or hold office unless they shall also be Regular, Contributing or Sustaining Members.

### **Article III Board of Governors**

The control and management of the Society shall be vested in a Board of Governors which shall comprise the four elected officers and eleven additional governors.

The Editors of the Society's publications and such other officers as the Board of Governors may appoint (for instance: Membership Registrar, Assistant Treasurer, Assistant Secretary, etc.) and chairmen of standing committees shall be advisory members of the Board but shall not be entitled to vote on Board matters.

Specific duties of the Board of Governors shall include: (a) Filling of vacancies on the Board or among the elected officers; (b) Appointment of an Executive Committee; (c) Providing for an annual audit of the books of account of the Society; and (d) Appointment of Membership Registrar and of such other officers as may, from time to time, be needed.

### **Article IV Officers**

The elected officers of the Society shall be: President, Vice-President, Secretary, and Treasurer.

The officers shall carry out the duties normally incident to their offices as defined and modified from time to time by the Board of Governors.

The President shall preside at all meetings of members of the Board of Governors and of the Executive Committee. Excepting the Executive Committee, the President shall appoint all committees with the advice and consent of the Board and shall serve *ex officio* as a full voting member of such committees.

The Vice-President shall, in the absence or disability of the President, preside at meetings and assume the other functions of the President.

The Secretary shall keep the minutes of meetings of members and of the Board of Governors. The Secretary shall issue notices and have custody of the seal, minute book and records.

The Treasurer shall keep the accounts of the Society and shall submit a balance sheet and statement of revenue, contributions and expenses to the Board of Governors annually and at other times on request. The Treasurer shall keep the accounts in a form that will readily provide data necessary for preparing reports to the Internal Revenue Service and to the appropriate regulatory agencies of New York State.

In addition to the elected officers, the Board of Governors shall appoint a Membership Registrar and such other officers as may, from time to time, be needed. These officers shall be members of the Society. They shall serve at the pleasure of the Board.

The Board of Governors may, at its pleasure, appoint as many as three Corresponding International Members of the Board, serving staggered three-year terms. Corresponding International Members shall have the same voting rights as other members of the Board of Governors.

## **Article V      Elections**

The President and Vice-President shall each be elected for a single term of three years. They may serve again after an interval of three years.

The Secretary and Treasurer shall be elected for terms of two years and may be re-elected.

Governors who are not officers shall be elected for terms of three years and may be elected for not more than two consecutive terms. They may serve again after an interval of one year.

At each Annual Meeting the President shall appoint a Nominating Committee of three members who are not officers. The Committee shall in a timely manner nominate a slate of candidates for the election to be held in advance of the next Annual Meeting in the manner set forth in Article V, paragraph 5 of these Bylaws.

Except for elections to fill vacancies, all officers and governors shall be elected by plurality vote of members, represented by proxy at a meeting of the Board of Governors held in advance of the Annual Meeting. The Secretary shall in a timely manner send to members a proxy solicitation providing a slate of candidates chosen by the Nominating Committee and nominated to be elected, together with space for a write-in candidate for each office. Each member shall be asked to authorize a named proxy holder, who is a Board member not currently standing for election, to cast the member's vote at a meeting of the Board, held in advance of the next Annual Meeting, at which a quorum of the Board is present. Those so elected shall begin their terms of office at the first business session of the Annual meeting.

A vacancy occurring among the officers shall be filled as soon as possible by election of a member of the Board of Governors by a majority vote of the Board at any duly constituted meeting, or by action of the Board as provided for in Article IX of these bylaws. A vacancy among the officers shall automatically create a vacancy on the Board of Governors but filling the vacancy among the officers shall take precedence over filling the vacancy on the Board. A vacancy occurring among the Governors who are not officers shall be filled in like manner by election of a member of the Society by the Board.

An Officer elected by the Board to fill a vacancy shall serve until the next regularly scheduled election. A Governor elected by the Board to fill a vacancy shall serve the remainder of the unexpired term of that vacancy.

Notwithstanding any other provisions of the Article, all officers and governors shall serve until their successors have been elected and have qualified.

Amendments to Article V, paragraphs 1 and 3, passed 3 March 1988, shall apply to Officers and Governors in office at the time of passage.

#### **Article VI Compensation of Officers, Governors and Members**

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, Governors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable, literary, educational and scientific purposes.

#### **Article VII Prohibited Activities**

Notwithstanding any other provision of these bylaws, the Society shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

#### **Article VIII Meetings**

An Annual Meeting of members shall be held once a year at a time and place designated by a majority vote of the Board of Governors.

Special meetings of members may be called by the President or Board of Governors. The President shall call a special meeting within thirty days after receiving a written request from ten percent of the membership. The purposes of a special meeting shall be stated in the notice of the meeting.

The Secretary shall mail notices of all meetings of members at least two weeks before the meeting.

The quorum for meetings of members shall be 100 or one-tenth the total number of votes entitled to be cast, whichever is lesser.

The Board of Governors shall meet once a year at the time of the Annual Meeting. Additional meetings may be called by the President or by a majority of the Board of Governors. The purpose of all additional meetings shall be stated in the notice of the meeting.

The Secretary shall mail notices of all meetings of the Board not less than one week prior to the meeting, except that, during the period of an Annual Meeting, the Board may vote to adjourn and reconvene from time to time without further notice.

The presence of five members of the Board of Governors at any meeting shall constitute a quorum.

Any procedural question which may arise during meetings of members or of the Board of Governors which is not covered by statute or these bylaws shall be decided by reference to Robert's Rules of Order.

#### **Article IX Action of Board Without A Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **Article X Dues and Finances**

Dues shall be established by the Board of Governors by the affirmative vote of a majority, but a number at least equal to the quorum, of governors present and voting at any meeting provided notice of the proposed action was stated in the notice of the meeting.

The Board may establish reduced dues for persons who are matriculated students in a recognized academic institution; however, this special rate shall not continue for more than five years. Similarly, reduced rate may be established for Joint members (i.e., for two persons in the same household). The Joint members will have full voting privileges, but only one copy of each publication will be mailed to the household.

In January of each year the treasurer shall send a statement of dues payable to each member. No member may vote at the Annual Meeting if dues have not been paid. Any member who is six months in arrears in the payment of dues shall be dropped from membership.

The fiscal year of the Society shall be the same as the calendar year.

#### **Article XI Executive Committee**

The Board of Governors, by resolution adopted at a meeting by affirmative vote of not less than eight members or by resolution adopted without a meeting as provided for in Article IX, may designate from among its members an Executive Committee which shall have all of the authority of the Board except the filling of vacancies on the Board or among the elected officers, amendment of the bylaws, amendment or repeal of any previous act of the Board or any other function of the Board which may be excluded in the creating resolution.

The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.

#### **Article XII Dissolution of the Society**

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

#### **Article XIII Amendments**

These bylaws may be amended by majority vote of members, present or represented by proxy, at any meeting of members provided notice of the proposed amendment was stated in the notice of the meeting.

Excepting Articles I, VI, VII, and XIII, these bylaws may be amended by the Board of Governors at a meeting by affirmative vote of not less than eight provided the proposed amendment was stated in the notice of the meeting, or by action of the Board without a meeting as provided for in Article IX.

*Summary of Recent Amendments:*

May 18, 2016 Article V, par. 1 changes President and Vice-President terms from two year terms, not to exceed two consecutive terms, to a single three-year term.

May 20, 2009 Article IV, last par. amended to outline option of appointing Corresponding International Members. Article V, par. 2 changes Secretary and Treasurer terms from one year to two years.

May 19, 2005 Article II, sentence 1, and Article X, par. 2, sentence 2, amended to redefine Spouse membership as Joint membership.

April 3, 2003 Article V, par.7 amended to simplify procedures for filling a vacancy that occurs between elections

June 25, 1992 Article V, pars. 4, 5, and 7 amended to institute a mail ballot to allow elections to take place before the annual meeting.