

MOZART SOCIETY OF AMERICA

Bylaws

Article I. Name

The name of the corporation shall be the Mozart Society of America (the "Society").

Article II. Object

The object of the Society shall be the encouragement and advancement of studies and research about the life, works, historical context, and reception of Wolfgang Amadè Mozart, as well as the dissemination of information about study and performance of related music. The Society shall be a general not-for-profit corporation as described in the appropriate section of the Internal Revenue Code of the United States of America and shall meet requirements set forth under said code.

Article III. Membership

A. The Society shall consist of regular, student, emeritus, honorary, and institutional member categories.

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 in residence at any accredited institution of higher learning 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 five years; (b) they shall pay annual dues as set forth in Article III.C.2; and (c) they shall be eligible to serve as student representatives on the Board of Directors.

3. Emeritus members shall be persons who have been regular members and who have passed their 70th year, provided they choose to be classified as emeritus members. Emeritus members shall be eligible to pay annual dues as set forth in Article III.C.3, but shall enjoy all the rights and privileges of regular members.

4. Honorary members shall be persons who have made outstanding contributions to furthering the Society's stated object and whom it wishes to honor. They shall be exempt from paying dues but shall have all the rights and privileges of regular members. They shall be elected by a unanimous vote of the Board of Directors.

5. Institutional members shall include institutions of higher education as well as societies dedicated to dissemination of information about Mozart and music of the late 18th century through conferences, workshops, and performances.

B. Members of all categories described in Article III.A shall be entitled to receive one copy of the Newsletter of the Society as well as any other publications. Libraries and

other organizations, institutions, and individuals may subscribe to the Newsletter 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 category of membership shall be fixed by the Board of Directors and published in each issue of the Society's Newsletter, as well as on its Website.

2. Annual dues of student members should equal approximately one-half those of regular members.

3. Annual dues of emeritus members should equal approximately one-half those of regular members.

4. Annual dues of institutional members shall pay the same dues as regular members.

5. Dues shall be payable on 1 July or on application for membership. Dues of new members shall be credited to the fiscal year (1 July to 30 June) in which received, and shall ensure receipt of all issues of the Newsletter for that year, but new members joining after 31 December may request that their membership begin the following fiscal year. After 31 December, members from the previous fiscal year who have not yet paid current dues will be considered delinquent and shall receive no issues of the Newsletter beyond the August issue. Members in arrears at the end of the fiscal year shall be removed from the membership rolls. After being removed from the rolls a person may rejoin the Society at any time without penalty.

Article IV. Officers

A. The officers of the Society shall be five in all, and include the President, Vice President, Treasurer, Secretary, and Past President.

1. The President, except where otherwise advised by the Board of Directors, shall be the chief executive officer of the Society. S/he will preside at all meetings of the members. S/he shall have the general management of the affairs of the Society and shall have the power to enforce all orders and resolutions passed by the members or directors. S/he shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Society, when, as, and if authorized by the Board of Directors. Subject to the approval of the Board of Directors, s/he shall affix the seal of the Society to any instrument requiring it when authorized by the Board, and when so affixed it shall be attested by the signature of the Treasurer or Secretary. S/he shall perform all duties incidental to her/his office and such other duties as may from time to time be delegated by the Board of Directors.

2. The Vice President, during the absence, incapacity, or disability of the President, shall exercise 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 her/his 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 to her/him from time to time by the Board of Directors.

3. The Treasurer shall have the care and custody of all the funds and securities of the Society and shall deposit them in the name of the Society in such bank or trust company as the Board of Directors may select. S/he shall sign all checks, drafts, notes, and orders for payment of money and shall pay out and dispose of same when, as, and if authorized to do so by the Board of Directors. S/he shall keep full and accurate accounts of receipts and disbursements in the books of the Society. S/he shall render to the President and Directors whenever they may require, an account of all transactions and of the financial condition of the Society. The Treasurer shall prepare the annual budget of the Society for approval by the Board of Directors, and shall dispose of funds only as provided by the budget or as otherwise authorized by the Board. The Treasurer may be bonded at the expense of the Society in an amount to be determined by the Board of Directors.

4. The Secretary shall attend to such correspondence as may be assigned to her/him, perform all the other duties incidental to her/his office, and shall keep the minutes of all meetings of members and the Board of Directors. S/he shall attend to the giving and serving of all notices on behalf of the Society and shall have charge of such books, records, and papers of the Society as the Directors may advise. The Secretary shall also administer elections and balloting.

5. The Past President shall serve, immediately after her/his own term as President, as counselor to the new President and members of the Board of Directors.

B. Terms of Office. The President and Vice President shall serve terms of two years, and may be elected for not more than two consecutive terms; their elections shall be held in odd years. The Secretary and Treasurer shall be elected for terms of two years and may be re-elected an indefinite number of times; their elections shall be held in even years. The term of officers shall begin on 1 July following their election. If an office, aside from the President's, is vacated in the course of a term, the Board of Directors may appoint a replacement to serve until the next term begins.

C. Nominations and Elections. The Board of Directors shall present to the members each year a slate of candidates proposed by the Nominating Committee. The Secretary shall distribute the slate of candidates, either electronically or via first-class mail, to voting members of the Society in the form of a ballot during the month of January. Officers shall be elected by a plurality vote of members. Ballots must be returned to the Secretary by 1 March. Election returns will be tallied by the Secretary, who shall report

the results to the Board. An announcement of the election results should be made to members in the Society's Newsletter and on the Society's Website. No person shall hold more than one national elective office in the Society at the same time.

Article V. Board of Directors

A. The Board of Directors shall consist of thirteen members, of whom four shall be the elected officers. The nine directors 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. An additional director may be a student representative who shall be appointed by the Board for a term of one year. Candidates for positions on the Board shall be proposed by the Nominating Committee and included in the balloting as described in Article IV.C. The Editors of the Society's publications and chairs of standing committees shall be advisory members of the Board but shall not be entitled to vote on Board matters.

B. The terms of directors-at-large shall overlap so that some will retire and others will be added each year. Newly elected directors shall assume office at the first Board of Directors meeting to be held after the election. If a position of director is vacated in the course of a term, the Board shall appoint a replacement as soon as possible to serve until the next term begins.

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

D. The President shall be chair of the Board of Directors. In the President's absence, the chair shall devolve upon the succeeding officer who is present, in the following order: Vice President, Secretary. Decisions shall be by absolute majority vote of the directors present unless otherwise provided by these Bylaws or by the laws of the State of California. A quorum of the Board of Directors shall be six and shall include at least two officers (a director may be present via telephone). The President working in conjunction with the Secretary shall be empowered to act in emergencies, subject to the earliest possible ratification by the Board.

E. Appointments. The editor of the Society Newsletter, editors of Society publications, Website coordinator and/or webmaster, and any executive director shall be appointed by the President in consultation with the Board of Directors for specified terms of office not to exceed three years and shall be eligible for reappointment. They shall receive such compensation as the Board of Directors may determine.

Article VI. Committees

A. Except when otherwise stipulated in these Bylaws, the President of the Society shall appoint chairs and members of such committees as are necessary and shall her/himself serve as *ex officio* member of all committees. Committees shall consist of no fewer than three members. Terms of members of all committees shall be three years, with service as chair in the third year before rotating off the committee, unless otherwise specified in the appointment.

B. Standing committees shall be Executive, Nominating, Program, Website, Membership, Awards, and Publications.

1. The four officers of the Society shall constitute an Executive Committee to conduct any urgent business of the Society between Board meetings. The Executive Committee may also function as a planning and finance committee, making recommendations to the Board.

2. The Nominating Committee shall be appointed by the Board of Directors.

3. It will be the duty of the Program Committee to prepare the program of the biennial meetings of the Society.

4. The Website Committee will provide oversight of the Society's Website and assist the coordinator and/or webmaster in developing its content and keeping it up to date.

5. The Awards Committee shall review annual submissions for the Marjorie Weston Emerson Prize and/or other prizes that should in future be established by the Society, and select a winner according to the prize guidelines.

6. The Publications Committee shall advise and support the Newsletter editor(s), and develop and oversee other publications of the Society in print and online.

Article VII. Official Publications

A. The official publications of the Society shall include the Mozart Society of America Newsletter and such publications as are approved by the Board of Directors. Other publications of the Society, whether in print or online, shall be administered by the Publications Committee.

B. The Board of Directors, in consultation with the Publications Committee, shall determine what publications, besides the Newsletter, shall be distributed to the various membership categories *gratis*, and what discount, if any, shall be allowed on other publications.

Article VIII. Meetings of Members

A. An annual meeting of members shall be held at a time and place determined by the Board of Directors, normally at the annual meeting of the American Musicological Society. Ten percent of the membership shall constitute a quorum.

B. At or prior to the annual meeting the Board of Directors shall present to the members an annual report that includes the following information:

1. Assets and liabilities, including trust funds, as of the end of the last fiscal year.
2. Major changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
3. The Society's receipts, both unrestricted and restricted to particular purposes, during the year immediately preceding the date of the report.
4. The Society's disbursements, both for general and restricted purposes, during the year immediately preceding the date of the report.
5. The number of members of the Society, a statement of increase or decrease in membership during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of current members may be found.

C. The annual report must be verified by the President and Treasurer and filed with the records of the Society. An abstract shall be entered in the minutes of the annual meeting.

D. Special meetings of members may be called on a petition by 20 percent of members of the Society.

E. The members at any annual or special meeting by a majority vote or by 50 percent of the members, including any and all categories as defined in Article III.A by petition may initiate proposals to the Board of Directors of any kind concerning the affairs of the Society. If such proposal is not adopted by the Board, it shall be referred to the decision of the membership by means of a ballot referendum.

Article IX. Fiscal Year

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

Article X. Amendments

Amendments to these Bylaws may be proposed to the Board of Directors by a Constitutional Committee, by the annual meeting of members, or by a petition of 10 percent of the membership. Amendments thus proposed shall be submitted to the Board of Directors for approval, and distributed electronically to the membership for a vote, either with the annual election ballot or separately.

Article XI. 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 Nevada, 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 XII. Rules

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

Revised and approved by the Board of Directors and members
March 31, 2016