

AMS By-Laws

(AS AMENDED JANUARY 2024)

ARTICLE I. NAME

The name of the corporation shall be the American Musicological Society (the "Society").

ARTICLE II. OBJECT

The object of the Society shall be the advancement of scholarship in the various fields of music through research, learning, and teaching. The Society shall be operated as a nonprofit corporation exclusively for this object.

ARTICLE III. MEMBERSHIP

A. Membership in the Society shall consist of regular members, student members, emeritus members, life members, honorary members, and such other classes of members as may be established by the Board of Directors.

1. Regular members shall be any persons who join the Society out of interest in its stated object (Article II).
2. Student members shall be students, duly registered at any accredited educational institution who join the Society. Their rights and responsibilities shall be the same as those of regular members except that: (a) they shall be eligible for student membership for a period of not more than seven years; (b) they shall be ineligible to serve on the Board of Directors or as president or sole chair of an AMS affiliate group. A student member may serve as co-chair of an AMS affiliate group provided that the other co-chair is not a student member.
3. Emeritus members shall be persons who have been regular members for at least ten years and who have passed their 75th year, provided they choose to be classified as emeritus members. Emeritus members shall retain all the rights and privileges of regular members.
4. Life members shall be regular members in all respects except for the payment of annual dues. Instead, life members shall pay one fixed sum.
5. Honorary members shall be long-standing members of the Society or persons who have made outstanding contributions to furthering its stated object and whom the Society wishes to honor. They shall be exempt from paying dues but shall continue to have all the rights and privileges of regular members. They shall be nominated by a unanimous vote of the Board of Directors voting and present, and elected by a three-fourths majority of the regular members of the Council voting.

B. Except as provided in Article III.C.2, members of all classes as described in Article III.A shall each be entitled to receive one copy of the *Journal* of the Society as well as of any unpriced publications. Libraries and other organizations, institutions, and persons

may subscribe to the *Journal* without acquiring membership, at a rate of subscription to be determined by the Board of Directors.

C. Annual Dues

1. The rate of annual dues for each class of membership, and the one-time sum payable by life members, shall be fixed by the Board of Directors and published regularly.

ARTICLE IV. COUNCIL

A. The Council of the Society shall consist of not more than sixty regular members plus two student members from each chapter.

1. The regular members of the Council shall be scholars who have made notable contributions to the stated object of the Society. Regular members of the Council shall serve terms of three years, a quota of not more than twenty being elected in any year.
2. The student members of the Council shall be students who have embarked on doctoral programs in any field of musical scholarship. Student members have voting privileges for matters arising at Council meetings, but not for elections. Student members shall serve overlapping terms of two years. One student shall be elected or chosen in each Chapter each year.
3. Neither regular members nor student members of the Council may be elected to succeed themselves. The terms of Council members shall be three years for regular members and two years for student members. Terms begin after the annual business meeting.
4. The President shall be an *ex officio* member of the Council without vote.

B. The Council shall elect a Secretary from past or present regular members of the Council for a term of two years. A Council Secretary may be elected to continue in office up to a maximum term of twelve years, and shall, if not currently an elected member of the Council, serve as an *ex officio* member of the Council. The Council Secretary is charged with the coordination of all Council activities and will function as liaison between the Council and the Board of Directors, in close cooperation with the Secretary of the Society. The Council Secretary shall serve as an *ex officio* member of the Board of Directors.

C. Election to the Council

1. Each chapter elects a new regular Council representative once every three years, and one student member annually.
2. The remainder of regular members of the Council are elected at-large by the members of the Society. To select up to twenty new regular members each year, the Board of Directors presents a slate of no more than twice as many nominees as there are vacancies remaining. The slate of nominees shall be drawn from a list of recommended nominees presented to the Board of Directors by a nominating

committee of the Council. Members of Council shall be elected by a plurality vote. In the case of a tie the deciding vote shall be cast by the Board of Directors.

D. The Council shall advise the Board of Directors concerning the general policies of the Society.

E. The Council shall nominate the candidates for election to the Ethics Committee.

F. Meetings

1. Meetings of the Council shall take place as needed throughout the year. Upon a request signed by twenty regular members of the Council, a meeting must be called by the President or Secretary.

2. A quorum of the Council shall be fifteen regular members.

3. The President or the President's designee shall preside at Council meetings, and the Council Secretary shall keep the minutes.

ARTICLE V. OFFICERS

A. The officers of the Society shall be as follows. Six or seven officers serve at a time: the President, the Vice-President, the Treasurer, the Secretary, the Vice-President-elect, either the Past President or the President-elect, and the Executive Director. All officers are elected, with the exception of the Treasurer and the Executive Director, who are appointed by the Board. All officers except the Executive Director are voting members of the Board.

1. The President chairs the Board of Directors and appoints people to serve on AMS committees. The President shall also have such other powers and discharge such duties as may be assigned from time to time by the Board of Directors.

2. The Vice-President serves a term concurrent with that of the President. During the absence, incapacity or disability of the President, the Vice-President exercises all the functions of the President and, when so acting, shall have all the powers of and be subject to all the duties of and restrictions upon the President. In the event that the office of the President becomes vacant before the conclusion of the President's term, the Vice-President shall succeed to that office. The Vice-President shall also have such other powers and discharge such duties as may be assigned from time to time by the Board of Directors.

3. The Treasurer is appointed by the Board. The Treasurer serves as an advisor to the Board of Directors on financial matters and chairs the Finance Committee, which reviews the budget and oversees the society's financial affairs as the Board of Directors may authorize. The Treasurer shall report to the membership annually regarding the financial health of the society and its investments. The Treasurer performs other duties related to the financial affairs of the Society, as assigned by the Executive Committee or by the Board of Directors.

4. The Secretary keeps the minutes of meetings of the Executive Committee and the Board of Directors. They shall also be responsible for serving as liaison between the

Board of Directors and the chapter officers. The Secretary performs other duties as assigned by the Executive Committee or the Board of Directors.

B. Terms of Office. The term of officers shall begin after the annual business meeting and are as follows: 1) the President shall serve first a one-year term as President-elect, then a two-year term as President, and then a one-year term as Past President; 2) the Vice President shall serve a one-year term as Vice President-elect and then a two-year term as Vice President; 3) the Treasurer is appointed to a three-year term (renewable); and 4) the Secretary shall serve for two years. Except for the Secretary, officers may not be elected to succeed themselves. The term of officers shall begin after the annual business meeting. Any office vacated in the course of a term, aside from the President's, may be filled by the Board of Directors until the next term begins.

C. Nominations and Elections. The Board of Directors shall present to the members each year a slate of candidates drawn from present or past regular members of the Council, acting on proposals by the nominating committee appointed by the Board of Directors, except that the Board of Directors may by a two-thirds vote decide to present only one candidate for the post of Secretary, provided the candidate has already served at least one term in that post. The slate of officer candidates shall be provided to the voting members of the Society annually no later than 1 June. Officers shall be elected by a majority vote. In the case of a tie the deciding vote shall be cast by the Board of Directors. No person shall hold more than one elective office in the Society at the same time. No officer shall hold a particular role continuously for more than twelve years.

D. Resignation; Removal. Any elected Officer may resign from office at any time. Notification is to be made in writing and will take effect from the time of its acceptance by the Executive Committee on behalf of the Board. Any Officer elected by Society members may be removed, with or without cause, only by the vote of Society members, but the Officer's authority to act may be suspended by the Board for cause provided there is a quorum of not less than a majority present at the Board meeting at which such action is taken. The Officer will have the opportunity to be heard by the Board before the vote is taken but does not take part in the vote. An action to procure a judgment removing an Officer may be brought by any Director-at-Large or by ten percent of the Society's members. Any Officer appointed by the Board may be removed by the Board with or without cause provided there is a quorum of not less than a majority present at the Board meeting at which such action is taken. The appointed Officer will have the opportunity to be heard by the Board before the vote is taken but does not take part in the vote.

ARTICLE VI. BOARD OF DIRECTORS

A. The Board of Directors shall consist of: (i) the Elected Officers and the Treasurer as specified in Article V; (ii) the Elected Directors-at-Large; (iii) no more than three Appointed Directors-at-Large; (iv) the Council Secretary; (v) and the Executive Director.

B. Six Directors shall be elected Directors-at-large who serve three-year terms. They shall be elected, two each year, by the members of the Society from a slate of four nominees drawn by the Board of Directors from present or past regular members of the Council upon recommendation of the nominating committee. Directors-at-large shall be elected by a majority vote. Directors-at-large may not be elected to succeed themselves.

No person shall hold more than one elected position on the Board at the same time. The Council Secretary, who is granted voting rights, and the Executive Director, who is not granted voting rights, shall serve on the Board *ex officio*.

C. Meetings of the Board of Directors shall be called by the President or by the Secretary whenever directed by the President, by the Board of Directors or five members thereof. Notice of the time and place of such meetings shall be provided at least ten days in advance.

D. The President shall function as Chair of the Board of Directors. In the absence of the President, the Chair shall devolve upon the succeeding officer who is present in the following order: Vice-President, President-elect, Secretary. Decisions shall be by absolute majority vote of the Directors present unless otherwise provided by these By-Laws or by the laws of the State of New York. A quorum of the Board of Directors shall be seven and shall include at least two officers. In the event of an emergency, the President or Executive Director shall be empowered to act, subject to the earliest possible ratification by the Board of Directors.

E. Appointments.

1. The Board shall appoint the editors of all official publications of the AMS; these editors shall be eligible for reappointment.

2. The Executive Director is hired by the Board of Directors to provide administrative management for the society. The Executive Director oversees the operations of the society, including program management, fundraising, financial management, management of staff and volunteers, and external communications. The Executive Director participates as an *ex officio* member of the Board of Directors, without vote, and may speak publicly on behalf of the AMS.

3. Up to three Directors may be appointed Directors-at-large, who serve three-year terms. Nominees will be submitted to the Board of Directors by a nominating committee and chosen by majority vote of the Board. The term of office of any appointed Director shall commence at the next regular meeting of the Board following the Annual Meeting, or such time as the Board shall specify. Appointed Directors-at-large have the same rights and responsibilities as elected Directors-at-large. The Board will designate a committee to nominate appointed members.

F. Indemnification

1. Officers and Directors, the Executive Director, and the Editor-in-Chief and Review Editor of the *Journal* may be entitled to indemnification, as provided by law or by such procedures, not inconsistent with law, as the Board may adopt from time to time, in the defense of any civil or criminal action or proceeding arising by reason of the fact that such person is or was serving in said office or position.

2. Other persons who are carrying out or have carried out official Society business or who are or have been agents of the Society may be indemnified on such terms and conditions as the Board of Directors, in its sole discretion, may approve.

G. Resignation; Removal. Any member of the Board may resign from office at any time. Notification is to be made in writing and will take effect from the time of its acceptance

by the Executive Committee on behalf of the Board. Any Director may be removed either (1) for cause by vote of the Society's members or (2) for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken. For removal by the Board, the Director will have the opportunity to be heard by the Board before the vote is taken but does not take part in the vote. An action to procure a judgment removing a Director for cause may be brought by ten percent of the Society's members.

ARTICLE VII. COMMITTEES

A. Except when otherwise stipulated in these By-Laws, the President of the Society shall appoint chairs and members of committees. The President and the Executive Director shall both serve as *ex officio* members of all committees. The President shall inform the Board of Directors of all committee appointments. Committees shall consist of no fewer than three members. Terms of members of all committees shall be specified in the appointment.

B. Standing committees shall be Executive, Finance, and Ethics.

1. The Executive Committee shall consist of the officers of the Society as defined in Article V. A. A quorum of the Executive Committee shall be four to conduct any urgent business of the Society between meetings of the Board of Directors

2. The Finance Committee shall consist of three members: the President, the Executive Director, and the Treasurer, who shall chair the committee. The Finance Committee advises the Board of Directors on the budget, investment policy, and other financial matters, and discharges other responsibilities assigned by the Board.

3. The Ethics Committee shall be charged with advising the President, the Executive Director, the Board, and the Council on matters pertaining to ethical conduct within the spaces, events, and publications of the AMS. It shall be elected by the AMS membership from a roster nominated by the Council and approved by the Board.

C. With the approval of the Board of Directors the President may remove members of committees.

ARTICLE VIII. OFFICIAL PUBLICATIONS

A. The Society produces publications that advance its stated objective.

B. The Board of Directors approves the appointment of editors and editorial boards for the Society's publications.

C. The Board of Directors shall determine the terms of subscription and distribution of AMS publications, including what publications may be distributed to members *gratis*.

ARTICLE IX. MEETINGS OF MEMBERS

A. Annual meetings

1. An annual meeting of members shall be held at a time and place to be determined by the Board of Directors, but not earlier than August 15 nor later than December 27

of each year. The Council shall advise the Board of Directors concerning any significant changes of policy regarding the place and date of the annual meeting.

2. The annual meeting shall include a program of scholarly presentations and related professional events, and a business meeting of members.

3. At the annual business meeting, ten percent of the membership shall constitute a quorum.

B. At or prior to the annual business meeting the Board of Directors shall present a full financial report to the members. This report shall include a Statement of Financial Position and a Statement of Activities. These documents shall summarize the Society's assets, liabilities, disbursements and invested fund balances and provide an annual tally of members.

C. The annual financial report shall be verified by the Finance Committee.

D. Special business meetings of members may be called on a petition by twenty percent of the members of the Society or twenty regular members of the Council.

E. Members may submit proposals to the Board of Directors or Council concerning the affairs of the Society.

ARTICLE X. FISCAL YEAR

The fiscal year of the Society shall be from July 1 to June 30.

ARTICLE XI. AFFILIATE GROUPS

A. Chapters and Study Groups are affiliate groups of the AMS that are voluntary associations of AMS members.

1. A group of at least ten members of the Society in any locality not served by the current Chapters may apply to the Secretary for recognition as a chapter of the Society. The Secretary shall refer the question to the Council, which shall advise the Board of Directors on whether to recognize the chapter.

2. A group of at least ten members of the Society may propose the creation of a Study Group. Study Groups should convene around subjects that have produced a significant body of research. Groups of members who share common research interests and wish to be recognized as AMS Study Groups must apply to the Board of Directors.

B. Regulations Governing Affiliate Groups

1. Meetings. Affiliate Groups shall schedule their own meetings to be held at least once a year.

2. Leadership. Affiliate groups shall elect officers, including at least a chair, co-chairs, or president and a secretary or secretary-treasurer, to terms of two years. Affiliate group leaders may serve no more than twelve consecutive years in a particular role. Affiliate groups shall preserve the continuity of their operations by electing their leaders to overlapping terms.

3. Membership. No affiliate group shall accept or retain as a member any person who is not a member of the Society.
4. Publications. Affiliate groups may not issue publications in the name of the Society or in the name of an affiliate group without permission of the Board of Directors.
5. Guidelines or By-Laws. Each affiliate group shall adopt its own Guidelines or By-Laws in consonance with the Certificate of Incorporation and By-Laws of the Society. By-laws of affiliate groups must be approved by the Board of Directors and may not contravene the Society's By-laws. In the event that the AMS updates its Bylaws, any affiliate group with Bylaws in contravention of the updated AMS Bylaws must revise its Guidelines or Bylaws to ensure conformity with those of the Society.
6. Grants. The Board of Directors may make or authorize money grants to AMS affiliate groups.
7. Reports. Affiliate groups shall report each year to the Society detailing their meetings, activities, and governance changes.
8. Action of Affiliate Group. No action of an affiliate group shall be considered an action of the Society unless approved by the Board of Directors.

ARTICLE XII. AMENDMENTS

Amendments to these By-Laws may be proposed by the Board of Directors, by a Constitutional Committee, by the annual business meeting, by the Council, or by a petition of fifty or more members. Amendments thus proposed shall be made known to the membership through one of the Society's publications or by other means at least six weeks before the annual business meeting; and they shall be placed on the agenda of the annual business meeting for consideration. Two-thirds of the ballots cast in a ballot submitted to the entire membership shall be required for the acceptance of an amendment.

ARTICLE XIII. DISSOLUTION

In the event of the dissolution of the Society, any assets remaining shall be disposed of by the Board of Directors with the approval of a Justice of the Supreme Court of the State of New York, exclusively for one or more of the charitable, literary, and educational purposes of the Society, and shall be distributed in accordance with law to one or more organizations (including without limitation organs of federal, state or local government) engaged in activities substantially similar to those of the Society.

ARTICLE XIV. RULES

Robert's Rules of Order shall govern all meetings of the Society, its Board, Council, and committees where these rules are applicable and not inconsistent with these By-Laws.